

**CITIGROUP INC. RATES BASE PROSPECTUS SUPPLEMENT (No.1) dated 30 July 2024;**  
**CGMHI RATES BASE PROSPECTUS SUPPLEMENT (No.1) dated 30 July 2024;**  
**CGMFL RATES BASE PROSPECTUS SUPPLEMENT (No.1) dated 30 July 2024**



**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**  
**(*Registre de commerce et des sociétés*, Luxembourg) under number B 169.199)**

each an issuer under the  
**Citi 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)**

#### **Citigroup Inc. Rates Base Prospectus Supplement (No.1)**

This base prospectus supplement ("**Citigroup Inc. Rates Base Prospectus Supplement (No.1)**") constitutes a supplement for the purposes of Article 23 of Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**") and is supplemental to, and must be read in conjunction with, the Rates Base Prospectus dated 5 July 2024 ("**Citigroup Inc. Rates Base Prospectus**"), prepared by Citigroup Inc. with respect to the Citi Global Medium Term Note Programme (the "**Programme**").

#### **CGMHI Rates Base Prospectus Supplement (No.1)**

This base prospectus supplement ("**CGMHI Rates Base Prospectus Supplement (No.1)**") also constitutes a supplement for the purposes of Article 23 of the EU Prospectus Regulation and is supplemental to, and must be read in conjunction with, the Rates Base Prospectus dated 5 July 2024 (the "**CGMHI Rates Base Prospectus**"), prepared by Citigroup Global Markets Holdings Inc. ("**CGMHI**") and Citigroup Inc. in its capacity as the CGMHI Guarantor with respect to the Programme.

#### **CGMFL Rates Base Prospectus Supplement (No.1)**

This base prospectus supplement ("**CGMFL Rates Base Prospectus Supplement (No.1)**") and, together with the Citigroup Inc. Rates Base Prospectus Supplement (No.1) and the CGMHI Rates Base Prospectus

Supplement (No.1), the "**Supplement**") also constitutes a supplement for the purposes of Article 23 of the EU Prospectus Regulation and is supplemental to, and must be read in conjunction with, the Rates Base Prospectus dated 5 July 2024 (the "**CGMFL Rates Base Prospectus**"), prepared by Citigroup Global Markets Funding Luxembourg S.C.A. ("**CGMFL**") and Citigroup Global Markets Limited in its capacity as the CGMFL Guarantor with respect to the Programme.

## **Approvals**

This Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**"), as competent authority under the EU Prospectus Regulation. The Central Bank only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the EU Prospectus Regulation. Such approval should not be considered an endorsement of the Issuer or the Guarantor, or of the quality of the Notes that are the subject of the Base Prospectus. Investors should make their own assessment as to the suitability of investing in the Notes.

Application has been made to the Irish Stock Exchange plc, trading as Euronext Dublin ("**Euronext Dublin**") for the approval of the Citigroup Inc. Rates Base Prospectus Supplement (No.1), the CGMHI Rates Base Prospectus Supplement (No.1) and the CGMFL Rates Base Prospectus Supplement (No.1) as Base Listing Particulars Supplements (the "**Citigroup Inc. Rates Base Listing Particulars Supplement (No.1)**", the "**CGMHI Rates Base Listing Particulars Supplement (No.1)**" and the "**CGMFL Rates Base Listing Particulars Supplement (No.1)**", respectively, and together, the "**Base Listing Particulars 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 Base Prospectus Supplement (No.1)", "CGMHI Rates Base Prospectus Supplement (No.1)" and "CGMFL Rates Base Prospectus Supplement (No.1)" shall be construed to be to, respectively, "Base Listing Particulars Supplement", "Citigroup Inc. Rates Base Listing Particulars Supplement (No.1)", "CGMHI Rates Base Listing Particulars Supplement (No.1)" and "CGMFL Rates Base Listing Particulars Supplement (No.1)".

## **Responsibility Statements**

**Citigroup Inc.:** Citigroup Inc. accepts responsibility for the information contained in this Supplement (excluding 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 (together, "**Citigroup Inc. Excluded Information**"). To the best of the knowledge of Citigroup Inc., the information contained in this Supplement (excluding the Citigroup Inc. Excluded Information) is in accordance with the facts and does not omit anything likely to affect the import of such information.

**CGMHI:** CGMHI accepts responsibility for the information contained in this Supplement (excluding 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 (together, "**CGMHI Excluded Information**"). To the best of the knowledge of CGMHI, the information contained in this Supplement (excluding the CGMHI Excluded Information) is in accordance with the facts and does not omit anything likely to affect the import of such information.

**CGMHI Guarantor:** The CGMHI Guarantor accepts responsibility for the information contained in this Supplement (excluding 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 (together, "**CGMHI Guarantor Excluded Information**"). To the best of the knowledge of the CGMHI Guarantor, the information contained in this Supplement (excluding the CGMHI Guarantor Excluded Information) is in accordance with the facts and does not omit anything likely to affect the import of such information.

**CGMFL:** CGMFL accepts responsibility for the information contained in this Supplement (excluding 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 (together, "**CGMFL Excluded Information**"). To the best of the knowledge of CGMFL, the information contained in this Supplement (excluding the CGMFL Excluded Information) is in accordance with the facts and does not omit anything likely to affect the import of such information.

**CGMFL Guarantor:** 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. Rates Base Prospectus*" and "*Information relating to the CGMHI Rates Base Prospectus*" below (together, "**CGMFL Guarantor Excluded Information**"). To the best of the knowledge of the CGMFL Guarantor, the information contained in this Supplement (excluding the CGMFL Guarantor Excluded Information) is in accordance with the facts and does not omit anything likely to affect the import of such information.

### **Defined Terms**

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

## INFORMATION RELATING TO THE CITIGROUP INC. RATES BASE PROSPECTUS

*Publication of the 2024 Q2 Form 8-K of Citigroup Inc. on 12 July 2024*

On 12 July 2024, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 2024 Q2 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 30 June 2024. A copy of the Citigroup Inc. 2024 Q2 Form 8-K has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202407/6442c185-e1a4-4b85-9099-f7cc476d9025.pdf>). Citigroup Inc. is an Issuer under the Programme. By virtue of this Supplement, the Citigroup Inc. 2024 Q2 Form 8-K is incorporated by reference in, and forms part of, the Citigroup Inc. Rates Base Prospectus.

The following information appears on the page(s) (page number references are to the PDF document) of the Citigroup Inc. 2024 Q2 Form 8-K as set out below:

|  | <b>Page(s)</b>                     |
|--|------------------------------------|
| (a) Press Release, dated 12 July 2024, issued by Citigroup Inc.                            | Exhibit Number 99.1 on pages 4-17  |
| (b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 30 June 2024. | Exhibit Number 99.2 on pages 18-40 |

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2024 Q2 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

*Publication of the Form 8-K of Citigroup Inc. on 10 July 2024*

On 10 July 2024, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 10 July 2024 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 10 July 2024 Form 8-K has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202407/be6871a5-9a42-4b9f-8258-92232b79e23c.pdf>). By virtue of this Supplement, the Citigroup Inc. 10 July 2024 Form 8-K is incorporated by reference in, and forms part of, the Citigroup Inc. Rates Base Prospectus.

### *Amendments to Risk Factors*

The section of the Citigroup Inc. Rates Base Prospectus entitled "*Risk Factors*" shall be amended as set out in Schedule 1 to this Supplement.

### *Amendments to Investment Considerations*

The section of the Citigroup Inc. Rates Base Prospectus entitled "*Investment Considerations*" shall be amended as set out in Schedule 2 to this Supplement.

### *Amendments to Information Relating to the Issuers and the Guarantors*

The section of the Citigroup Inc. Rates Base Prospectus entitled "*Information Relating to the Issuers and the Guarantors*" shall be amended as set out in Schedule 3 to this Supplement.

### *Amendments to Underlying Schedule 3 (Credit Linked Conditions)*

The section of the Citigroup Inc. Rates Base Prospectus entitled "*Underlying Schedule 3 (Credit Linked Conditions)*" shall be amended as set out in Schedule 4 to this Supplement.

*Amendments to Underlying Schedule 4 (Index Skew Conditions)*

The section of the Citigroup Inc. Rates Base Prospectus entitled "*Underlying Schedule 4 (Index Skew Conditions)*" shall be amended as set out in Schedule 5 to this Supplement.

*Amendments to Pro Forma Final Terms*

The section of the Citigroup Inc. Rates Base Prospectus entitled "*Pro Forma Final Terms*" shall be amended as set out in Schedule 6 to this Supplement.

*Amendments to Pro Forma Pricing Supplement*

The section of the Citigroup Inc. Rates Base Prospectus entitled "*Pro Forma Pricing Supplement*" 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. Rates Base Prospectus since the publication of the Citigroup Inc. Rates Base Prospectus.

Copies of the Citigroup Inc. Rates Base Prospectus and this Supplement will be obtainable free of charge 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 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 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, the statements in (a) above will prevail.

*Withdrawal rights*

In accordance with Article 23 of the EU Prospectus Regulation, investors who have already agreed to purchase or subscribe for securities pursuant to the Citigroup Inc. Rates Base Prospectus before this Supplement is published, and for whom any of the information in this Supplement relates to the issue of the relevant securities (within the meaning of Article 23(4) of the EU Prospectus Regulation), have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. Investors may contact the relevant distributor of such securities in connection therewith should they wish to exercise such right of withdrawal. The final date of such right of withdrawal is 1 August 2024.

## INFORMATION RELATING TO THE CGMHI RATES BASE PROSPECTUS

*Publication of the 2024 Q2 Form 8-K of Citigroup Inc. on 12 July 2024*

On 12 July 2024, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 2024 Q2 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 30 June 2024. A copy of the Citigroup Inc. 2024 Q2 Form 8-K has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202407/6442c185-e1a4-4b85-9099-f7cc476d9025.pdf>). Citigroup Inc. is CGMHI Guarantor under the Programme. By virtue of this Supplement, the Citigroup Inc. 2024 Q2 Form 8-K is incorporated by reference in, and forms part of, the CGMHI Rates Base Prospectus.

The following information appears on the page(s) (page number references are to the PDF document) of the Citigroup Inc. 2024 Q2 Form 8-K as set out below:

|  | <b>Page(s)</b>                     |
|--|------------------------------------|
| (a) Press Release, dated 12 July 2024, issued by Citigroup Inc.                            | Exhibit Number 99.1 on pages 4-17  |
| (b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 30 June 2024. | Exhibit Number 99.2 on pages 18-40 |

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2024 Q2 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

*Publication of the Form 8-K of Citigroup Inc. on 10 July 2024*

On 10 July 2024, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 10 July 2024 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 10 July 2024 Form 8-K has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202407/be6871a5-9a42-4b9f-8258-92232b79e23c.pdf>). By virtue of this Supplement, the Citigroup Inc. 10 July 2024 Form 8-K is incorporated by reference in, and forms part of, the CGMHI Rates Base Prospectus.

### *Amendments to Risk Factors*

The section of the CGMHI Rates Base Prospectus entitled "*Risk Factors*" shall be amended as set out in Schedule 1 to this Supplement.

### *Amendments to Investment Considerations*

The section of the CGMHI Rates Base Prospectus entitled "*Investment Considerations*" shall be amended as set out in Schedule 2 to this Supplement.

### *Amendments to Information Relating to the Issuers and the Guarantors*

The section of the CGMHI Rates Base Prospectus entitled "*Information Relating to the Issuers and the Guarantors*" shall be amended as set out in Schedule 3 to this Supplement.

### *Amendments to Underlying Schedule 3 (Credit Linked Conditions)*

The section of the CGMHI Rates Base Prospectus entitled "*Underlying Schedule 3 (Credit Linked Conditions)*" shall be amended as set out in Schedule 4 to this Supplement.

*Amendments to Underlying Schedule 4 (Index Skew Conditions)*

The section of the CGMHI Rates Base Prospectus entitled "*Underlying Schedule 4 (Index Skew Conditions)*" shall be amended as set out in Schedule 5 to this Supplement.

*Amendments to Pro Forma Final Terms*

The section of the CGMHI Rates Base Prospectus entitled "*Pro Forma Final Terms*" shall be amended as set out in Schedule 6 to this Supplement.

*Amendments to Pro Forma Pricing Supplement*

The section of the CGMHI Rates Base Prospectus entitled "*Pro Forma Pricing Supplement*" 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 Rates Base Prospectus since the publication of the CGMHI Rates Base Prospectus.

Copies of the CGMHI Rates Base Prospectus and this Supplement will be obtainable free of charge 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 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 by this Supplement and (b) any statement in the CGMHI Rates Base Prospectus or otherwise incorporated by reference into the CGMHI Rates Base Prospectus, the statements in (a) above will prevail.

