

CITIGROUP INC. UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.3) dated 13 October 2020, CGMHI UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.4) dated 13 October 2020 and CGMFL UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.3) dated 13 October 2020 and BASE PROSPECTUS SUPPLEMENT IN RESPECT OF THE RELEVANT SERIES OF SECURITIES



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, with registered office at 31 - Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg and registered with the Register of Trade and Companies of Luxembourg under number B 169.199)

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

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

Securities 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. ULN Base Prospectus Supplement (No.3)**") or this "**Supplement**") constitutes a supplement for the purposes of (i) Article 23 of Regulation (EU) 2017/1129 (as amended, the "Prospectus Regulation") and (ii) Part IV of the Luxembourg Law dated 16 July 2019 relating to prospectuses for securities (the "**Luxembourg Prospectus Law**") and is supplemental to, and must be read in conjunction with, the Underlying Linked Notes Base Prospectus dated 8 May 2020 (the "**Citigroup Inc. ULN Base Prospectus 2020**"), as supplemented by a Citigroup Inc. ULN Base Prospectus Supplement (No.1) dated 27 July 2020 (the "**Citigroup Inc. ULN Base Prospectus Supplement (No.1)**") and a Citigroup Inc. ULN Base Prospectus Supplement (No.2) dated 13 August 2020 (the "**Citigroup Inc. ULN Base Prospectus Supplement (No.2)**") prepared by Citigroup Inc. (the Citigroup Inc. ULN Base Prospectus 2020, the Citigroup Inc. ULN Base Prospectus Supplement (No.1) and the Citigroup Inc. ULN Base Prospectus Supplement (No.2) together the "**Citigroup Inc. ULN 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 ULN Base Prospectus Supplement (No.4)**") also constitutes a supplement for the purposes of (i) Article 23 of the Prospectus Regulation and (ii) Part IV of the Luxembourg Prospectus Law and is supplemental to, and must be read in conjunction with, the Underlying Linked Notes Base Prospectus dated 8 May 2020 (the "**CGMHI ULN Base Prospectus 2020**") as supplemented by a CGMHI ULN Base Prospectus Supplement (No.1) dated 27 July 2020 (the "**CGMHI ULN Base Prospectus Supplement (No.1)**"), a CGMHI ULN Base Prospectus Supplement (No.2) dated 13 August 2020 (the "**CGMHI ULN Base Prospectus Supplement (No.2)**") and a CGMHI ULN Base Prospectus Supplement (No.3) dated 11 September 2020 (the "**CGMHI ULN Base Prospectus Supplement (No.3)**") prepared by Citigroup Global Markets Holdings Inc. ("**CGMHI**") and Citigroup Inc. in its capacity as the CGMHI Guarantor (the CGMHI ULN Base

Prospectus 2020, the CGMHI ULN Base Prospectus Supplement (No.1), the CGMHI ULN Base Prospectus Supplement (No.2) and the CGMHI ULN Base Prospectus Supplement (No.3) together the "**CGMHI ULN Base Prospectus**") with respect to the Programme.

This base prospectus supplement (the "**CGMFL ULN Base Prospectus Supplement (No.3)**") or this "**Supplement**") constitutes a supplement for the purposes of (i) Article 23 of the Prospectus Regulation and (ii) Part IV of the Luxembourg Prospectus Law and is supplemental to, and must be read in conjunction with, the Underlying Linked Notes Base Prospectus dated 8 May 2020 (the "**CGMFL ULN Base Prospectus 2020**") as supplemented by a CGMFL ULN Base Prospectus Supplement (No.1) dated 27 July 2020 (the "**CGMFL ULN Base Prospectus Supplement (No.1)**") and a CGMFL ULN Base Prospectus Supplement (No.2) dated 13 August 2020 (the "**CGMFL ULN Base Prospectus Supplement (No.2)**"), 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 ULN Base Prospectus 2020, the CGMFL ULN Base Prospectus Supplement (No.1) and the CGMFL ULN Base Prospectus Supplement (No.2) together the "**CGMFL ULN Base Prospectus**", together with the Citigroup Inc. ULN Base Prospectus and the CGMHI ULN Base Prospectus, the "**Base Prospectus**") with respect to the Programme.

This Supplement also constitutes a supplement for the purposes of Article 23 of the Prospectus Regulation only with respect to each series of securities to be issued by CGMFL under the Base Prospectus with respect to the Programme as described in Schedule 1 hereto (the "**CGMFL Relevant Series Supplement**").

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 Regulation. The Central Bank only approves this Supplement as meeting the the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered an endorsement of the Issuer or of the quality of the Securities that are the subject of the Base Prospectus. Investors should make their own assessment as to the suitability of investing in the Securities. This Supplement (other than with respect to the CGMFL Relevant Series Supplement) has also been approved by the Luxembourg Stock Exchange under Part IV of the Luxembourg Prospectus Law and the Rules and Regulations of the Luxembourg Stock Exchange.

Application has been made to the Irish Stock Exchange plc, trading as Euronext Dublin ("**Euronext Dublin**") for the approval of the Citigroup Inc. ULN Base Prospectus Supplement (No.3), the CGMHI ULN Base Prospectus Supplement (No.4) and the CGMFL ULN Base Prospectus Supplement (No. 3) (other than with respect to the CGMFL Relevant Series Supplement) as Base Listing Particulars Supplements (the "**Citigroup Inc. ULN Base Listing Particulars Supplement (No.3)**", the "**CGMHI ULN Base Listing Particulars Supplement (No.4)**" and the "**CGMFL ULN Base Listing Particulars Supplement (No.3)**", respectively, and together, the "**Base Listing Particulars Supplement**"). Save where expressly provided or the context otherwise requires, where Securities are to be admitted to trading on the Global Exchange Market references herein to "Supplement", "Citigroup Inc. ULN Base Prospectus Supplement (No.3)", "CGMHI ULN Base Prospectus Supplement (No.4)" and "CGMFL ULN Base Prospectus Supplement (No.3)" shall be construed to be to "Base Listing Particulars Supplement", "Citigroup Inc. ULN Base Listing Particulars Supplement (No.3)", "CGMHI ULN Base Listing Particulars Supplement (No.4)" and "CGMFL ULN Base Listing Particulars Supplement (No.3)", respectively.