*Withdrawal rights*

In accordance with Article 23 of the EU Prospectus Regulation, investors who have already agreed to purchase or subscribe for securities pursuant to the CGMHI Rates Base Prospectus before this Supplement is published, and for whom any of the information in this Supplement relates to the issue of the relevant securities (within the meaning of Article 23(4) of the EU Prospectus Regulation), have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. Investors may contact the relevant distributor of such securities in connection therewith should they wish to exercise such right of withdrawal. The final date of such right of withdrawal is 1 August 2024.

## INFORMATION RELATING TO THE CGMFL RATES BASE PROSPECTUS

*Publication of the 2024 Q2 Form 8-K of Citigroup Inc. on 12 July 2024*

On 12 July 2024, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 2024 Q2 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 30 June 2024. A copy of the Citigroup Inc. 2024 Q2 Form 8-K has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202407/6442c185-e1a4-4b85-9099-f7cc476d9025.pdf>). Citigroup Inc. is the indirect parent company of CGMFL. By virtue of this Supplement, the Citigroup Inc. 2024 Q2 Form 8-K is incorporated by reference in, and forms part of, the CGMFL Rates Base Prospectus.

The following information appears on the page(s) (page number references are to the PDF document) of the Citigroup Inc. 2024 Q2 Form 8-K as set out below:

|  | <b>Page(s)</b>                     |
|--|------------------------------------|
| (a) Press Release, dated 12 July 2024, issued by Citigroup Inc.                            | Exhibit Number 99.1 on pages 4-17  |
| (b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 30 June 2024. | Exhibit Number 99.2 on pages 18-40 |

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2024 Q2 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

*Publication of the Form 8-K of Citigroup Inc. on 10 July 2024*

On 10 July 2024, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 10 July 2024 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 10 July 2024 Form 8-K has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202407/be6871a5-9a42-4b9f-8258-92232b79e23c.pdf>). By virtue of this Supplement, the Citigroup Inc. 10 July 2024 Form 8-K is incorporated by reference in, and forms part of, the CGMFL Rates Base Prospectus.

### *Amendments to Risk Factors*

The section of the CGMFL Rates Base Prospectus entitled "*Risk Factors*" shall be amended as set out in Schedule 1 to this Supplement.

### *Amendments to Investment Considerations*

The section of the CGMFL Rates Base Prospectus entitled "*Investment Considerations*" shall be amended as set out in Schedule 2 to this Supplement.

### *Amendments to Information Relating to the Issuers and the Guarantors*

The section of the CGMFL Rates Base Prospectus entitled "*Information Relating to the Issuers and the Guarantors*" shall be amended as set out in Schedule 3 to this Supplement.

### *Amendments to Underlying Schedule 3 (Credit Linked Conditions)*



The section of the CGMFL Rates Base Prospectus entitled "*Underlying Schedule 3 (Credit Linked Conditions)*" shall be amended as set out in Schedule 4 to this Supplement.

*Amendments to Underlying Schedule 4 (Index Skew Conditions)*

The section of the CGMFL Rates Base Prospectus entitled "*Underlying Schedule 4 (Index Skew Conditions)*" shall be amended as set out in Schedule 5 to this Supplement.

*Amendments to Pro Forma Final Terms*

The section of the CGMFL Rates Base Prospectus entitled "*Pro Forma Final Terms*" shall be amended as set out in Schedule 6 to this Supplement.

*Amendments to Pro Forma Pricing Supplement*

The section of the CGMFL Rates Base Prospectus entitled "*Pro Forma Pricing Supplement*" 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 CGMFL Rates Base Prospectus since the publication of the CGMFL Rates Base Prospectus.

Copies of the CGMFL Rates Base Prospectus and this Supplement will be obtainable free of charge 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 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 by this Supplement and (b) any statement in the CGMFL Rates Base Prospectus or otherwise incorporated by reference into the CGMFL Rates Base Prospectus, the statements in (a) above will prevail.

*Withdrawal rights*

In accordance with Article 23 of the EU Prospectus Regulation, investors who have already agreed to purchase or subscribe for securities pursuant to the CGMFL Rates Base Prospectus before this Supplement is published, and for whom any of the information in this Supplement relates to the issue of the relevant securities (within the meaning of Article 23(4) of the EU Prospectus Regulation), have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. Investors may contact the relevant distributor of such securities in connection therewith should they wish to exercise such right of withdrawal. The final date of such right of withdrawal is 1 August 2024.

## SCHEDULE 1

### AMENDMENTS TO RISK FACTORS

The following amendments are made to the Risk Factors set out on pages 36 to 110 of the Base Prospectus:

Risk Factor entitled "*Green Bonds, Social Bonds and Social Finance Bonds*" on pages 58 to 59 shall be amended as follows:

#### ***"Green Bonds, Social Bonds and Social Finance Bonds***

You should refer to the "*Investment Considerations*" section of this Base Prospectus for information relating to Green Bonds, Social Bonds and Social Finance Bonds and any relevant frameworks.

Whilst it is the intention of the Group to apply an amount equivalent to the net proceeds of any Green Bonds, Social Bonds or Social Finance Bonds in, or substantially in, the manner described in this Base Prospectus and/or the applicable Issue Terms, any relevant investment may not provide the results or outcome originally expected or anticipated by the Issuer or meet the goals of the relevant frameworks and/or it may not be possible for the Issuer or any of its affiliates to invest an amount equal to such net proceeds in accordance with any particular timing schedule relevant to you or the Notes. In addition, a relevant framework may be amended or consolidated by the Group from time to time in a manner which may affect the value of relevant Green Bonds, Social Bonds or Social Finance Bonds, as applicable.

There is currently no clear definition (legal, regulatory or otherwise) of, or market consensus as to what constitutes, a "green", "social", "inclusive", "sustainable", "affordable housing" or any equivalently-labelled project or asset or as to what precise attributes are required for a particular project or asset to be defined as "green", "social", "inclusive", "sustainable", "affordable housing" or any such other equivalent label. A clear definition or consensus may not develop or if market consensus is developed, such consensus may be different from the relevant framework or may significantly change over time which may affect the value of any Green Bonds, Social Bonds or Social Finance Bonds. Consequently, investments in businesses or projects described in the relevant framework and any related opinions and/or reports may not meet your expectations, taxonomies or standards or other investment criteria or guidelines regarding such "green", "social", "inclusive", "sustainable", "affordable housing" or other equivalently-labelled performance objectives or any binding or non-binding legal, regulatory or other standards regarding any direct or indirect environmental or social impact (including any present or future applicable law or regulations or by-laws or other governing rules, policies or investment mandates applicable to you) and there can be no assurance that adverse social, environmental and/or other impacts will not occur from such businesses or projects.

Further, any Green Bonds, Social Bonds and Social Finance Bonds issued under the Green Bond Framework, the Social Finance Framework or the Social Bond Framework (each as defined below) are not intended to be compliant with Regulation (EU) 2023/2631 on European Green Bonds and optional disclosures for bonds marketed as environmentally sustainable and for sustainability-linked bonds (the "**EU Green Bond Regulation**") which entered into force on 20 December 2023 and the provisions of which will be fully applicable from 21 December 2024. It is not clear if the establishment under the EU Green Bond Regulation of the EuGB label and the optional disclosures regime for bonds issued as "environmentally sustainable" could have an impact on investor demand for, and pricing of, green use of proceeds bonds that do not comply with the requirements of the EuGB label or the optional disclosures regime, such as the Green Bonds issued under this Base Prospectus. It could result in reduced liquidity or lower demand or could otherwise affect the market price of any Green Bonds issued under this Base Prospectus

that do not comply with those standards proposed under the EU Green Bond Regulation. You should have regard to any descriptions of the relevant projects and eligibility criteria in any applicable framework and the applicable Issue Terms and determine for yourself the relevance of such information and such opinions and/or reports and whether all your applicable standards will be met.

Any opinion, certification or report of any third party (whether or not solicited by the Group) that may be made available in connection with Green Bonds, Social Bonds or Social Finance Bonds (including with respect to whether any businesses or projects fulfil any green, social, inclusive, sustainability and/or other criteria) may be withdrawn, subject to amendment or may not be maintained. In addition, the provider of any such opinion, certification or report may not be subject to any specific oversight or regulatory regime. Green Bonds, Social Bonds or Social Finance Bonds may also be listed or admitted to trading on a dedicated "green", "environmental", "social", "inclusive", "sustainable", "affordable housing" or other equivalently-labelled segment of any stock exchange or securities market (whether or not regulated), but you should be aware that the criteria for such listings or admission to trading may vary and may not meet your expectations and there is a risk that any such listing or admission to trading may not be maintained by the relevant Issuer or may be withdrawn. This may adversely affect the market value of any Green Bonds, Social Bonds or Social Finance Bonds with the effect that you may be unable to realise all or part of your investment.

Failure by the relevant Issuer or any other relevant entity to allocate (or cause allocation of) an amount equal to the net proceeds as described in the relevant framework or provide reports, or the failure of any external assurance provider to opine on any relevant framework or on any report's conformity with the Group's sustainability strategy or the relevant framework or the withdrawal of any report or any certification that the Group is not complying in whole or in part with any matters for which such opinion or certification is opining or certifying, as the case may be, will not constitute an event of default under or trigger any early redemption rights (whether by the relevant Issuer or any Noteholder). In addition and for the avoidance of doubt, the proceeds of any Green Bonds, Social Bonds or Social Finance Bonds will not be segregated by the relevant Issuer or any other entity in the Group from its capital and other assets and there will be no direct or contractual link between any Green Bonds, Social Bonds or Social Finance Bonds and any Eligible Green Assets, the Affordable Housing Bond Asset Portfolio, or Social Finance Assets, respectively.

Any of the above factors (and any events that negatively affect the value of any other Notes of the Issuer that are intended to finance "green", "social", "inclusive", "sustainable", "affordable housing" or equivalently-labelled projects or assets) could have a material adverse effect on the value of such Notes and investors may be unable to realise all or part of their investment."

## SCHEDULE 2

### AMENDMENTS TO INVESTMENT CONSIDERATIONS

The following amendments are made to the Investment Considerations set out on pages 111 to 133 of the Base Prospectus:

1. The section entitled "Green Bonds" on pages 126 to 128 shall be amended as follows:

#### **"Green Bonds"**

The Issue Terms relating to any issuance of specific Notes may provide that it will be the relevant Issuer's intention to apply an amount equal to the net proceeds of such Notes to fund, in whole or in part, the financing or refinancing of "Eligible Green Assets", which refers to loans and/or investments made by entities within the Group for assets or projects that meet the Green Bond Eligibility Criteria (as specified in the Green Bond Framework) and do not meet any of the Green Bond Exclusionary Criteria (as specified in the Green Bond Framework) ("**Green Bonds**"). You should make your own independent decision to invest in Green Bonds and as to whether an investment in such Notes is appropriate or proper for you based upon your own judgement, circumstances and investment criteria or guidelines and upon advice from such advisers as you may deem necessary.

#### *Green Bond Framework*

The Group has developed a Green Bond Framework (the "**Green Bond Framework**") for securities issuances in order to finance or refinance projects related to climate change mitigation as well as projects that promote sustainable infrastructure. The below summary is based on the Green Bond Framework as at the date of this Base Prospectus. However, the Green Bond Framework may be amended, updated or consolidated from time to time and you should therefore refer to the most recent version of the Green Bond Framework (or any successor framework) which will be available on the Group's website ([https://www.citigroup.com/citi/fixedincome/green\\_bonds.htm](https://www.citigroup.com/citi/fixedincome/green_bonds.htm)) and the applicable Issue Terms for information on the use of proceeds of the relevant Notes.

The Green Bond Framework has been developed in line with the Green Bond Principles 2018 as administered by the International Capital Market Association ("**ICMA**") and received a "second party opinion" provided by an independent consultant. Any such opinion is only current as of the date that opinion was issued and is not, nor should be deemed to be, a recommendation by the relevant Issuer, the Dealers or any other person to buy, sell or hold Green Bonds. You must determine for yourself the relevance of any such opinion and/or the information contained therein for the purpose of any investment in Green Bonds. As at the date of this Base Prospectus, the providers of such opinions are not subject to any specific oversight or regulatory or other regime. For the avoidance of doubt, the Green Bond Framework and any such opinion are not, nor shall be deemed to be, incorporated in and/or form part of this Base Prospectus.

#### *Eligible Green Assets*

The Green Bond Eligibility Criteria specified in the Green Bond Framework seek to support projects in one or more of the following areas (or any other eligible area described in the applicable Issue Terms):

- *Renewable energy*: proceeds may be allocated towards the acquisition, development, operation and maintenance of new and ongoing renewable energy activities, including certain related costs.
- *Energy efficiency*: proceeds may be allocated towards the financing or refinancing of warehouse facilities for residential energy efficiency loans or consumer finance companies that provide residential energy efficiency loans for projects or assets that reduce energy consumption or mitigate greenhouse gas (GHG) emissions.

- *Sustainable transportation*: proceeds may be allocated towards building or operating mass transit and creating or constructing infrastructure to support mass transit.
- *Water quality and conservation*: proceeds may be allocated towards projects that improve water quality, efficiency and conservation.
- *Green building*: proceeds may be allocated towards financing of existing or new construction / renovation of residential and commercial buildings that earn certain efficiency and environmental certifications.

The Group has developed a list of exclusionary criteria ("**Green Bond Exclusionary Criteria**") for the use of proceeds from the sale of Green Bonds (for example, certain large-scale hydropower plants, nuclear power plants and fossil fuel projects) and commits itself to not knowingly being involved in financing any such projects or activities through the proceeds of any such sale.

#### *Project Evaluation and Selection Process*

The Group's specialist teams, including the Sustainability & ESG team, formerly known as the Corporate Sustainability team, and the Environmental and Social Risk Management ("**ESRM**") teams, are responsible for screening potential eligible assets against the Green Bond Eligibility Criteria. Once screened, Eligible Green Assets will be added to a single pool that the Group maintains (the "**Green Bond Asset Portfolio**").

The Group's selection process for the Eligible Green Assets takes into account whether the potential eligible asset meets the Green Bond Eligibility Criteria for inclusion in the Green Bond Asset Portfolio. Additionally, each Eligible Green Asset is reviewed to ensure compliance with the Group's ESRM policies.

If the investment by any entity within the Group in any asset in the Green Bond Asset Portfolio is terminated or if an asset no longer meets the Green Bond Eligibility Criteria, the asset will be removed from the Green Bond Asset Portfolio.

#### *Management of Proceeds*

The Group's Sustainable Issuance Council is responsible for supervising the Green Bond Asset Portfolio and the aggregate amount of Green Bonds issued by entities within the Group with the aim of ensuring that the aggregate amount in the Green Bond Asset Portfolio is equal to or greater than the aggregate amount raised by such Green Bonds. For this purpose, the aggregate size and maturity of the Green Bond Asset Portfolio is monitored quarterly. If for any reason the aggregate amount in the Green Bond Asset Portfolio is less than the aggregate amount of Green Bonds issued, the unallocated amount will be held in cash, cash equivalents and/or other liquid marketable instruments (including U.S. Treasury securities) in the liquidity portfolio of the Group until the amount can be allocated towards the Green Bond Asset Portfolio.

#### *Reporting*

The Group publishes a report (the "**Green and Social Bond Report**") on its website ([https://www.citigroup.com/citi/fixedincome/green\\_bonds.htm](https://www.citigroup.com/citi/fixedincome/green_bonds.htm)) annually. The Green and Social Bond Report will cover all Green Bonds issued during the reporting period specified therein and any material changes to the Green Bond Asset Portfolio. You should note that no other or separate notification will be provided to investors in particular Green Bonds as to the Green Bond Asset Portfolio.

The Green and Social Bond Report will give details of (i) the total amount of assets in the Green Bond Asset Portfolio and the total outstanding amount raised by Green Bond issuances; (ii) the eligible assets within the Green Bond Asset Portfolio along with the Group's financial commitments to the assets; (iii) the total amount of unallocated proceeds, if any; and (iv) environmental impacts of the Green Bond Asset Portfolio to

the extent data is available and relevant for reporting and sound methodologies exist. Any such report is only current as of the date that report was issued and is not, nor should be deemed to be, a recommendation by the Issuer, the Dealers or any other person to buy, sell or hold Green Bonds.

Under the Green Bond Framework, the Group has also engaged external independent accountants to review management's assertion that the assets included in the Green Bond Asset Portfolio meet the Green Bond Eligibility Criteria and are not invested in assets as defined by the Green Bond Exclusionary Criteria and that the aggregate amount in the Green Bond Asset Portfolio is equal to or greater than the aggregate amount raised by Green Bonds (or, to the extent the total amount of the outstanding bonds is less than the aggregate amount in Green Bond Asset Portfolio, that the difference is held in the manner described in the Green Bond Framework). Any review report is only current as of the date that report was issued and you must determine for yourself the relevance of any such report and/or the information contained therein for the purposes of your own investment considerations or expectations.

For the avoidance of doubt, neither the Green and Social Bond Report nor the report of any third party is, or shall be deemed to be, incorporated in and/or form part of this Base Prospectus."

2. The section entitled "*Social Finance Bonds issued by Citigroup Inc. or CGMHI*" on pages 128 to 131 shall be amended as follows:

**"Social Finance Bonds issued by Citigroup Inc. or CGMHI**

The Issue Terms relating to any issuance of specific Notes may provide that it will be the relevant Issuer's intention to allocate an amount equal to the net proceeds of such Notes to finance or refinance a portion of certain of the Group's portfolio of assets (such assets, the "**Social Finance Assets**" and any such portfolio, the "**Social Finance Asset Portfolio**") that meet Citigroup's Social Finance Asset Portfolio Eligibility Criteria (as specified in the Social Finance Framework) and do not meet any of the Social Finance Exclusionary Criteria (as specified in the Social Finance Framework). You should make your own independent decision to invest in the Social Finance Bonds and as to whether an investment in such Notes is appropriate or proper for you based upon your own judgement, circumstances and investment criteria or guidelines and upon advice from such advisers as you may deem necessary.

Social Finance Bonds shall not be issued by CGMFL.

*Social Finance Framework*

The Group has developed the Citigroup Social Finance Framework (the "**Social Finance Framework**") for securities issuances in order to support lending to social inclusive businesses across Citigroup's emerging market footprint. The below summary is based on the Social Finance Framework as at the date of this Base Prospectus. However, the Social Finance Framework may be amended, updated or consolidated from time to time and you should therefore refer to the most recent version of the Social Finance Framework (or any successor framework) which will be available on the Group's website ([https://www.citigroup.com/citi/fixedincome/social\\_finance\\_bonds.htm](https://www.citigroup.com/citi/fixedincome/social_finance_bonds.htm)) and the applicable Issue Terms for information on the use of proceeds of the relevant Notes.

The Social Finance Framework has been developed in line with the ICMA Social Bond Principles 2021 and has received a "second party opinion" provided by an independent consultant. Any such opinion is only current as of the date that opinion was issued and is not, nor should be deemed to be, a recommendation by the relevant Issuer, the Dealers or any other person to buy, sell or hold Social Finance Bonds. You must determine for yourself the relevance of any such opinion and/or the information contained therein for the purpose of any investment in Social Finance Bonds. As at the date of this Base Prospectus, the providers of such opinions are not subject to any

specific oversight or regulatory or other regime. For the avoidance of doubt, the Social Finance Framework and any such opinion are not, nor shall be deemed to be, incorporated in and/or form part of this Base Prospectus.

#### *Social Finance Assets*

The Social Finance Assets must meet the Social Finance Asset Portfolio Eligibility Criteria by falling into one of the categories outlined below:

- (1) *Access to essential services*: financing towards expanding access to financial services to unbanked and underserved individuals and small and medium-sized enterprises (SMEs) and related costs;
- (2) *Affordable housing*: financing for companies and financial service providers enabling access to housing for underserved purchasers;
- (3) *Affordable basic infrastructure*: financing for companies that expand availability of water, sanitation, or clean energy;
- (4) *Access to essential services (healthcare)*: financing for companies that expand access to inclusive healthcare, seek to ensure healthy lives and promote well-being;
- (5) *Access to essential services (education)*: financing for companies and organisations that deliver and promote inclusive *lifelong* learning opportunities for all; and
- (6) *Access to essential services (smallholder farmer finance)*: financing for social enterprises that deliver products and services to smallholder farmers.

The Group has developed a list of exclusionary criteria for the use of the proceeds from Social Finance Bonds (the "**Social Finance Exclusionary Criteria**") (for example, certain loans or investments (i) for projects in high income economies as designated by the World Bank, (ii) in institutions not meeting locally designated employment regulations, (iii) supporting fossil fuel energy generation for last mile clients, (iv) where the financial strength and potential for economic loss to the Group on the investment has been assessed and classified as "Substandard", "Doubtful", or "Loss"; (v) in activities which are incompatible with the Social Finance Framework or the Group's social finance criteria or which generate significant adverse social impacts, (vi) which have matured or (vii) in "prohibited activities" as defined in the Social Finance Framework). The Group commits itself to not intentionally including any of such projects or activities in the Social Finance Asset Portfolio.

#### *Eligible Social Finance Asset Selection and Evaluation Process*

The Group's specialist Social Finance team will review assets to check they meet the Social Finance Asset Portfolio Eligibility Criteria and will identify a unique Social Finance Asset Portfolio for the aggregate principal amount of securities issued during a given reporting period that are intended to be used for Social Finance Assets ("**Social Finance Bonds**"). Once screened, Social Finance Assets will be added to the relevant Social Finance Asset Portfolio. The selection process for the Social Finance Assets takes into account whether the potential eligible asset satisfies the criteria for inclusion in the Social Finance Assets Portfolio. Additionally, the selection of Social Finance Assets is also governed by risk approval guidelines and credit monitoring standards in each relevant jurisdiction. If the Group's investment in any asset in any Social Finance Asset Portfolio is terminated or if an asset no longer meets the Social Finance Asset Portfolio Eligibility Criteria or satisfies any of the Social Finance Exclusionary Criteria, the Social Finance team will remove such asset from the relevant Social Finance Asset Portfolio and may include additional eligible assets in a Social Finance Asset Portfolio.

### *Management of Proceeds*

The Group's Sustainable Issuance Council is responsible for oversight of the Social Finance Asset Portfolio, and its responsibilities include monitoring the total aggregate amount of Social Finance Bonds issued and tracking the Social Finance Asset Portfolio using an internal asset management system. The Group aims to ensure that the aggregate amount in each Social Finance Asset Portfolio is equal to or greater than the aggregate amount raised by Social Finance Bonds issued during the associated reporting period by reviewing the aggregate size and maturity of the Social Finance Asset Portfolio each quarter. If for any reason the aggregate amount in any Social Finance Asset Portfolio is less than the total outstanding amount of such Social Finance Bonds issued, the Group will assign the unallocated balance to cash, cash equivalents and/or other liquid marketable instruments (including U.S. Treasury securities) until the amount can be allocated towards the Social Finance Asset Portfolio.

### *Reporting*

The Group publishes a report (the "**Green and Social Bond Report**") on its website ([https://www.citigroup.com/citi/fixedincome/social\\_finance\\_bonds.htm](https://www.citigroup.com/citi/fixedincome/social_finance_bonds.htm)) annually. The Green and Social Bond Report will cover allocation and impact reporting, to the extent practical, for all Social Finance Bonds issued during the reporting period specified therein and any material changes in the Social Finance Asset Portfolio. You should note that no other or separate notification will be provided to investors in particular Social Finance Bonds as to the Social Finance Asset Portfolio.

### *External Review*

The Group will engage external independent accountants to review management's assertion that the assets included in the Social Finance Asset Portfolio meet the Social Finance Asset Portfolio Eligibility Criteria and are not invested in assets defined in the Social Finance Exclusionary Criteria and that the aggregate amount in the Social Finance Asset Portfolio is equal to or greater than the aggregate amount raised by the relevant Social Finance Bonds (or, to the extent the total amount of the relevant outstanding Social Finance Bonds is greater than the aggregate amount in the Social Finance Asset Portfolio, that the difference is held in the manner described in the Social Finance Framework). Any review report is only current as of the date that report was issued and you must determine for yourself the relevance of any such report and/or the information contained therein for the purposes of your own investment considerations or expectations.

For the avoidance of doubt, neither the Green and Social Bond Report nor the report of any third party is, or shall be deemed to be, incorporated in and/or form part of this Base Prospectus and is not, nor should be deemed to be a recommendation by the Issuer or any Dealer to buy, sell or hold the Notes."

3. The section entitled "*Social Bonds issued by Citigroup Inc. or CGMHI*" on pages 131 to 132 shall be amended as follows:

#### **"Social Bonds issued by Citigroup Inc. or CGMHI**

The Issue Terms relating to any issuance of specific Securities may provide that it will be the relevant Issuer's intention to apply an amount equal to the net proceeds of such Securities to fund the financing or refinancing, in whole or in part, of a portion of Citigroup's portfolio of affordable housing assets ("**Social Bonds**"). You should make your own independent decision to invest in Social Bonds and as to whether an investment in such Securities is appropriate or proper for you based upon your own judgement, circumstances and investment criteria or guidelines and upon advice from such advisers as you may deem necessary.