Citigroup Inc. accepts responsibility for the information contained in this Supplement (other than the CGMFL Relevant Series Supplement and excluding the paragraphs set out under the headings "*Information relating to the CGMHI ULN Base Prospectus*" and "*Information relating to the CGMFL ULN Base Prospectus*" below). To the best of the knowledge of Citigroup Inc., the information contained in this Supplement (other than the CGMFL Relevant Series Supplement and excluding the paragraphs set out under the headings "*Information relating to the CGMHI ULN Base Prospectus*" and "*Information relating to the CGMFL ULN Base Prospectus*" below) 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 (other than the CGMFL Relevant Series Supplement and excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. ULN Base Prospectus*" and "*Information relating to the CGMFL ULN Base Prospectus*" below). To the best of the knowledge of CGMHI, the information contained in this Supplement (other than the CGMFL Relevant Series Supplement and excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. ULN Base Prospectus*" and "*Information relating to the CGMFL ULN Base Prospectus*" below) 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 (other than the CGMFL Relevant Series Supplement and excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. ULN Base Prospectus*" and "*Information relating to the CGMFL ULN Base Prospectus*" below). To the best of the knowledge of the CGMHI Guarantor, the information contained in this Supplement (other than the CGMFL Relevant Series Supplement and excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. ULN Base Prospectus*" and "*Information relating to the CGMFL ULN Base Prospectus*" below) 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 the paragraphs set out under the headings "*Information relating to the Citigroup Inc. ULN Base Prospectus*" and "*Information relating to the CGMHI ULN Base Prospectus*" below). To the best of the knowledge of CGMFL, the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. ULN Base Prospectus*" and "*Information relating to the CGMHI ULN Base Prospectus*" below) 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 the paragraphs set out under the headings "*Information relating to the Citigroup Inc. ULN Base Prospectus*" and "*Information relating to the CGMHI ULN Base Prospectus*" below). To the best of the knowledge of the CGMFL Guarantor, the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. ULN Base Prospectus*" and "*Information relating to the CGMHI ULN Base Prospectus*" below) 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. ULN BASE PROSPECTUS

Amendments to Important Information relating to Offers of Securities

The information relating to offers of Securities set out in the cover pages of the Citigroup Inc. ULN Base Prospectus entitled "*Important Information relating to Offers of Securities*" shall be amended as set out in Schedule 2 to this Supplement.

Amendments to Information relating to Supplements to the Citigroup Inc. ULN Base Prospectus, the CGMHI ULN Base Prospectus or the CGMFL ULN Base Prospectus

The information relating to supplements to the Citigroup Inc. ULN Base Prospectus, the CGMHI ULN Base Prospectus or the CGMFL ULN Base Prospectus set out in the Section D.5 of the Citigroup Inc. ULN Base Prospectus shall be amended as set out in Schedule 3 to this Supplement.

Amendments to Subscription and Sale and Transfer and Selling Restrictions

The information relating to subscription and sale and transfer and selling restrictions set out in Section F.7 of the Citigroup Inc. ULN Base Prospectus shall be amended as set out in Schedule 4 to this Supplement.

Amendments to the Taxation of Securities

The information relating to taxation of Securities set out in Section F.8 of the Citigroup Inc. ULN Base Prospectus shall be amended as set out in Schedule 5 to this Supplement.

Amendments to the Pro Forma Final Terms

The Pro Forma Final Terms set out in Section G.3 of the Citigroup Inc. ULN Base Prospectus shall be amended as set out in Schedule 6 to this Supplement.

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in Section G.4 of the Citigroup Inc. ULN Base Prospectus shall be amended as set out in Schedule 7 to this Supplement.

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 material inaccuracy relating to information included in the Citigroup Inc. ULN Base Prospectus since the publication of the Citigroup Inc. ULN Base Prospectus Supplement (No.2).

Copies of the Citigroup Inc. ULN Base Prospectus 2020, the Citigroup Inc. ULN Base Prospectus Supplement (No.1), the Citigroup Inc. ULN Base Prospectus Supplement (No.2) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Securities 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. ULN Base Prospectus 2020 will be available on the website specified for each such document in the Citigroup Inc. ULN 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. ULN Base Prospectus 2020 by this Supplement and (b) any statement in the Citigroup Inc. ULN Base Prospectus or otherwise incorporated by reference into the Citigroup Inc. ULN Base Prospectus 2020, the statements in (a) above will prevail.

Withdrawal rights

No non-exempt offers of Securities to the public made by Citigroup Inc. as Issuer pursuant to the Citigroup Inc. ULN Base Prospectus are on-going as of the date hereof, and consequently, no rights of withdrawal arise in accordance with Article 23(2) of the Prospectus Regulation following the publication of this Supplement.

INFORMATION RELATING TO THE CGMHI ULN BASE PROSPECTUS

Amendments to Important Information relating to Offers of Securities

The information relating to offers of Securities set out in the cover pages of the CGMHI ULN Base Prospectus entitled "*Important Information relating to Offers of Securities*" shall be amended as set out in Schedule 2 to this Supplement.

Amendments to Information relating to Supplements to the Citigroup Inc. ULN Base Prospectus, the CGMHI ULN Base Prospectus or the CGMFL ULN Base Prospectus

The information relating to supplements to the Citigroup Inc. ULN Base Prospectus, the CGMHI ULN Base Prospectus or the CGMFL ULN Base Prospectus set out in the Section D.5 of the CGMHI ULN Base Prospectus shall be amended as set out in Schedule 3 to this Supplement.