Social Bonds shall not be issued by CGMFL.



### *Social Bond Framework*

The Group has developed a Social Bond Framework for Affordable Housing (the "**Social Bond Framework**") for securities issuances in order to finance or refinance, in whole or in part, a portion of Citigroup's portfolio of affordable housing assets. The below summary is based on the Social Bond Framework as at the date of this Base Prospectus. However, the Social Bond Framework may be amended, updated or consolidated from time to time and you should therefore refer to the most recent version of the Social Bond Framework (or any successor framework) which will be available on the Group's website ([https://www.citigroup.com/citi/fixedincome/housing\\_bonds.htm](https://www.citigroup.com/citi/fixedincome/housing_bonds.htm)) and the applicable Issue Terms for information on the use of proceeds of the relevant Notes.

The Social Bond Framework has been developed in line with the Social Bond Principles 2020, as administered by ICMA and received a "second party opinion" provided by an independent consultant. Any such opinion is only current as of the date that opinion was issued and is not, nor should be deemed to be, a recommendation by the relevant Issuer, the Dealers or any other person to buy, sell or hold Social Bonds. You must determine for yourself the relevance of any such opinion and/or the information contained therein for the purpose of any investment in Social Bonds. As at the date of this Base Prospectus, the providers of such opinions are not subject to any specific oversight or regulatory or other regime. For the avoidance of doubt, the Social Bond Framework and any such opinion are not, nor shall be deemed to be, incorporated in and/or form part of this Base Prospectus.

### *Asset Selection and Evaluation Process*

Under the Social Bond Framework, an amount equivalent to the net proceeds of Social Bonds is allocated to finance or refinance a portion of the Group's portfolio of affordable housing assets (the "**Affordable Housing Bond Asset Portfolio**"), which consist of selected eligible financing instruments which are used to finance the construction, rehabilitation and/or the preservation of quality affordable housing for low-moderate income populations in the United States (the "**Social Bond Eligibility Criteria**").

If the investment in any asset in the Affordable Housing Bond Asset Portfolio is terminated or if an asset no longer meets the Social Bond Eligibility Criteria, the asset will be removed from the Affordable Housing Bond Asset Portfolio in the same calendar year in which the asset became ineligible.

### *Management of Proceeds*

The Group's Sustainable Issuance Council is responsible for oversight of the Affordable Housing Bond Asset Portfolio and monitoring the aggregate amount of Social Bonds issued by entities within the Group with the aim of ensuring that the aggregate amount in the Affordable Housing Bond Asset Portfolio is equal to or greater than the aggregate amount raised by such Social Bonds. For this purpose, the continued eligibility and aggregate size of the Affordable Housing Bond Asset Portfolio is monitored quarterly. If for any reason the aggregate amount in the Affordable Housing Bond Asset Portfolio is less than the outstanding amount of Social Bonds issued, the unallocated amount will be held in cash, cash equivalents and/or other liquid marketable instruments (including U.S. Treasury securities) until the amount can be allocated towards the Affordable Housing Bond Asset Portfolio.

The Group has developed a list of exclusionary criteria ("**Affordable Housing Exclusionary Criteria**") for the proceeds of the Affordable Housing Bond Asset Portfolio (for example, certain loans or investments for projects outside the United States, mortgage-backed securities and other derivatives, etc., all as further described in the Social Bond Framework) and commits itself to not knowingly be involved in financing any such projects or activities through the proceeds of any such sale.

### *Reporting*

The Group publishes a report (the "**Green and Social Bond Report**") on its website ([https://www.citigroup.com/citi/fixedincome/housing\\_bonds.htm](https://www.citigroup.com/citi/fixedincome/housing_bonds.htm)) annually. The Green and Social Bond Report will cover all Social Bonds issued during the reporting period specified therein and any material changes in the Affordable Housing Bond Asset Portfolio. You should note that no other or separate notification will be provided to investors in particular Social Bonds as to the Affordable Housing Bond Asset Portfolio.

The Green and Social Bond Report will provide information on (i) the total outstanding par amount of Social Bonds issued during the reporting period; (ii) the total outstanding amount of funded financial assets that comprise the Affordable Housing Bond Asset Portfolio; (iii) the total amount of unallocated proceeds, if any, assigned to cash, cash equivalent and/or other liquid marketable instruments; and (iv) social impacts of the Social Bonds to the extent data is available and relevant for reporting. Any such report is only current as of the date that report was issued and is not, nor should be deemed to be, a recommendation by the Issuer, the Dealers or any other person to buy, sell or hold Social Bonds.

### *External Review*

Under the Social Bond Framework, the Group will also engage external independent accountants to review management's assertion that the assets included in the Affordable Housing Bond Asset Portfolio meet the Social Bond Eligibility Criteria and are not invested in assets as defined by the Affordable Housing Exclusionary Criteria and that the aggregate amount in the Affordable Housing Bond Asset Portfolio is equal to or greater than the aggregate amount raised by the issuance of Social Bonds (or, to the extent the total amount of the outstanding Social Bonds is less than the aggregate amount in the Affordable Housing Bond Asset Portfolio, that the difference is held in the manner described in the Social Bond Framework). Any review report is only current as of the date that report was issued and you must determine for yourself the relevance of any such report and/or the information contained therein for the purposes of your own investment considerations or expectations.

For the avoidance of doubt, neither the Green and Social Bond Report nor the report of any third party is, or shall be deemed to be, incorporated in and/or form part of this Base Prospectus."

4. The section entitled "*Notes or Underlying(s) labelled or marketed as having "green", "sustainable", "social", "ESG", "inclusive" or similar objectives*" on page 133 shall be amended as follows:

**"Notes or Underlying(s) labelled or marketed as having "green", "sustainable", "social", "ESG", "inclusive" or similar objectives**

Notes or the Underlying(s) of Notes may be described or marketed as having "green", "sustainable", "social", "ESG", "inclusive" or similar objectives.

Notwithstanding the use of such term(s) in the title and/or marketing materials of the Notes or in the description of the Underlying(s), such Notes or Underlying(s) (or the administrator(s) thereof):

- may not meet investors' objectives or expectations as regarding investments which are "green", "sustainable", "social", "ESG", "inclusive" or other similar label; and/or
- may not fulfil legislative or regulatory requirements or criteria as regarding investments which are "green", "sustainable", "social", "ESG", "inclusive" or other similar label (including as set out under the EU Benchmarks Regulation, Regulation (EU) 2020/852 on the establishment of a framework to facilitate

sustainable investment (the so called EU Taxonomy Regulation), Regulation (EU) 2019/2088 (on sustainability-related disclosures in the financial services sector) and Regulation (EU) 2023/2631 (on European Green Bonds and optional disclosures for bonds marketed as environmentally sustainable and sustainability-linked bonds) or either of those regulations as they form part of the domestic law of the UK).

There is currently no universally agreed framework (legal, regulatory, or any other) or market consensus on what constitutes a "green", "sustainable", "social", "ESG", "inclusive" or similar product or the precise attributes required for a particular product to be defined as such, and no assurance can be given that such a universally accepted framework or consensus will develop over time. While there have been regulatory efforts in some jurisdictions and regions (particularly within the European Economic Area and the UK) to define similar concepts, the legal and regulatory framework governing sustainable finance is still developing and there can be no assurance that these local regimes will be more widely adopted in global financial markets.

Accordingly, no assurance can be given to investors that any product will meet any or all of the investor's objectives or expectations regarding investments which are "green", "sustainable", "social", "ESG", "inclusive" or other similar label or that no adverse environmental, social and/or other impacts will occur in the implementation of the product."

### SCHEDULE 3

#### AMENDMENTS TO INFORMATION RELATING TO THE ISSUERS AND THE GUARANTORS

The following amendments are made to the Information Relating to the Issuers and the Guarantors set out on pages 202 to 240 of the Base Prospectus:

1. The second paragraph of the sub-section entitled "*Use of Proceeds*" on page 211 of the section entitled "*Description of Citigroup Inc.*" shall be amended as follows:

**"Use of Proceeds**

Notes may be issued by Citigroup Inc. as green bonds ("**Green Bonds**") or Notes for which it is Citigroup Inc.'s intention to apply an amount equal to the net proceeds to fund the financing or refinancing of Eligible Green Assets, in whole or in part, as further described under the heading "*Green Bonds*" in "*Investment Considerations*" above. In the event that the Notes are intended to constitute Green Bonds, the applicable Issue Terms will specify that the Notes are Green Bonds and will provide any additional information in relation to the intended use of proceeds thereof."

2. The second paragraph of the sub-section entitled "*Use of Proceeds*" on page 217 of the section entitled "*Description of Citigroup Global Markets Holdings Inc.*" shall be amended as follows:

**"Use of Proceeds**

Notes may be issued by CGMHI as green bonds ("**Green Bonds**") or Notes for which it is CGMHI's intention to apply an amount equal to the net proceeds to fund the financing or refinancing of Eligible Green Assets, in whole or in part, as further described under the heading "*Green Bonds*" in "*Investment Considerations*" above. In the event that the Notes are intended to constitute Green Bonds, the applicable Issue Terms will specify that the Notes are Green Bonds and will provide any additional information in relation to the intended use of proceeds thereof."

3. The second paragraph of the sub-section entitled "*Use of Proceeds*" on page 224 of the section entitled "*Description of Citigroup Global Markets Funding Luxembourg S.C.A.*" shall be amended as follows:

**"Use of Proceeds**

Securities may be issued by CGMFL as green bonds ("**Green Bonds**") or Securities for which it is CGMFL's intention to apply an amount equal to the net proceeds to fund the financing or refinancing of Eligible Green Assets, in whole or in part, as further described under the heading "*2. Green Bonds*" in "*Section C – Investment Considerations*" above. In the event that the Securities are intended to constitute Green Bonds, the applicable Final Terms will specify that the Securities are Green Bonds and will provide any additional information in relation to the intended use of proceeds thereof."

## SCHEDULE 4

### AMENDMENTS TO UNDERLYING SCHEDULE 3 (CREDIT LINKED CONDITIONS)

#### PART B: CREDIT LINKED CONDITIONS (2014 REFERENCE ENTITY)

The following amendments are made to the Underlying Schedule 3 (Credit Linked Conditions) – Part B: Credit Linked Conditions (2014 Reference Entity) set out on pages 542 to 738 of the Base Prospectus:

1. The definition of "*Administrator/Benchmark Event*" in Condition 31 (*Definitions*) is amended as follows:

**"Administrator/Benchmark Event"** means, for the purposes of a Swaption Disruption Event, the Calculation Agent determines that (1) a Benchmark Modification or Cessation Event has occurred or will occur or (2) any authorisation, registration, recognition, endorsement, equivalence decision, approval or inclusion in any official register in respect of the Benchmark or the administrator or sponsor of the Benchmark has not been, or will not be, obtained or has been, or will be, rejected, refused, suspended or withdrawn by the relevant competent authority or other relevant official body, in each case, with the effect that the Issuer or the Calculation Agent or any other entity is not, or will not be, permitted under any applicable law or regulation to use the Benchmark to perform its or their respective obligations under the Credit Linked Notes or (3) save where the relevant Issue Terms specify that "*Administrator/Benchmark Event (Limb (3))*" is not applicable, it is not commercially reasonable to continue the use of the relevant Benchmark in connection with the Credit Linked Notes as a result of any applicable licensing restrictions or changes in the cost of obtaining or maintaining any relevant licence (including, without limitation, where the Issuer, the Calculation Agent or any other entity is required to hold a valid licence in order to issue or perform its obligations in respect of the Credit Linked Note and for any reason such licence is either not obtained, not renewed or is revoked or there is a material change in the cost of obtaining or renewing such licence), or (4) there has been an official announcement by the supervisor of the administrator and/or sponsor of the Benchmark that the Benchmark is no longer representative or as of a specified future date will no longer be capable of being representative, of any relevant underlying market(s) or economic reality that such Benchmark is intended to measure."