Amendments to Subscription and Sale and Transfer and Selling Restrictions

The information relating to subscription and sale and transfer and selling restrictions set out in Section F.7 of the CGMHI ULN Base Prospectus shall be amended as set out in Schedule 4 to this Supplement.

Amendments to the Taxation of Securities

The information relating to taxation of Securities set out in Section F.8 of the CGMHI ULN Base Prospectus shall be amended as set out in Schedule 5 to this Supplement.

Amendments to the Pro Forma Final Terms

The Pro Forma Final Terms set out in Section G.3 of the CGMHI ULN Base Prospectus shall be amended as set out in Schedule 6 to this Supplement.

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in Section G.4 of the CGMHI ULN Base Prospectus shall be amended as set out in Schedule 7 to this Supplement.

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 material inaccuracy relating to information included in the CGMHI ULN Base Prospectus since the publication of the CGMHI ULN Base Prospectus Supplement No.3.

Copies of the CGMHI ULN Base Prospectus, the CGMHI ULN Base Prospectus Supplement No.1, the CGMHI ULN Base Prospectus Supplement No.2 and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Securities 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 ULN Base Prospectus 2020 will be available on the website specified for each such document in the CGMHI ULN 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 ULN Base Prospectus 2020 by this Supplement and (b) any statement in the CGMHI ULN Base Prospectus or otherwise incorporated by reference into the CGMHI ULN Base Prospectus 2020, the statements in (a) above will prevail.

Withdrawal rights

No non-exempt offers of Securities to the public made by CGMHI as Issuer pursuant to the CGMHI ULN Base Prospectus are on-going as of the date hereof, and consequently, no rights of withdrawal arise in accordance with Article 23(2) of the Prospectus Regulation following the publication of this Supplement.

INFORMATION RELATING TO THE CGMFL ULN BASE PROSPECTUS

Publication of the Interim Financial Report of Citigroup Global Markets Funding Luxembourg S.C.A.

On 30 September 2020, CGMFL (an Issuer under the Programme) published its interim financial report containing its unaudited non-consolidated interim financial statements as of and for the six month period ended 30 June 2020 (the **CGMFL 2020 Interim Financial Report**). A copy of the CGMFL 2020 Interim Financial Report 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=uHNdQ2dRDfhStJNzhFx9qJxWdu5M2kOFtsu94pP6yE6S3+nnH8oSxB8pgSjIE4iqNxmCTYwiwPggWltMw0YVVmZr4fo4bcV+1NBEBYSm7GjlUHKx/Vbe2g2O5eDa0jnx1HTvtvq+AHBFccPOsvI12VsCuPyp009ENL7X18bAbuPO4wCP9d5sVG1laiZEqEc>). By virtue of this Supplement, the CGMFL 2020 Interim Financial Report is incorporated by reference in, and forms part of, the CGMFL ULN Base Prospectus 2020.

The following information appears on the page(s) of the CGMFL 2020 Interim Financial Report as set out below:

1.	The unaudited non-consolidated interim financial statements of CGMFL as of and for the six month period ended 30 June 2020:	
		Page(s)
A.	Condensed Interim Statement of Comprehensive Income	7
B.	Condensed Interim Balance Sheet	8
C.	Condensed Interim Statement of Changes in Equity	9
D.	Condensed Interim Cash Flow Statement	10
E.	Notes to Condensed Interim Financial Statements	10-30

Any information not listed in the cross-reference list above but included in the CGMFL 2020 Interim Financial Report is given for information purposes only.

Amendments to Important Information relating to Offers of Securities

The information relating to offers of Securities set out in the cover pages of the CGMFL ULN Base Prospectus entitled "*Important Information relating to Offers of Securities*" shall be amended as set out in Schedule 2 to this Supplement.

Amendments to Information relating to Supplements to the Citigroup Inc. ULN Base Prospectus, the CGMHI ULN Base Prospectus or the CGMFL ULN Base Prospectus

The information relating to supplements to the Citigroup Inc. ULN Base Prospectus, the CGMHI ULN Base Prospectus or the CGMFL ULN Base Prospectus set out in the Section D.5 of the CGMFL ULN Base Prospectus shall be amended as set out in Schedule 3 to this Supplement.

Amendments to Subscription and Sale and Transfer and Selling Restrictions

The information relating to subscription and sale and transfer and selling restrictions set out in Section F.7 of the CGMFL ULN Base Prospectus shall be amended as set out in Schedule 4 to this Supplement.

Amendments to the Taxation of Securities

The information relating to taxation of Securities set out in Section F.8 of the CGMFL ULN Base Prospectus shall be amended as set out in Schedule 5 to this Supplement.

Amendments to the Pro Forma Final Terms

The Pro Forma Final Terms set out in Section G.3 of the CGMFL ULN Base Prospectus shall be amended as set out in Schedule 6 to this Supplement.

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in Section G.4 of the CGMFL ULN Base Prospectus shall be amended as set out in Schedule 7 to this Supplement.

Significant change and material adverse change

There has been no significant change in the financial or trading position of CGMFL since 30 June 2020 (the date of its most recently published unaudited interim financial statements) and there has been no material adverse change in the financial position or prospects of CGMFL since 31 December 2019 (the date of its most recently published audited annual financial statements).

There has been no significant change in the financial performance of CGMFL since 30 June 2020 (the date of its most recently published unaudited interim financial statements).

CGMFL Relevant Series Supplement

In respect of each series of securities described in Schedule 1 hereto, the Issuer has determined to amend the key financial information of CGMFL set out in the Summary of the Securities appended as the Annex to the Final Terms, as follows:

- (a) The information headed "What is the key financial information regarding the Issuer:" set out in the section entitled "Key Information on the Issuer" in the Summary is deleted in its entirety and replaced with the following:

The following key financial information has been extracted from the audited non-consolidated financial statements of the Issuer for the years ended 31 December 2019 and 2018, and from the unaudited non-consolidated interim financial statements of the Issuer for the period ended 30 June 2020.

Summary information – income statement

	Year ended 31 December 2019 (audited)	Year ended 31 December 2018 (audited)	Six months ended 30 June 2020 (unaudited)	Six months ended 30 June 2019 (unaudited)
Profit before income tax (in thousands of U.S. dollars)	121	50	64	16

Summary information – balance sheet

	Year ended 31 December 2019 (audited)	Year ended 31 December 2018 (audited)	Six months ended 30 June 2020 (unaudited)
Net financial debt (long term debt plus short term debt minus cash) (in thousands of U.S. dollars)	12,746,867	7,753,224	15,753,261
Current ratio (current assets/current liabilities)	100%	100%	100%
Debt to equity ratio (total liabilities/total shareholder equity)	1395849%	934648%	1639264%
Interest cover ratio (operating income/interest expense)*	Not Applicable	Not Applicable	Not Applicable

Summary information – cash flow statement

	Year ended 31 December 2019 (audited)	Year ended 31 December 2018 (audited)	Six months ended 30 June 2020 (unaudited)	Six months ended 30 June 2019 (unaudited)
Net cash flows from operating activities (in thousands of U.S. dollars)	9,381	-290	-9,908	6,398
Net cash flows from financing activities (in thousands of U.S. dollars)	3,518,483	4,304,592	3,901,492	2,600,731
Net cash flows from investing activities (in thousands of U.S. dollars)	-3,518,474	-4,304,587	-3,901,492	-2,600,725

*In accordance with IFRS, the Issuer does not present any interest expenses.

Qualifications in audit report on historical financial information: There are no qualifications in the audit report of the Issuer on its audited historical financial information.

The relevant translations of the Summary are also amended accordingly where applicable.

Corporate Authorities

The approval of the CGMFL ULN Base Prospectus Supplement (No.3) has been authorised pursuant to resolutions of the board of managers of the Corporate Manager of CGMFL on 13 October 2020.

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 material inaccuracy relating to information included in the CGMFL ULN Base Prospectus since the publication of the CGMFL ULN Base Prospectus Supplement (No.2).

Copies of the CGMFL ULN Base Prospectus 2020, the CGMFL ULN Base Prospectus Supplement (No.1), the CGMFL ULN Base Prospectus Supplement (No.2) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Securities 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 ULN Base Prospectus 2020 will be available on the website specified for each such document in the CGMFL ULN 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 ULN Base Prospectus 2020 by this Supplement and (b) any statement in the CGMFL ULN Base Prospectus or otherwise incorporated by reference into the CGMFL ULN Base Prospectus 2020, the statements in (a) above will prevail.

Withdrawal rights

Filing of the CGMFL 2020 Interim Financial Report occurred prior to the close of the offer period or the delivery of securities in respect of certain non-exempt offers of Securities to the public made by CGMFL as Issuer pursuant to the CGMFL ULN Base Prospectus and, consequently, in accordance with Article 23(2) of the Prospectus Regulation, investors who had already agreed to purchase or subscribe for such Securities before this Supplement is published and where the offer period had not yet closed or the Securities had not yet been delivered to them (whichever earlier) at the time when the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted have the right, exercisable within two working days beginning with the working day after the date on which this Supplement is published, to withdraw their acceptances. The final date of such right of withdrawal is 15 October 2020. Investors may contact the relevant Authorised Offeror(s) (as set out in the Final Terms of the relevant Securities) should they wish to exercise such right of withdrawal.

SCHEDULE 1

SERIES OF SECURITIES RELATING TO THE CGMFL RELEVANT SERIES SUPPLEMENT

- (i) Issue of Up to 10,000 Units of Euro 1,000 Fixed Coupon Autocall Certificates Based Upon UniCredit S.p.A. (Series CGMFL18643; ISIN: XS1575024176)
- (ii) Issue of up to 4,000 Units of Euro 1,000 Fixed Coupon Autocall Certificates Based Upon Leonardo S.p.A. (Series CGMFL19167; ISIN: XS1575022634)
- (iii) Issue of up to EUR50,000,000 Coupon Barrier Autocall Notes due November 2030 linked to the STOXX® Global Select Dividend 100 Index EUR (Series CGMFL18158; ISIN: XS2225848683)
- (iv) Issue of up to GBP 10,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due November 2027 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. (Series CGMFL18867; ISIN: XS2225218663)
- (v) Issue of up to 5,000 Worst of Snowballing Autocall Certificates linked to a Basket of Shares due October 2025 (CGMFL17898; ISIN: SE0014782850)
- (vi) Issue of up to 5,000 Worst of Snowballing Autocall Certificates linked to a Basket of Shares due October 2025 (CGMFL17899; ISIN: SE0014782843)
- (vii) Issue of up to 5,000 Worst of Snowballing Autocall Certificates linked to a Basket of Shares due December 2025 (CGMFL19313; ISIN: SE0014957940)
- (viii) Issue of Up to 10,000 Units of Euro 1,000 Memory Coupon Barrier Autocall Certificates Based Upon Eni S.p.A. (CGMFL 18453; ISIN: XS1575024689)
- (ix) Issue of Up to 10,000 Units of Euro 1,000 Memory Coupon Barrier Autocall Certificates Based Upon Eni S.p.A. (CGMFL19554; ISIN: XS1575021669)

SCHEDULE 2

AMENDMENTS TO THE IMPORTANT INFORMATION RELATING TO OFFERS OF SECURITIES

The information set out in the cover pages of the Base Prospectus ("*Important Information relating to Offers of Securities*") on pages xii to xiv of the Base Prospectus is amended by inserting the following new paragraph ("*Consent given in connection with public offers in Switzerland*") immediately before the paragraph entitled "*Arrangements between Investors and Authorised Offerors*" on page xiv:

"Consent given in connection with public offers in Switzerland

Any person making or intending to make a offer of Securities to the public in Switzerland on the basis of this Base Prospectus, other than pursuant to an exemption under Article 36(1) of the Swiss Federal Financial Services Act (**FinSA**) or where such offer does not qualify as a public offer in Switzerland, must do so only with the Issuer's consent to the use of this Base Prospectus pursuant to Article 36(4)(b) FinSA and Article 45 of the implementing Financial Services Ordinance (**FinSO**), as provided under "Consent" above and provided such person complies with the conditions attached to that consent and on the basis that for the purposes of the above:

- references therein to "Final Terms" are to "Issue Terms" and to "Non-exempt Offer" are to "non-exempt public offer in Switzerland";
- the reference therein to "Non-exempt Offers of the relevant Tranche of Securities in Austria, Belgium, Cyprus, Denmark, Finland, The Netherlands, France, Germany, Greece, Hungary, Ireland, Italy, Luxembourg (in the case of Citigroup Inc. and CGMHI), Norway, Poland, the United Kingdom, Portugal, Spain, Sweden and/or the Czech Republic, as specified in the applicable Final Terms" is to "non-exempt public offer(s) in Switzerland"; and
- the paragraph commencing "The only Member States of the EEA (and for these purposes, references to the EEA include the United Kingdom) which may, in respect of any Tranche of Securities, be specified in the applicable Final Terms" therein is deleted.

General Consent is subject to the further condition that the financial intermediary is authorised to make a non-exempt public offer in Switzerland under applicable Swiss laws and regulations."

SCHEDULE 3

AMENDMENTS TO INFORMATION RELATING TO SUPPLEMENTS TO THE CITIGROUP INC. ULN BASE PROSPECTUS, THE CGMHI ULN BASE PROSPECTUS OR THE CGMFL ULN BASE PROSPECTUS

The information relating to supplements to the Citigroup Inc. ULN Base Prospectus, the CGMHI ULN Base Prospectus or the CGMFL ULN Base Prospectus set out in the Section D.5 on page 104 of the Base Prospectus shall be amended by inserting the following as a new paragraph immediately before the last paragraph on page 104:

"Where the Securities are offered to the public in Switzerland, other than pursuant to an exemption under Article 36(1) FinSA or where such offer does not qualify as a public offer in Switzerland, investors in Switzerland who have already subscribed or agreed to purchase or subscribe for Securities before any supplement to the Citigroup Inc. Base Prospectus, the CGMHI Base Prospectus and/or the CGMFL Base Prospectus, as the case may be, or a new Citigroup Inc. Base Prospectus, CGMHI Base Prospectus and/or CGMFL Base Prospectus, as the case may be, is published during the Offer Period (as specified in the applicable Issue Terms), have the right to withdraw their subscriptions and acceptances within a period of at least two days from the publication of such supplement or new Citigroup Inc. Base Prospectus, CGMHI Base Prospectus and/or CGMFL Base Prospectus regardless of whether the Offer Period closes prior to the expiry of such two day period. Notwithstanding this, the Offer Period shall not be extended in such circumstances unless otherwise specified in the applicable Issue Terms."

SCHEDULE 4

AMENDMENTS TO SUBSCRIPTION AND SALE AND TRANSFER AND SELLING RESTRICTIONS

The information relating to subscription and sale and transfer and selling restrictions set out in Section F.7 on pages 167 to 188 of the Base Prospectus shall be amended by deleting the sub-section entitled "Switzerland" on pages 186 to 187 in its entirety and replacing it with the following:

"Switzerland

Each Dealer has acknowledged and agreed and each further Dealer appointed under the Programme will be required to acknowledge and agree that, subject to the applicable transitional provisions under the FinSA and the implementing FinSO:

- (a) it has only made and will only make an offer of Securities to the public in Switzerland, other than pursuant to an exemption under Article 36(1) FinSA or where such offer does not qualify as a public offer in Switzerland, if and as from the date on which this Base Prospectus and the applicable Issue Terms has been filed and deposited with a review body (*Prüfstelle*) in Switzerland and entered on the list according to Article 64(5) FinSA and provided they are deemed approved according to Article 54(2) FinSA and Article 70(3) FinSO; or
- (b) it has not offered and will not offer, directly or indirectly, Securities to the public in Switzerland, and have not distributed or caused to be distributed and will not distribute or cause to be distributed to the public in Switzerland, this Base Prospectus, the applicable Issue Terms or any other offering material relating to the Securities, other than pursuant to an exemption under Article 36(1) FinSA or where such offer or distribution does not qualify as a public offer in Switzerland.

For these purposes "public offer" refers to the respective definitions in Article 3(g) and (h) FinSA and as further detailed in FinSO.

If this Base Prospectus and any applicable Issue Terms is deemed approved according to Article 54(2) FinSA and Article 70(3) FinSO and filed and deposited with a review body (*Prüfstelle*) in Switzerland, this Base Prospectus and each such Issue Terms may be obtained in electronic or printed form, free of charge, upon request from Citigroup Global Markets Limited at Hardstrasse 201, Prime Tower, 8005 Zürich (e-mail: swissder@citi.com; telephone: +41 (0)58 750 6207; fax: +41 (0)58 750 6065; website: <https://ch.citifirst.com/EN/Home>).