2. The definition of "*Index Swaption Cash Settlement Amount*" in Condition 31 (*Definitions*) is amended as follows:

**"Index Swaption Cash Settlement Amount"** means an amount determined by the Calculation Agent which would have been payable by the Swaption Seller to the Swaption Buyer under the Hypothetical Index Swaption Transaction equal to the greater of:

- (a) zero; and
- (b) an amount equal to  $[\text{Strike Price} - \text{Final Price}] \times \text{Swaption Original Notional Amount}$ , converted, if "*Swaption FX Conversion*" is applicable, into the Index Swaption Cash Settlement Currency at the Index Swaption Cash Settlement Spot Rate on the Final Valuation Date,

where:

**"Final Price"** means the clean price, expressed as a percentage corresponding to the Final Level determined by the Calculation Agent in a commercially reasonable manner using the ISDA Standard Upfront Model available through Bloomberg page "*CDSW*" (or any successor page thereto as determined by the Calculation Agent on the Final Valuation Date);

**"Strike Price"** means the clean price, expressed as a percentage corresponding to the Strike Level determined by the Calculation Agent in a

commercially reasonable manner using the ISDA Standard Upfront Model available through Bloomberg page "CDSW" (or any successor page thereto as determined by the Calculation Agent on the Final Valuation Date);

"**Strike Level**" has the meaning given to it in the relevant Issue Terms;

"**Final Level**" has the meaning given to it in the relevant Issue Terms; and

"**Final Valuation Date**" has the meaning given to it in the relevant Issue Terms.

"**Index Swaption Cash Settlement Currency**" has the meaning given to it in the relevant Issue Terms.

"**Index Swaption Cash Settlement Spot Rate**" has the meaning given to it in the relevant Issue Terms."

3. The following paragraphs in the definition of "*Premium Amortised Face Amount*" in Condition 31 (*Definitions*) is amended as follows:

"**Calculation Period (t)**" means the Calculation Period (i) during which the Relevant Early Redemption Date occurs.

"**Premium Calculation Period**" means

- (A) in respect of each Calculation Period (i) ending prior to Calculation Period (t), the period from (and including) the Start Date of such Calculation Period (i) to (but excluding) the End Date of such Calculation Period (i); and
- (B) in respect of the Calculation Period (t), the period from (and including) the Start Date in respect of the Calculation Period (t), to (but excluding) the Relevant Early Redemption Date.

"**Relevant Early Redemption Date**" means the date fixed for redemption or (as the case may be) the date upon which the Notes become due and repayable"

4. The definition of "*Premium Reference Price or PRP*" in Condition 31 (*Definitions*) is amended as follows:

"**Premium Reference Price**" or "**PRP**" means, in respect of each Single Name Credit Linked Note or Linear Basket Credit Linked Note and a Relevant Credit Event, an amount calculated by the Calculation Agent as the product of:

- (a) the Applicable Proportion of such Credit Linked Note affected by the Relevant Credit Event; and
- (b) the Issue Price expressed as a percentage or such other percentage (the "**PRP Percentage**") specified in the applicable Issue Terms."

5. The following paragraphs in the definition of "*Zero Coupon Amortised Face Amount*" in Condition 31 (*Definitions*) is amended as follows:

"**Calculation Period (t)**" means the Calculation Period (i) during which the Relevant Early Redemption Date occurs.

"**Relevant Early Redemption Date**" means the date fixed for redemption or (as the case may be) the date upon which the Notes become due and repayable.

"**Zero Coupon Calculation Period**" means

- (A) in respect of each Calculation Period (i) ending prior to Calculation Period (t), the period from (and including) the Start Date of such Calculation Period (i) to (but excluding) the End Date of such Calculation Period (i); and
- (B) in respect of the Calculation Period (t), the period from (and including) the Start Date in respect of the Calculation Period (t), to (but excluding) the Relevant Early Redemption Date."

6. The definition of "*Zero Coupon Reference Price or ZCRP*" in Condition 31 (*Definitions*) is amended as follows:

**"Zero Coupon Reference Price" or "ZCRP"** means, in respect of each Credit Linked Note and a Relevant Credit Event, an amount calculated by the Calculation Agent as the product of:

- (a) in respect of each Single Name Credit Linked Note, the Outstanding Nominal Amount of such Credit Linked Note or, in respect of each Linear Basket Credit Linked Note, each Credit Linked Note's pro rata share of the Outstanding Aggregate Nominal Amount of the Credit Linked Notes; and
- (b) the Issue Price expressed as a percentage or such other percentage (the **"ZCRP Percentage"**) specified in the applicable Issue Terms."

## SCHEDULE 5

### AMENDMENTS TO UNDERLYING SCHEDULE 4 (INDEX SKEW CONDITIONS)

#### PART B: INDEX SKEW CONDITIONS

The following amendments are made to the Underlying Schedule 4 (Index Skew Conditions) – Part B: Index Skew Conditions set out on pages 836 to 843 of the Base Prospectus:

The following definitions shall be inserted as a new definition "*Eligible Index Annex*" and "*Eligible Index Annex Date*" in Condition 13 (*Definitions*) after the definition "*Eligible Index*" and before the definition "*Hypothetical Index Untranching Confirmation*" on page 840 of the Base Prospectus:

"**Eligible Index Annex** means the list of constituents of the relevant Eligible Index with the relevant Eligible Index Annex Date specified in the applicable Issue Terms.

"**Eligible Index Annex Date** means the date specified as such in the applicable Issue Terms."



## SCHEDULE 6

### PRO FORMA FINAL TERMS

The Pro Forma Final Terms set out in Section H.3 on pages 980 to 1214 of the Base Prospectus shall be amended as follows:

1. Item 17 (*Zero Coupon Note Provisions*) shall be amended as follows:

17. Zero Coupon Note Provisions: [Applicable[ – see item 18(xiii)]/Not Applicable]

[Calculation Agent Determination of Amortised Face Amount applies/Single Rate Amortisation Yield, for which purpose "Linear Accretion" [applies/does not apply]/Multiple Rate Amortisation Yield]

*(If not applicable or if "Calculation Agent Determination of Amortised Face Amount" is specified above or if the Securities are also Single Name Credit Linked Notes or Linear Basket Credit Linked Notes (in which case the provisions of item 18(xiii) apply), delete the remaining sub-paragraphs of this paragraph)*

(i) Amortised Face Amount: [Calculation Agent Determination of Amortised Face Amount applies]

*(If "Calculation Agent Determination of Amortised Face Amount" is specified above, delete the remaining sub-paragraphs of this paragraph)*

(ii) Amortisation Yield: [[1] [per cent. per annum] [on a [non-compounding basis]]]

*(If "Multiple Rate Amortisation Yield" is specified above, insert the below table)*

| [Amortisation Yield Table]  |                    |                |                                   |
|-----------------------------|--------------------|----------------|-----------------------------------|
| <i>i</i>                    | Calculation Period |                | Amortisation Yield                |
|                             | Start Date         | End Date       |                                   |
| [●]                         | [specify date]     | [specify date] | [●] [specify per cent. per annum] |
| <i>(repeat as required)</i> |                    |                |                                   |

(iii) Reference Price: [1]

(iv) Day Count Fraction in relation to Early Redemption Amounts: [[30/360]  
[Actual/360]  
[Actual/365]]

[Actual/Actual (ICMA), for which purpose the Determination Dates shall be [1] in each year]

2. Item 18(iii) (*Type of Notes*) shall be amended as follows:

(iii) Type of Notes: [Single Name Credit Linked Notes]/[Nth-to-Default Basket Credit Linked Notes]/[Linear Basket Credit Linked Notes]/[Index Untranchd Credit Linked Notes]/[Index Tranchd Credit Linked Notes]/[Portfolio Tranchd Credit Linked Notes]/[Local Access Single Name Credit Linked Notes]/[Local Access Basket Credit Linked Notes]/[The Credit Linked Notes are also Zero Coupon Notes]

3. Item 18 (*Credit Linked Notes*) shall be amended by the insertion of the following as new paragraph (xiii) (*Zero Coupon Note Provisions*) and the subsequent paragraphs shall be renumbered:

(xiii) Zero Coupon Note Provisions: [Applicable] [Not Applicable] (*Only applicable for Single Name Credit Linked Notes and Linear Basket Credit Linked Notes which are also Zero Coupon Notes, where "2014 Reference Entity" is specified to be Applicable*)

*(If Not Applicable, delete the remaining sub-paragraphs of this paragraph)*

– Premium Accreted Amount: [Applicable - [Calculation Agent Determination of Premium Amortised Face Amount applies/ Single Rate Amortisation Yield, for which purpose "Linear Accretion" [applies/does not apply]/Multiple Rate Amortisation Yield]]/[Not Applicable]

*(If Not Applicable or "Calculation Agent Determination of Premium Amortised Face Amount" is specified above, delete the remaining sub-paragraphs of this paragraph)*

– [PRP Percentage: [●]%) (*Specify if the Premium Reference Price is to be determined by reference to an alternative to the Issue Price. Otherwise delete this line-item*)

– [Amortisation Yield [●] [per cent. per annum] [on a [non-compounding basis]]

*(If "Multiple Rate Amortisation Yield" is specified above, insert the below table)*

| [Amortisation Yield Table]  |                    |                |                    |
|-----------------------------|--------------------|----------------|--------------------|
| <i>i</i>                    | Calculation Period |                | Amortisation Yield |
|                             | Start Date         | End Date       |                    |
| [●]                         | [specify date]     | [specify date] | [●]                |
| <i>(repeat as required)</i> |                    |                |                    |

- Day Count in relation to Premium Payable on Default [30/360]/  
[Actual/360]/  
[Actual/365]/  
[Premium Actual/Actual (ICMA), for which purpose the Premium Determination Dates shall be [●] in each year]
- Zero Coupon Percentage: [●] (*Specify a percentage equal to the Issue Price unless a different percentage is appropriate*)
- Zero Coupon Redemption Percentage: [●] (*This relates to the Maturity Redemption Amount per Note and should be expressed as a percentage*)
- Zero Coupon Amortised Face Amount: [Calculation Agent Determination of Zero Coupon Amortised Face Amount applies/Single Rate Amortisation Yield, for which purpose "Linear Accretion" [applies/does not apply]/Multiple Rate Amortisation Yield]  
  
*(If "Calculation Agent Determination of Zero Coupon Amortised Face Amount" is specified above, delete the remaining sub-paragraphs of this paragraph)*
- [ZCRP Percentage: [●]% (*Specify if the Zero Coupon Reference Price is to be determined by reference to an alternative to the Issue Price. Otherwise delete this line-item*)
- [Amortisation Yield: [●] [per cent. per annum] [on a [non-compounding basis]]  
  
*(If "Multiple Rate Amortisation Yield" is specified above, insert the below table)*

| [Amortisation Yield Table]  |                    |                |                    |
|-----------------------------|--------------------|----------------|--------------------|
| <i>i</i>                    | Calculation Period |                | Amortisation Yield |
|                             | Start Date         | End Date       | [●]                |
| [●]                         | [specify date]     | [specify date] |                    |
| <i>(repeat as required)</i> |                    |                |                    |

- Day Count in relation to Zero Coupon Amortised Face Amount: [30/360]/  
[Actual/360]/  
[Actual/365]/  
[Actual/Actual (ICMA), for which purpose the Determination Dates shall be [●] in each year]

4. Item 18 (*Credit Linked Notes*) shall be amended by the insertion of the following as new paragraph (xxii) (*Index Swaption*) and the subsequent paragraphs shall be renumbered:

- (xxii) Index Swaption: [Applicable]/[Not Applicable] (*If not applicable, delete remaining sub-paragraphs of this paragraph*)
- Administrator/Benchmark Event (Limb (3)): [Applicable]/[Not Applicable]
  - Eligible Swaption Index: [●] [(Specify Index name)] Series [●] Version [●]
  - Relevant Annex: [●]
  - Index Annex Date: [●]
  - Index Sponsor: [●]
  - Index Publisher: [●]
  - Documentation Form: [[●] (Specify name of supplement, publisher and date of publication)] [incorporating the [●] (Specify name of supplement, publisher and date of publication)]
  - Index Swaption Trade Date: [●]
  - Effective Date: [●]
  - Index Swaption Expiration Date: [●]
  - Index Swaption Settlement Date: [●]
  - Swaption Original Notional Amount: [●]
  - Hypothetical Swap Counterparty: [Citigroup Global Markets Limited]/[●]
  - Strike Level: [●]
  - Final Level: [●]
  - Final Valuation Date: [●]
  - Swaption Interest Amount Payment Date: [●]

- Swaption FX Conversion: [Applicable]/[Not Applicable] *(If not applicable, delete remaining subparagraphs of this paragraph)*
- Index Swaption Cash Settlement Currency: [●]
- Index Swaption Cash Settlement Spot Rate: [●]

5. Item 18(li) (*Redemption Following Merger*), as renumbered pursuant to the above, shall be amended as follows:

- (li) Redemption Following Merger: [Applicable]/[Not Applicable]
  - Merger Redemption Amount: [As specified in paragraph (a)(i) [or (b)(i)] *(insert if the Notes may also be redeemed in part)* of the definition of Merger Redemption Amount]/[Each Note's *pro rata* share of an amount (subject to a minimum of zero) equal to (i) the Outstanding Aggregate Nominal Amount of the Credit Linked Notes minus (ii) the Unwind Costs, if any]/

[[Subject as provided in the definition of Merger Redemption Amount, the] Early Redemption Amount, being: [Fair Market Value]/[Principal Amount plus accrued interest (if any) [at maturity]]/[Principal Amount plus Option Value plus Option Value Accrued Interest (if any) at maturity]/[Principal Amount plus accrued interest (if any) at maturity with option for Fair Market Value at early redemption]/[Principal Amount plus Option Value plus Option Value Accrued Interest (if any) at maturity with option for Fair Market Value at early redemption]/[Zero Coupon Amortised Face Amount] *(Specify for Single Name CLNs or Linear Basket CLNs which are Zero Coupon Notes unless a different amount is appropriate)*][●] *(Specify an amount only)*

[Deduction of Hedge Costs: [Applicable/Not Applicable] *(Specify if Fair Market Value (itself or as part of a broader calculation) is applicable)*]

[Deduction of Issuer Costs and Hedging and Funding Costs: [Applicable/Not Applicable] *(Specify if Fair Market Value (itself or as part of a broader calculation) is applicable)*]

[Pro Rata Issuer Cost Reimbursement: [Applicable/Not Applicable] (*Specify if Fair Market Value is applicable*)]

[Additional Costs on account of Early Redemption: [Applicable/Not Applicable]]]

6. Item 19(iv) (*Hypothetical Index Untranching Transaction General Terms*) shall be amended as follows:

- (iv) Hypothetical Index Untranching Transaction General Terms:
- Eligible Index: [[●] (*Specify name and sponsor of Eligible Index*)] Series [●] Version [●] [published by [●]]
  - Eligible Index Annex: [●]
  - Eligible Index Annex Date: [●]
  - Documentation Form: [[●] (*Specify name of supplement, publisher and date of publication*)] [incorporating the [●] (*Specify name of supplement, publisher and date of publication*)]
  - Trade Date: [●]
  - Effective Date: [●]
  - Scheduled Termination Date: [●]
  - Original Notional Amount: [●]

7. Item 20(i)(B) (*Issuer Call - Optional Redemption Amount*) shall be amended as follows:

20. Redemption Provisions:

- (i) Issuer Call: [Applicable/Not Applicable]
- (If not applicable, delete the remaining sub-paragraphs of this paragraph)
- (A) Optional Redemption Date(s): [I]

(B) Optional Redemption Amount: [[1] per Calculation Amount] [Index Skew Early Redemption Amount] / [Zero Coupon Amortised Face Amount] *(Specify for Single Name Credit Linked Notes or Linear Basket Credit Linked Notes unless a different amount is appropriate)*

(C) If redeemable in part:

(1) Minimum Redemption Amount: [[1] per Calculation Amount][Not Applicable]

(2) Maximum Redemption Amount: [[1] per Calculation Amount][Not Applicable]

(D) Notice period: [As set out in General Condition 5(g) *(Redemption at the Option of the Issuer)*] [Not less than [(specify)] Business Days]

*(N.B. If setting notice periods which are different to those provided in the General Conditions, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example clearing systems (which require a minimum of 5 business days' notice for a call) and custodians, as well as any other notice requirements which may apply, for example, as between the Issuer and the Fiscal Agent)*

8. Item 20(v)(A) *(Early Redemption for Taxation Reasons (General Condition 5(c)(i) (Redemption for Taxation Reasons))*) shall be amended as follows:

(v) Early Redemption:

(A) Early Redemption for Taxation Reasons (General Condition 5(c)(i) *(Redemption for Taxation Reasons)*): [Applicable/Not Applicable]  
*[If Applicable:*  
 Early Redemption Amount: [Fair Market Value]/[Principal Amount plus accrued interest (if any) [at maturity]]/[Principal Amount plus Option Value plus Option Value Accrued Interest (if any) at maturity]/[Principal Amount plus accrued interest (if any) at maturity with option for Fair Market Value at early redemption]/[Principal Amount plus Option Value plus Option Value Accrued

Interest (if any) at maturity with option for Fair Market Value at early redemption]/[Best of Amount]/[Amortised Face Amount] (*Specify for Zero Coupon Notes other than Zero Coupon Notes which are CLNs*)/[●] (*Specify an amount only*)/[Index Skew Early Redemption Amount]

[Zero Coupon Amortised Face Amount] (*Specify for Single Name CLNs or Linear Basket CLNs which are Zero Coupon Notes unless a different amount is appropriate*)

[Deduction of Hedge Costs: [Applicable/Not Applicable] (*Specify if Fair Market Value (itself or as part of a broader calculation) is applicable*)]

[Deduction of Issuer Costs and Hedging and Funding Costs: [Applicable/Not Applicable] (*Specify if Fair Market Value (itself or as part of a broader calculation) is applicable*)]

[Pro Rata Issuer Cost Reimbursement: [Applicable/Not Applicable] (*Specify if Fair Market Value is applicable*)]

[Additional Costs on account of Early Redemption: [Applicable/Not Applicable]]

9. Item 20(v)(B) (*Early Redemption for Illegality (General Condition 5(c)(ii) (Redemption for Illegality)*)) shall be amended as follows:

(B) Early Redemption for Illegality (General Condition 5(c)(ii) (*Redemption for Illegality*)): [Fair Market Value]  
[Applicable/Not Applicable]  
*If Applicable:*  
Early Redemption Amount: [Principal Amount plus accrued interest (if any) [at maturity]/[Principal Amount plus Option Value plus Option Value Accrued Interest (if any) at maturity]/[Principal Amount plus accrued interest (if any) at maturity with option for Fair Market Value at early redemption]/[Principal Amount plus Option Value plus Option Value Accrued Interest (if any) at maturity with option for Fair Market Value at early redemption]/[Best of Amount]/[Amortised



Face Amount] (Specify for Zero Coupon Notes other than Zero Coupon Notes which CLNs)/ [●] (Specify an amount only)/[Index Skew Early Redemption Amount]

[see "Continuance of Notes Provision" below]

[Zero Coupon Amortised Face Amount] (Specify for Single Name CLNs or Linear Basket CLNs which are Zero Coupon Notes unless a different amount is appropriate)

(Specify Early Redemption Amount here only if "Continuance of Notes Provision" is "Not Applicable"; otherwise specify "See "Continuance of Notes Provision" above and specify the Early Redemption Amount under "Continuance of Notes Provision" below)

[Deduction of Hedge Costs: [Applicable/Not Applicable] (Specify if Fair Market Value (itself or as part of a broader calculation) is applicable)]

[Deduction of Issuer Costs and Hedging and Funding Costs: [Applicable/Not Applicable] (Specify if Fair Market Value (itself or as part of a broader calculation) is applicable)]

[Pro Rata Issuer Cost Reimbursement: [Applicable/Not Applicable] (Specify if Fair Market Value is applicable)]

[Additional Costs on account of Early Redemption: [Applicable/Not Applicable]]

10. Item 20(v)(C) (Early Redemption for Obligor Regulatory Event (General Condition 5(d) (Early Redemption following the occurrence of an Obligor Regulatory Event))) shall be amended as follows:

(C) Early Redemption for Obligor Regulatory Event (General Condition 5(d) (Early Redemption following the occurrence of an Obligor Regulatory Event)) [Applicable/Not Applicable]  
[If Applicable:  
Early Redemption Amount: [Fair Market Value]/[Principal Amount plus accrued interest (if any) [at maturity]]/[Principal Amount plus Option Value plus Option Value Accrued Interest (if any) at maturity]/[Principal Amount plus

*Regulatory  
Event*)):

accrued interest (if any) at maturity with option for Fair Market Value at early redemption]/[Principal Amount plus Option Value plus Option Value Accrued Interest (if any) at maturity with option for Fair Market Value at early redemption]/[Amortised Face Amount] (*Specify for Zero Coupon Notes other than Zero Coupon Notes which are CLNs*)/[●] (*Specify an amount only*)/[Index Skew Early Redemption Amount]

[Zero Coupon Amortised Face Amount] (*specify for Single Name CLNs or Linear Basket CLNs which are Zero Coupon Notes unless a different amount is appropriate*)

[Deduction of Hedge Costs: [Applicable/Not Applicable] (*Specify if Fair Market Value (itself or as part of a broader calculation) is applicable*)]

[Deduction of Issuer Costs and Hedging and Funding Costs: [Applicable/Not Applicable] (*Specify if Fair Market Value (itself or as part of a broader calculation) is applicable*)]

[Pro Rata Issuer Cost Reimbursement: [Applicable/Not Applicable] (*Specify if Fair Market Value is applicable*)]

[Additional Costs on account of Early Redemption: [Applicable/Not Applicable]]

11. Item 20(v)(D) (*Early Redemption Amount for the purpose of General Condition 9 (Events of Default)*) shall be amended as follows:

(D) Early Redemption Amount for the purpose of General Condition 9 (*Events of Default*): [Fair Market Value] [Principal Amount plus accrued interest (if any) [at maturity]]/[Principal Amount plus Option Value plus Option Value Accrued Interest (if any) at maturity]/[Principal Amount plus accrued interest (if any) at maturity with option for Fair Market Value at early redemption]/[Principal Amount plus Option Value plus Option Value Accrued Interest (if any) at maturity with option for Fair Market Value at early redemption]/[Amortised Face Amount] (*specify for Zero Coupon Notes other than Zero Coupon Notes which are CLNs*)/[●] (*specify an amount only*)/[Index Skew Early Redemption Amount]

[Zero Coupon Amortised Face Amount] (*specify for Single Name CLNs or Linear Basket CLNs which are Zero Coupon Notes unless a different amount is appropriate*)

[Deduction of Issuer Costs and Hedging and Funding Costs: [Applicable/Not Applicable] (*Specify if Fair Market Value (itself or as part of a broader calculation) is applicable*)]

[Pro Rata Issuer Cost Reimbursement: [Applicable/Not Applicable] (*Specify if Fair Market Value is applicable*)]

[Additional Costs on account of Early Redemption: [Applicable/Not Applicable]]

12. Item 22(i) (*Additional Early Redemption Event - Hedging Disruption Early Termination Event*) shall be amended as follows:

22. Additional Early Redemption Event:

(i) Hedging Disruption Early Termination Event: [Applicable/Not Applicable]

[If Applicable:

Early Redemption Amount: [Fair Market Value]/[Principal Amount plus accrued interest (if any) [at maturity]]/[Principal Amount plus Option Value plus Option Value Accrued Interest (if any) at maturity]/[Principal Amount plus accrued interest (if any) at maturity with option for Fair Market Value at early redemption]/[Principal Amount plus Option Value plus Option

Value Accrued Interest (if any) at maturity with option for Fair Market Value at early redemption]/[Amortised Face Amount] (Specify for Zero Coupon Notes other than Zero Coupon Notes which are CLNs)/[●] (Specify an amount only)/[Index Skew Early Redemption Amount]

[Zero Coupon Amortised Face Amount] (Specify for Single Name CLNs or Linear Basket CLNs which are Zero Coupon Notes unless a different amount is appropriate)

[Deduction of Hedge Costs: [Applicable/Not Applicable] (Specify if Fair Market Value (itself or as part of a broader calculation) is applicable)]

[Deduction of Issuer Costs and Hedging and Funding Costs: [Applicable/Not Applicable] (Specify if Fair Market Value (itself or as part of a broader calculation) is applicable)]

[Pro Rata Issuer Cost Reimbursement: [Applicable/Not Applicable] (Specify if Fair Market Value is applicable)]

[Additional Costs on account of Early Redemption: [Applicable/Not Applicable]]

13. Item 22(ii) (Section 871(m) Event) shall be amended as follows:

(ii) Section 871(m) Event: [Applicable/Not Applicable]

[If Applicable:

[Section 871(m) Event (Hedging Positions): [Applicable/Not Applicable]]

Early Redemption Amount: [Fair Market Value]/[Principal Amount plus accrued interest (if any) [at maturity]]/[Principal

Amount plus Option Value plus Option Value Accrued Interest (if any) at maturity]/[Principal Amount plus accrued interest (if any) at maturity with option for Fair Market Value at early redemption]/[Principal Amount plus Option Value plus Option Value Accrued Interest (if any) at maturity with option for Fair Market Value at early redemption]/[●] (*Specify an amount only*)/[Index Skew Early Redemption Amount]

[Deduction of Hedge Costs: [Applicable/Not Applicable] (*Specify if Fair Market Value (itself or as part of a broader calculation) is applicable*)]

[Deduction of Issuer Costs and Hedging and Funding Costs: [Applicable/Not Applicable] (*Specify if Fair Market Value (itself or as part of a broader calculation) is applicable*)]

[Pro Rata Issuer Cost Reimbursement: [Applicable/Not Applicable] (*Specify if Fair Market Value is applicable*)]