Subject to the applicable transitional provisions under FinSA and FinSO, if Securities qualifying as debt instruments with a "derivative character" (as such expression is understood under FinSA) are offered or recommended to private clients within the meaning of FinSA in Switzerland a key information document under Article 58 FinSA (*Basisinformationsblatt für Finanzinstrumente*) or Article 59(2) FinSA in respect of such Securities must be prepared and published. According to Article 58(2) FinSA, no key information document is required for Securities that may only be acquired for private clients under an asset management agreement. Other than where the applicable Issue Terms specifies the "Prohibition of Offer to Private Clients in Switzerland" to be "Applicable" other than with respect to the period(s) of time specified therein, with respect to such period(s), the Securities may not be offered or recommended to private clients within the meaning of FinSA in Switzerland. For these purposes, a private client means a person who is *not* one (or more) of the following: (i) a professional client as defined in Article 4(3) FinSA (not having opted-in on the basis of Article 5(5) FinSA) or Article 5(1) FinSA; or (ii) an institutional client as defined in Article 4(4) FinSA; or (iii) a private client with an asset management agreement according to Article 58(2) FinSA. For these purposes "offer" refers to the interpretation of such term in Article 58 FinSA.

Where the applicable Issue Terms specifies the "Prohibition of Offer to Private Clients in Switzerland" to be "Applicable", other than with respect to the duration of the applicable transition period under FinSA and its implementing ordinance, if the Securities qualify as structured products within the meaning of Article 70 FinSA and only a simplified prospectus pursuant to Article 5 of the Swiss Federal Act on Collective Investment Schemes (**CISA**), as such article was in effect immediately prior to the entry into effect of FinSA, has been prepared based on the transitional provision of Article 111

FinSO, the "Prohibition of Offer to Private Clients in Switzerland" as described above shall automatically apply as from the expiry of the applicable transition period.

The Securities do not constitute a participation in a collective investment scheme in the meaning of the CISA and are not subject to the supervision by the Swiss Financial Market Supervisory Authority FINMA, and investors in Securities will not benefit from protection under the CISA or supervision by any Swiss regulatory authority.

Notwithstanding anything else in this Base Prospectus, for the purposes only of offers of Securities to the public in Switzerland other than pursuant to an exemption under Article 36(1) FinSA or where such offers do not qualify as a public offer in Switzerland, references in this Base Prospectus to "Non-exempt Offer" shall be deemed to refer to such non-exempt public offer in Switzerland, and references to Securities which are not Exempt Securities shall be deemed to refer to Securities which are the subject of such non-exempt public offer in Switzerland."

SCHEDULE 5

AMENDMENTS TO THE TAXATION OF SECURITIES

The information relating to taxation of Securities set out in Section F.8 on pages 189 to 264 of the Base Prospectus shall be amended by deleting the paragraphs under the sub-heading entitled "*Swiss Federal Withholding Tax*" on page 261 in their entirety and replacing them with the following:

"Payments under the Securities are not subject to Swiss federal withholding tax, PROVIDED THAT the Issuer is at all times resident and managed outside Switzerland for Swiss tax purposes and that the proceeds are used outside Switzerland at all times.

On 3 April 2020, the Swiss Federal Council proposed draft legislation and opened the consultation procedure regarding the reform of the Swiss federal withholding tax regime, which had previously been suspended. The consultation procedure ended on 10 July 2020. A main aspect of the draft legislation is the exemption of Swiss-domiciled legal entities and foreign investors from withholding tax on Swiss domestic interest-based investments. In essence, the draft legislation would replace the current debtor-based regime applicable to interest payments with a paying agent-based regime for Swiss withholding tax. Broadly, this paying agent-based regime would (i) subject all interest payments made through paying agents in Switzerland to individuals resident in Switzerland to Swiss withholding tax and (ii) exempt from Swiss withholding tax interest payments to all other persons, including to Swiss-domiciled legal entities and foreign investors (other than for indirect interest payments via foreign and domestic collective investments vehicles). If such a new paying agent-based regime were to be enacted and were to result in the deduction or withholding of Swiss federal withholding tax on any interest payments in respect of the Securities, the Securityholders would not be entitled to receive any additional amounts as a result of such deduction or withholding under the terms of the Securities."

SCHEDULE 6

AMENDMENTS TO THE PRO FORMA FINAL TERMS

The Pro Forma Final Terms set out in Section G.3 on pages 759 to 942 of the Base Prospectus shall be amended as follows:

- (a) the third paragraph and corresponding footnote 3 on page 759 of the Base Prospectus shall be deleted in their entirety and replaced with the following:

"[The Base Prospectus [expires] / [is scheduled to expire] on 7 May 2021 [and the Issuer [and the Guarantor] intend[s] that the Base Prospectus will be updated immediately thereafter]/[. However, the Issuer [and the Guarantor] intend[s] that the Base Prospectus will be updated and replaced on or around 18 December 2020 (which date is subject to change)]. The updated base prospectus will be available on [the website of Euronext Dublin (www.ise.ie)] [the website of the Luxembourg Stock Exchange (www.bourse.lu)] [and] [the website of [●] ([●)]].]"³

³ Include in respect of a Tranche of Securities for which the offer spans an update of the Base Prospectus.";

- (b) the following new paragraphs and corresponding footnotes 4 and 5 shall be inserted immediately after the third paragraph on page 759 of the Base Prospectus (and all footnotes in Section G.3 of the Base Prospectus following after the said corresponding footnotes shall be deemed to be renumbered in ascending sequential order accordingly):

"**[PROHIBITION OF OFFER TO PRIVATE CLIENTS IN SWITZERLAND** - [[Other than with respect to offers of the Securities [during the period[s] [●]-[●] (*repeat periods as necessary*),] for which a key information document according to the Swiss Federal Financial Services Act (**FinSA**) or an equivalent document under FinSA has been prepared] [or] [for the duration of the applicable transition period under FinSA and its implementing ordinance, for which a simplified prospectus pursuant to Article 5(2) of the Swiss Federal Act on Collective Investment Schemes, as such article was in effect immediately prior to the entry into effect of FinSA, has been prepared,] [t][T]he Securities are not intended to be offered or recommended to private clients within the meaning of [the Swiss Federal Financial Services Act (**FinSA**)/FinSA] in Switzerland. For these purposes, a private client means a person who is *not* one (or more) of the following: (i) a professional client as defined in Article 4(3) FinSA (not having opted-in on the basis of Article 5(5) FinSA) or Article 5(1) FinSA; or (ii) an institutional client as defined in Article 4(4) FinSA; or (iii) a private client with an asset management agreement according to Article 58(2) FinSA.]"⁴

[This Final Terms has not been and will not be filed and deposited with a review body in Switzerland for entry on the list according to Article 64(5) of FinSA. Accordingly, the Securities may not be publicly offered, directly or indirectly, in Switzerland within the meaning of FinSA, other than pursuant to an exemption under Article 36(1) FinSA, subject to the applicable transitional provisions under FinSA and its implementing ordinance. Neither this Final Terms nor any other offering or marketing material relating to the Securities constitutes a prospectus pursuant to FinSA, and neither this Final Terms nor any other offering or marketing material relating to the Securities may be publicly distributed or otherwise made publicly available in Switzerland.]⁵

⁴ Include if Securities are debt instruments with a "derivative character" for the purpose of FinSA and are offered in Switzerland.

⁵ Include if Securities are offered in Switzerland and the Final Terms for the Securities is not filed and deposited with a review body in Switzerland for entry on the list according to Article 64(5) FinSA.";

- (c) the first paragraph and corresponding footnotes 7, 8 and 9 on page 760 of the Base Prospectus shall be deleted in their entirety (and all footnotes in Section G.3 of the Base Prospectus following after the said corresponding footnotes shall be deemed to be renumbered in ascending sequential order accordingly);
- (d) the third paragraph in the sub-section entitled "*Part A – Contractual Terms*" and corresponding footnotes 23 and 24 on page 761 shall be deleted in their entirety and replaced

with the following new paragraph and corresponding footnotes 22, 23 and 24 (and all footnotes in Section G.3 of the Base Prospectus following after the said corresponding footnotes shall be deemed to be renumbered in ascending sequential order accordingly):

"[This Final Terms does not constitute final terms of the offer within the meaning of Article 8(4) of the Prospectus Regulation and has not been deposited with the Central Bank. This Final Terms and the Base Prospectus [as so supplemented] have been filed and deposited with a review body in Switzerland for entry on the list according to Article 64(5) of FinSA for the purposes of an offer of the Securities to the public in Switzerland on the basis of the combination of this Final Terms and the Base Prospectus [as so supplemented]. For this purpose references in this Final Terms to "Non-exempt Offer" are to "non-exempt public offer in Switzerland" and to "Public Offer Jurisdictions" mentioned in item [10] of Part B below are to include Switzerland, regardless of Switzerland not being a Member State of the EEA.]²² / [This document constitutes the Final Terms of the Securities described herein for the purposes of Article 8(4) of the Prospectus Regulation.] This Final Terms must be read in conjunction with the Base Prospectus [as so supplemented]. Full information on the Issuer[, the CGMHI Guarantor]²³ [, the CGMFL Guarantor]²⁴ and the offer of the Securities is only available on the basis of the combination of this Final Terms and the Base Prospectus [as so supplemented].

²² Include if Securities are offered in Switzerland and the Final Terms for the Securities is filed and deposited with a review body in Switzerland for entry on the list according to Article 64(5) FinSA but is not deposited with the Central Bank.

²³ Delete where the Issuer is Citigroup Inc. or CGMFL.

²⁴ Delete where the Issuer is Citigroup Inc. or CGMHI.";

- (e) the eighth paragraph and corresponding footnotes 26 and 27 on page 762 shall be deleted in their entirety and replaced with the following new paragraph and corresponding footnotes 26, 27 and 28 (and all footnotes in Section G.3 of the Base Prospectus following after the said corresponding footnotes shall be deemed to be renumbered in ascending sequential order accordingly):

"[This Final Terms does not constitute final terms of the offer within the meaning of Article 8(4) of the Prospectus Regulation and has not been deposited with the Central Bank. This Final Terms and [the Base Prospectus [as so supplemented] and] the Current Base Prospectus [as so supplemented] have been filed and deposited with a review body in Switzerland for entry on the list according to Article 64(5) of FinSA for the purposes of an offer of the Securities to the public in Switzerland on the basis of the combination of this Final Terms and [the Base Prospectus [as so supplemented] and] the Current Base Prospectus [as so supplemented]. For this purpose references in this Final Terms to "Non-exempt Offer" are to "non-exempt public offer in Switzerland" and to "Public Offer Jurisdictions" mentioned in item [10] of Part B below are to include Switzerland, regardless of Switzerland not being a Member State of the EEA.]²⁶ / [This document constitutes the Final Terms of the Securities described herein for the purposes of Article 8(4) of the Prospectus Regulation.] This Final Terms must be read in conjunction with the Current Base Prospectus [and the Supplement[s] to the Current Base Prospectus[, which [together] constitute[s] a base prospectus for the purposes of the Prospectus Regulation,] save in respect of the Conditions which are extracted from the Base Prospectus [as supplemented by the Supplement[s] to the Base Prospectus] and are incorporated by reference into the Current Base Prospectus. Full information on the Issuer[, the CGMHI Guarantor]²⁷ [, the CGMFL Guarantor]²⁸ and the offer of the Securities is only available on the basis of the combination of this Final Terms and the Base Prospectus [and the Supplement[s] to the Base Prospectus] and the Current Base Prospectus [and the Supplement[s] to the Current Base Prospectus].

²⁶ Include if Securities are offered in Switzerland and the Final Terms for the Securities is filed and deposited with a review body in Switzerland for entry on the list according to Article 64(5) FinSA but is not deposited with the Central Bank.

²⁷ Delete where the Issuer is Citigroup Inc. or CGMFL.