[Additional Costs on account of Early Redemption: [Applicable/Not Applicable]]

14. Item 23 (*Realisation Disruption Event*) shall be amended as follows:

23. Realisation Disruption Event: [Applicable/Not Applicable]

[*If Applicable:*

Early Redemption Amount: [Fair Market Value]/[Principal Amount plus accrued interest (if any) [at maturity]]/[Principal Amount plus Option Value plus Option Value Accrued Interest (if any) at maturity]/[Principal

Amount plus accrued interest (if any) at maturity with option for Fair Market Value at early redemption]/[Principal Amount plus Option Value plus Option Value Accrued Interest (if any) at maturity with option for Fair Market Value at early redemption]/[Amortised Face Amount] (*Specify for Zero Coupon Notes other than Zero Coupon Notes which are CLNs*)/[●] (*Specify an amount only*)/[Index Skew Early Redemption Amount]

[Zero Coupon Amortised Face Amount] (*Specify for Single Name CLNs or Linear Basket CLNs which are Zero Coupon Notes unless a different amount is appropriate*)

[Deduction of Hedge Costs: [Applicable/Not Applicable] (*Specify if Fair Market Value (itself or as part of a broader calculation) is applicable*)]

[Deduction of Issuer Costs and Hedging and Funding Costs: [Applicable/Not Applicable] (*Specify if Fair Market Value (itself or as part of a broader calculation) is applicable*)]

[Pro Rata Issuer Cost Reimbursement: [Applicable/Not Applicable] (*Specify if Fair Market Value is applicable*)]

[Additional Costs on account of Early Redemption: [Applicable/Not Applicable]]

15. Item 24(v) (*Underlying RMB Currency Event - Early Redemption Amount*) shall be amended as follows:

24. Underlying RMB Currency Event: [Applicable/Not Applicable] (*Always Not Applicable for Index Skew Notes*)
- (i) [RMB Relevant Currency:
- (ii) RMB Relevant Currency Valuation Time:
- (iii) RMB Relevant Spot Rate Screen Page:
- (iv) RMB Settlement Centre: [ (*Specify*)]/[Hong Kong]
- (v) Early Redemption Amount: [Fair Market Value]/[Principal Amount plus accrued interest (if any) [at maturity]]/[Principal Amount plus Option Value plus Option Value Accrued Interest (if any) at maturity]/[Principal Amount plus accrued interest (if any) at maturity with option for Fair Market Value at early redemption]/[Principal Amount plus Option Value plus Option Value Accrued Interest (if any) at maturity with option for Fair Market Value at early redemption]/[Best of Amount]/[Amortised Face Amount] (*Specify for Zero Coupon Notes other than Zero Coupon Notes which are CLNs*)/ (*Specify an amount only*)
- [Zero Coupon Amortised Face Amount] (*Specify for Single Name CLNs or Linear Basket CLNs which are Zero Coupon Notes unless a different amount is appropriate*)
- [Deduction of Hedge Costs: [Applicable/Not Applicable] (*Specify if Fair Market Value (itself or as part of a broader calculation) is applicable*)]
- [Deduction of Issuer Costs and Hedging and Funding Costs: [Applicable/Not Applicable] (*Specify if Fair Market Value (itself or as part of a broader calculation) is applicable*)]
- [Pro Rata Issuer Cost Reimbursement: [Applicable/Not Applicable] (*Specify if Fair Market Value is applicable*)]

[Additional Costs on account of  
Early Redemption:  
[Applicable/Not Applicable]]



## SCHEDULE 7

### PRO FORMA PRICING SUPPLEMENT

The pro forma Pricing Supplement set out in Section H.4 on pages 1215 to 1439 of the Base Prospectus shall be amended as follows:

1. Item 17 (*Zero Coupon Note Provisions*) shall be amended as follows:

17. Zero Coupon Note Provisions: [Applicable[ - see item 18(xiii) below]/Not Applicable]

[Calculation Agent Determination of Amortised Face Amount applies/Single Rate Amortisation Yield, for which purpose "Linear Accretion" [applies/does not apply]/Multiple Rate Amortisation Yield]

*(If not applicable or if "Calculation Agent Determination of Amortised Face Amount" is specified above or if the Notes are also Single Name Credit Linked Notes or Linear Basket Credit Linked Notes (in which case the provisions of item 18(xiii) apply), delete the remaining sub-paragraphs of this paragraph)*

(i) Amortised Face Amount: [Calculation Agent Determination of Amortised Face Amount applies]

*(If "Calculation Agent Determination of Amortised Face Amount" is specified above, delete the remaining sub-paragraphs of this paragraph)*

(ii) -[Amortisation Yield: [[●] [per cent. per annum]] [on a [non-compounding basis]]

*(If "Multiple Rate Amortisation Yield" is specified above, insert the below table)*

| [Amortisation Yield Table] |                    |                |                                   |
|----------------------------|--------------------|----------------|-----------------------------------|
| <i>i</i>                   | Calculation Period |                | Amortisation Yield                |
|                            | Start Date         | End Date       |                                   |
| [●]                        | [specify date]     | [specify date] | [●] [specify per cent. per annum] |

*(repeat as required)*

(iii) Reference Price: [1]

(iv) Day Count Fraction in relation to Early Redemption Amounts: [[30/360]

[Actual/360]

[Actual/365]]

[Actual/Actual (ICMA), for which purpose the Determination Dates shall be [1] in each year]]

2. Item 18(iii) (*Type of Credit Linked Notes*) shall be amended as follows:

(iii) Type of Credit Linked Notes: [Single Name Credit Linked Notes]/[Nth-to-Default Basket Credit Linked Notes]/[Linear Basket Credit Linked Notes]/[Index Untranching Credit Linked Notes]/[Index Tranching Credit Linked Notes]/[Portfolio Tranching Credit Linked Notes]/[Local Access Single Name Credit Linked Notes]/[Local Access Basket Credit Linked Notes]/[The Credit Linked Notes are also Zero Coupon Notes]/[specify other]

3. Item 18 (*Credit Linked Notes*) shall be amended by the insertion of the following as new paragraph (xiii) (*Zero Coupon Note Provisions*) and the subsequent paragraphs shall be renumbered:

(xiii) Zero Coupon Note Provisions: [Applicable] [Not Applicable] (*Only applicable for Single Name Credit Linked Notes and Linear Basket Credit Linked Notes which are also Zero Coupon Notes, where "2014 Reference Entity" is specified to be Applicable*)

*(If Not Applicable, delete the remaining sub-paragraphs of this paragraph)*

– Premium Accreted Amount [Applicable - [Calculation Agent Determination of Premium Amortised Face Amount applies/Single Rate Amortisation Yield, for which purpose "Linear Accretion" [applies/does not apply]/Multiple Rate Amortisation Yield]]/[Not Applicable]

*(If Not Applicable or "Calculation Agent Determination of Premium Amortised Face Amount" is specified above, delete the remaining sub-paragraphs of this paragraph)*

– [PRP Percentage: [●]%) (*Specify if the Premium Reference Price is to be determined by reference to an alternative to the Issue Price. Otherwise delete this line-item*)

– [Amortisation Yield: [●] [per cent. per annum] [on a [non-]compounding basis]]

*(If "Multiple Rate Amortisation Yield" is specified above, insert the below table)*

| [Amortisation Yield Table] |                    |                    |
|----------------------------|--------------------|--------------------|
| <i>i</i>                   | Calculation Period | Amortisation Yield |
|                            |                    |                    |

|     |                   |                 |     |
|-----|-------------------|-----------------|-----|
|     | <b>Start Date</b> | <b>End Date</b> |     |
| [●] | [specify date]    | [specify date]  | [●] |

(repeat as required)

- Day Count Fraction in relation to Premium Payable on Default: [30/360]/ [Actual/360]/ [Actual/365]/ [Premium Actual/Actual (ICMA), for which purpose the Premium Determination Dates shall be [●] in each year]
- Zero Coupon Percentage: [●] (Specify a percentage equal to the Issue Price unless a different percentage is appropriate)
- Zero Coupon Redemption Percentage: [●] (This relates to the Maturity Redemption Amount per Note and should be expressed as a percentage)
- Zero Coupon Amortised Face Amount: [Calculation Agent Determination of Zero Coupon Amortised Face Amount applies// Single Rate Amortisation Yield, for which purpose "Linear Accretion" [applies/does not apply]/Multiple Rate Amortisation Yield]
- [ZCRP Percentage: [●]% (Specify if the Zero Coupon Reference Price is to be determined by reference to an alternative to the Issue Price. Otherwise delete this line-item)
- [Amortisation Yield: [●] [per cent. per annum] [on a [non-compounding basis]]

(If "Calculation Agent Determination of Zero Coupon Amortised Face Amount" is specified above, delete the remaining sub-paragraphs of this paragraph)

(If "Multiple Rate Amortisation Yield" is specified above, insert the below table)

| <b>[Amortisation Yield Table]</b> |                           |                 |                           |
|-----------------------------------|---------------------------|-----------------|---------------------------|
| <i>i</i>                          | <b>Calculation Period</b> |                 | <b>Amortisation Yield</b> |
|                                   | <b>Start Date</b>         | <b>End Date</b> |                           |
| [●]                               | [specify date]            | [specify date]  | [●]                       |

(repeat as required)

- Day Count Fraction in relation to Zero [30/360]/

Coupon Amortised [Actual/360]/  
Face Amount: [Actual/365]/

[Actual/Actual (ICMA), for which purpose the  
Determination Dates shall be [●] in each year]]

4. Item 18 (*Credit Linked Notes*) shall be amended by the insertion of the following as new paragraph (xxii) (*Index Swaption*) and the subsequent paragraphs shall be renumbered:

- (xxii) Index Swaption [Applicable]/[Not Applicable] (*If not applicable, delete remaining sub-paragraphs of this paragraph*)
- Administrator/Benchmark Event (Limb (3)): [Applicable]/[Not Applicable]
  - Eligible Swaption Index: [●] [*Specify Index name*] Series [●] Version [●]
  - Relevant Annex: [●]
  - Index Annex Date: [●]
  - Index Sponsor: [●]
  - Index Publisher: [●]
  - Documentation Form: [[●] (*Specify name of supplement, publisher and date of publication*)] [incorporating the [●] (*Specify name of supplement, publisher and date of publication*)]
  - Index Swaption Trade Date: [●]
  - Effective Date: [●]
  - Index Swaption Expiration Date: [●]
  - Index Swaption Settlement Date: [●]
  - Swaption Original Notional Amount [●]
  - Hypothetical Swap Counterparty: [Citigroup Global Markets Limited]/[●]
  - Strike Level: [●]
  - Final Level: [●]
  - Final Valuation Date: [●]
  - Swaption Interest Amount Payment Date: [●]

- Swaption FX Conversion [Applicable]/[Not Applicable] (*If not applicable, delete remaining subparagraphs of this paragraph*)
- Index Swaption Cash [●]  
Settlement Currency:
- Index Swaption Cash [●]  
Settlement Spot Rate:

5. Item 18(lii) (*Redemption Following Merger*), as renumbered pursuant to the above, shall be amended as follows:

(lii) Redemption Following Merger: [Applicable]/[Not Applicable]

- Merger Redemption Amount: [As specified in paragraph (a)(i) [or (b)(i)] (*insert if the Notes may also be redeemed in part*) of the definition of Merger Redemption Amount]/[Each Note's *pro rata* share of an amount (subject to a minimum of zero) equal to (i) the Outstanding Aggregate Nominal Amount of the Credit Linked Notes minus (ii) the Unwind Costs, if any]/

[[Subject as provided in the definition of Merger Redemption Amount, the] Early Redemption Amount, being: [Fair Market Value]/[Principal Amount plus accrued interest (if any) [at maturity]]/[Principal Amount plus Option Value plus Option Value Accrued Interest (if any) at maturity]/[Principal Amount plus accrued interest (if any) at maturity with option for Fair Market Value at early redemption]/[Principal Amount plus Option Value plus Option Value Accrued Interest (if any) at maturity with option for Fair Market Value at early redemption]/[Zero Coupon Amortised Face Amount] (*Specify for Single Name CLNs or Linear Basket CLNs which are Zero Coupon Notes unless a different amount is appropriate*)/[●] (*Specify an amount only*)

[Deduction of Hedge Costs: [Applicable/Not Applicable] (*Specify if Fair Market Value (itself or as part of a broader calculation) is applicable*)]

[Deduction of Issuer Costs and Hedging and Funding Costs: [Applicable/Not Applicable] (*Specify if Fair Market Value (itself or as part of a broader calculation) is applicable*)]

[Pro Rata Issuer Cost Reimbursement: [Applicable/Not

Applicable] (*Specify if Fair Market Value is applicable*)