²⁸ Delete where the Issuer is Citigroup Inc. or CGMHI.";

(f) item 10(vii) entitled "*Swiss selling restrictions*" on page 934 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"(vii) Prohibition of Offer to Private Clients in Switzerland: Applicable[, other than with respect to offers of the Securities during [the period[s] [●]-[●] (*repeat as necessary*))] [or] [the duration of the applicable transition period under FinSA and its implementing ordinance]]"; and

(g) Item 10(viii) entitled "*Non-exempt Offer*" on pages 934 to 935 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"(vii) Non-exempt Offer: [Not Applicable] [An offer [(The [●] **Offer**)] of the Securities may be made by [the Dealer(s)] [and] [●]] (the [●] **Initial Authorised Offeror(s)**) other than pursuant to Article 1(4) and/or 3(2) of the Prospectus Regulation [and/or other than pursuant to Article 36(1) FinSA] [and [●]] during the period from (and including) [●] to (and including) [●] (the [●] **Offer Period**) in [●] ([●])] [[and] any additional financial intermediaries who have or obtain the Issuer's consent to use the Base Prospectus and this Final Terms in connection with the Non-exempt Offer and who are identified on the Issuer's website at [www.[●]] as an Authorised Offeror] (together, being persons to whom the issuer has given consent, the [●] **Authorised Offeror(s)**) other than pursuant to Article 1(4) and/or 3(2) of the Prospectus Regulation [and/or other than pursuant to Article 36(1) FinSA] [and [●]] in [●] during the period from [●] until [●] (the [●] **Offer Period**) [during [●] (*specify any particular times on those days*)].

[Securities placed through door-to-door selling pursuant to Article 30 of the Financial Services Act will be offered during the Offer Period. Pursuant to article 30, paragraph 6, of the Legislative Decree 24 February 1998, no. 58, as subsequently amended (the **Financial Services Act**), the validity and enforceability of the contracts entered into through door-to-door selling is suspended for a period of seven days after the investors' signature of the same. Within such period investors may communicate their withdrawal to the relevant [●] Authorised Offeror without any charge or commission] (*insert where the Securities are offered in Italy and*

relevant)

(specify for each jurisdiction in which a Non-exempt Offer is being undertaken and include details of terms relating to lengthening and/or shortening of offer period)

Offers (if any) in any Member State (including the UK) other than the Public Offer Jurisdiction(s) will only be made pursuant to an exemption from the obligation under the Prospectus Regulation to publish a prospectus

[Authorised Offeror(s) means [●] [and [●]].]

[Initial Authorised Offeror(s) means [●] [and [●]].]

Public Offer Jurisdiction(s) means [●] [and [●]]

See further Paragraph 11 below."

SCHEDULE 7

AMENDMENTS TO THE PRO FORMA PRICING SUPPLEMENT

The Pro Forma Pricing Supplement set out in Section G.4 on pages 943 to 1117 of the Base Prospectus shall be amended as follows:

- (a) the following new paragraphs and corresponding footnotes 3 and 4 shall be inserted immediately after the second paragraph on page 943 of the Base Prospectus (and all footnotes in Section G.4 of the Base Prospectus following after the said corresponding footnotes shall be deemed to be renumbered in ascending sequential order accordingly):

"**[PROHIBITION OF OFFER TO PRIVATE CLIENTS IN SWITZERLAND** - [[Other than with respect to offers of the Securities [during the period[s] [●]-[●] (*repeat periods as necessary*),] for which a key information document according to the Swiss Federal Financial Services Act (**FinSA**) or an equivalent document under FinSA has been prepared] [or] [for the duration of the applicable transition period under FinSA and its implementing ordinance, for which a simplified prospectus pursuant to Article 5(2) of the Swiss Federal Act on Collective Investment Schemes, as such article was in effect immediately prior to the entry into effect of FinSA, has been prepared],] [t][T]he Securities are not intended to be offered or recommended to private clients within the meaning of [the Swiss Federal Financial Services Act (**FinSA**)/FinSA] in Switzerland. For these purposes, a private client means a person who is *not* one (or more) of the following: (i) a professional client as defined in Article 4(3) FinSA (not having opted-in on the basis of Article 5(5) FinSA) or Article 5(1) FinSA; or (ii) an institutional client as defined in Article 4(4) FinSA; or (iii) a private client with an asset management agreement according to Article 58(2) FinSA.]³

[This Pricing Supplement has not been and will not be filed and deposited with a review body in Switzerland for entry on the list according to Article 64(5) of FinSA. Accordingly, the Securities may not be publicly offered, directly or indirectly, in Switzerland within the meaning of FinSA, other than pursuant to an exemption under Article 36(1) FinSA, subject to the applicable transitional provisions under FinSA and its implementing ordinance. Neither this Pricing Supplement nor any other offering or marketing material relating to the Securities constitutes a prospectus pursuant to FinSA, and neither this Pricing Supplement nor any other offering or marketing material relating to the Securities may be publicly distributed or otherwise made publicly available in Switzerland.]⁴

³ Include if Securities are debt instruments with a "derivative character" for the purpose of FinSA and are offered in Switzerland.

⁴ Include if Securities are offered in Switzerland and the Pricing Supplement for the Securities is not deemed to be approved in Switzerland according to Article 54(2) FinSA and/or is not filed and deposited with a review body in Switzerland for entry on the list according to Article 64(5) FinSA. ";

- (b) the last paragraph on page 943 and corresponding footnotes 6, 7 and 8 on page 944 of the Base Prospectus shall be deleted in their entirety (and all footnotes in Section G.4 of the Base Prospectus following after the said corresponding footnotes shall be deemed to be renumbered in ascending sequential order accordingly); and
- (c) item 7(VII) entitled "*Swiss selling restrictions*" on page 1112 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"(vii) Prohibition of Offer to Private Clients in Switzerland: Applicable[, other than with respect to offers of the Securities during [the period[s] [●]-[●] (*repeat as necessary*)] [or] [the duration of the applicable transition period under FinSA and its implementing ordinance]]".