[Additional Costs on account of Early Redemption: [Applicable/Not Applicable]]

6. Item 19(iv) (*Hypothetical Index Untranching Transaction General Terms*) shall be amended as follows:

(iv) Hypothetical Index Untranching Transaction General Terms:

- Eligible Index: [[●] (*Specify name and sponsor of Eligible Index*)] Series [●] Version [●] [published by [●]]
- Eligible Index Annex: [●]
- Eligible Index Annex Date: [●]
- Documentation Form: [[●] (*Specify name of supplement, publisher and date of publication*)] [incorporating the [●] (*Specify name of supplement, publisher and date of publication*)]
- Trade Date: [●]
- Effective Date: [●]
- Scheduled Termination Date: [●]
- Original Notional Amount: [●]

7. Item 20(i)(B) (*Issuer Call - Optional Redemption Amount*) shall be amended as follows:

18. Redemption Provisions:

- (i) Issuer Call: [Applicable/Not Applicable]
- (*If not applicable, delete the remaining subparagraphs of this paragraph*)
- (A) Optional Redemption Date(s): [●]
- (B) Optional Redemption Amount: [[●] per Calculation Amount][Index Skew Early Redemption Amount] [Zero Coupon Amortised Face Amount] (*Specify for Single Name Credit Linked Notes or Linear Basket Credit Linked Notes unless a different amount is appropriate*)

- (C) If redeemable in part:
- (1) Minimum Redemption Amount:  per Calculation Amount][Not Applicable]
- (2) Maximum Redemption Amount:  per Calculation Amount][Not Applicable]
- (D) Notice period: [As set out in General Condition 5(g) (*Redemption at the Option of the Issuer*)]  
[Not less than [(specify)] Business Days]

*(N.B. If setting notice periods which are different to those provided in the General Conditions, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example clearing systems (which require a minimum of 5 business days' notice for a call) and custodians, as well as any other notice requirements which may apply, for example, as between the Issuer and the Fiscal Agent)*

8. Item 20(v)(A) (*Early Redemption for Taxation Reasons (General Condition 5(c)(i) (Redemption for Taxation Reasons)*)) shall be amended as follows:

(v) Early Redemption:

- (A) Early Redemption for Taxation Reasons (General Condition 5(c)(i) (*Redemption for Taxation Reasons*)) [Applicable/Not Applicable]  
[If Applicable:  
Early Redemption Amount: [Fair Market Value]/[Principal Amount plus accrued interest (if any) [at maturity]]/[Principal Amount plus Option Value plus Option Value Accrued Interest (if any) at maturity]/[Principal Amount plus accrued interest (if any) at maturity with option for Fair Market Value at early redemption]/[Principal Amount plus Option Value plus Option Value Accrued Interest (if any) at maturity with option for Fair Market Value at early redemption]/[Best of Amount]/[Amortised Face Amount] (*Specify for Zero Coupon Notes other than Zero Coupon Notes which are CLNs*)/] (*Specify an amount only*)[Index Skew Early Redemption Amount]

[Zero Coupon Amortised Face Amount] (*Specify for Single Name CLNs or Linear Basket CLNs which are Zero Coupon Notes unless a different amount is appropriate*)

[Deduction of Hedge Costs:  
[Applicable/Not Applicable]  
(Specify if Fair Market Value (itself  
or as part of a broader calculation)  
is applicable)]

[Deduction of Issuer Costs and  
Hedging and Funding Costs:  
[Applicable/Not Applicable]  
(Specify if Fair Market Value (itself  
or as part of a broader calculation)  
is applicable)]

[Pro Rata Issuer Cost  
Reimbursement: [Applicable/Not  
Applicable] (Specify if Fair Market  
Value is applicable)]

[Additional Costs on account of  
Early Redemption: [Applicable/Not  
Applicable]]

9. Item 20(v)(B) (*Early Redemption for Illegality (General Condition 5(c)(ii) (Redemption for Illegality)*)) shall be amended as follows:

(B) Early Redemption for [Fair Market Value]  
Illegality (General  
Condition 5(c)(ii) [Applicable/Not Applicable]  
(*Redemption for* for [If Applicable:  
*Illegality*))

Early Redemption Amount: [Principal  
Amount plus accrued interest (if any) [at  
maturity]]/[Principal Amount plus Option  
Value plus Option Value Accrued Interest (if  
any) at maturity]/[Principal Amount plus  
accrued interest (if any) at maturity with  
option for Fair Market Value at early  
redemption]/[Principal Amount plus Option  
Value plus Option Value Accrued Interest (if  
any) at maturity with option for Fair Market  
Value at early redemption]/[Best of  
Amount]/[Amortised Face Amount] (*Specify  
for Zero Coupon Notes other than Zero  
Coupon Notes which are CLNs*)/[●] (*Specify  
an amount only*)/[Index Skew Early  
Redemption Amount]

[Zero Coupon Amortised Face Amount]  
(*Specify for Single Name CLNs or Linear  
Basket CLNs which are Zero Coupon Notes  
unless a different amount is appropriate*)

[See "*Continuance of Notes Provision*"  
below]



*(Specify Early Redemption Amount here only if "Continuance of Notes Provision" is "Not Applicable"; otherwise specify "See Continuance of Notes Provision" above and specify the Early Redemption Amount under "Continuance of Notes Provision" below)*

[Deduction of Hedge Costs:  
[Applicable/Not Applicable]  
*(Specify if Fair Market Value (itself or as part of a broader calculation) is applicable)*]

[Deduction of Issuer Costs and Hedging and Funding Costs:  
[Applicable/Not Applicable]  
*(Specify if Fair Market Value (itself or as part of a broader calculation) is applicable)*]

[Pro Rata Issuer Cost Reimbursement: [Applicable/Not Applicable] *(Specify if Fair Market Value is applicable)*]

[Additional Costs on account of Early Redemption: [Applicable/Not Applicable]]

10. Item 20(v)(C) (*Early Redemption for Obligor Regulatory Event (General Condition 5(d) (Early Redemption following the occurrence of an Obligor Regulatory Event)*) shall be amended as follows:

(C) Early Redemption for [Applicable/Not Applicable] Obligor Regulatory Event (General Condition 5(d) (*Early Redemption following the occurrence of an Obligor Regulatory Event*)): *[If Applicable:*

Early Redemption Amount: [Fair Market Value]/[Principal Amount plus accrued interest (if any) [at maturity]]/[Principal Amount plus Option Value plus Option Value Accrued Interest (if any) at maturity]/[Principal Amount plus accrued interest (if any) at maturity with option for Fair Market Value at early redemption]/[Principal Amount plus Option Value plus Option Value Accrued Interest (if any) at maturity with option for Fair Market Value at early redemption]/[Amortised Face Amount] *(Specify for Zero Coupon Notes other than Zero Coupon Notes which are CLNs)/[●] (Specify an amount only)/[Index Skew Early Redemption Amount]*

[Zero Coupon Amortised Face Amount] (specify for Single Name CLNs or Linear Basket CLNs which are Zero Coupon Notes unless a different amount is appropriate)

[Deduction of Hedge Costs:  
[Applicable/Not Applicable]  
(Specify if Fair Market Value (itself or as part of a broader calculation) is applicable)]

[Deduction of Issuer Costs and Hedging and Funding Costs: [Applicable/Not Applicable] (Specify if Fair Market Value (itself or as part of a broader calculation) is applicable)]

[Pro Rata Issuer Cost Reimbursement:  
[Applicable/Not Applicable]  
(Specify if Fair Market Value is applicable)]

[Additional Costs on account of Early Redemption:  
[Applicable/Not Applicable]]

11. Item 20(v)(D) (Early Redemption Amount for the purpose of General Condition 9 (Events of Default)) shall be amended as follows:

- (D) Early Redemption Amount [Fair Market Value] [Principal Amount plus for the purpose of General accrued interest (if any) [at Condition 9 (Events of maturity)]/[Principal Amount plus Option Value plus Option Value Accrued Interest (if any) at maturity]/[Principal Amount plus accrued interest (if any) at maturity with option for Fair Market Value at early redemption]/[Principal Amount plus Option Value plus Option Value Accrued Interest (if any) at maturity with option for Fair Market Value at early redemption]/[Amortised Face Amount] (specify for Zero Coupon Notes other than Zero Coupon Notes which are CLNs)/[●] (Specify an amount only)/[Index Skew Early Redemption Amount]

[Zero Coupon Amortised Face Amount] (specify for Single Name CLNs or Linear Basket CLNs which are Zero Coupon Notes unless a different amount is appropriate)

(A) [Deduction of Issuer Costs and Hedging and Funding Costs: [Applicable/Not Applicable] (*Specify if Fair Market Value (itself or as part of a broader calculation) is applicable*)]

[Pro Rata Issuer Cost Reimbursement: [Applicable/Not Applicable] (*Specify if Fair Market Value is applicable*)]

[Additional Costs on account of Early Redemption: [Applicable/Not Applicable]]

12. Item 22(i) (*Additional Early Redemption Event - Hedging Disruption Early Termination Event*) shall be amended as follows:

22. Additional Early Redemption Event

(i) Hedging Disruption Early Termination Event: [Applicable/Not Applicable]

*[If Applicable:*

Early Redemption Amount: [Fair Market Value]/[Principal Amount plus accrued interest (if any) [at maturity]]/[Principal Amount plus Option Value plus Option Value Accrued Interest (if any) at maturity]/[Principal Amount plus accrued interest (if any) at maturity with option for Fair Market Value at early redemption]/[Principal Amount plus Option Value plus Option Value Accrued Interest (if any) at maturity with option for Fair Market Value at early redemption]/[Amortised Face Amount] (*Specify for Zero Coupon Notes other than Zero Coupon Notes which are CLNs*)/[●] (*Specify an amount only*)/[Index Skew Early Redemption Amount]

[Zero Coupon Amortised Face Amount] (*Specify for Single Name CLNs or Linear Basket CLNs which are Zero Coupon Notes unless a different amount is appropriate*)

[Deduction of Hedge Costs: [Applicable/Not Applicable] (*Specify if Fair Market Value (itself or as part of a broader*

calculation) is applicable)]

[Deduction of Issuer Costs and Hedging and Funding Costs: [Applicable/Not Applicable] (Specify if Fair Market Value (itself or as part of a broader calculation) is applicable)]

[Pro Rata Issuer Cost Reimbursement: [Applicable/Not Applicable] (Specify if Fair Market Value is applicable)]

[Additional Costs on account of Early Redemption: [Applicable/Not Applicable]]

13. Item 22(ii) (Section 871(m) Event) shall be amended as follows:

(ii) Section 871(m) Event: [Applicable/Not Applicable]

[If Applicable:

[Section 871(m) Event (Hedging Positions): [Applicable/Not Applicable]]

Early Redemption Amount: [Fair Market Value]/[Principal Amount plus accrued interest (if any) [at maturity]]/[Principal Amount plus Option Value plus Option Value Accrued Interest (if any) at maturity]/[Principal Amount plus accrued interest (if any) at maturity with option for Fair Market Value at early redemption]/[Principal Amount plus Option Value plus Option Value Accrued Interest (if any) at maturity with option for Fair Market Value at early redemption] /[•] (Specify an amount only)]/[Index Skew Early Redemption Amount]

[Deduction of Hedge Costs: [Applicable/Not Applicable] (Specify if Fair Market Value (itself or as part of a broader calculation) is applicable)]

[Deduction of Issuer Costs and Hedging and Funding Costs: [Applicable/Not Applicable] (*Specify if Fair Market Value (itself or as part of a broader calculation) is applicable*)]

[Pro Rata Issuer Cost Reimbursement: [Applicable/Not Applicable] (*Specify if Fair Market Value is applicable*)]

[Additional Costs on account of Early Redemption: [Applicable/Not Applicable]]

14. Item 23 (*Realisation Disruption Event*) shall be amended as follows:

23. Realisation Disruption Event: [Applicable/Not Applicable]

*If Applicable:*

Early Redemption Amount: [Fair Market Value]/[Principal Amount plus accrued interest (if any) [at maturity]]/[Principal Amount plus Option Value plus Option Value Accrued Interest (if any) at maturity]/[Principal Amount plus accrued interest (if any) at maturity with option for Fair Market Value at early redemption]/[Principal Amount plus Option Value plus Option Value Accrued Interest (if any) at maturity with option for Fair Market Value at early redemption]/[Amortised Face Amount] (*Specify for Zero Coupon Notes other than Zero Coupon Notes which are CLNs*)/[●] (*Specify an amount only*)/[Index Skew Early Redemption Amount]

[Zero Coupon Amortised Face Amount] (*Specify for Single Name CLNs or Linear Basket CLNs which are Zero Coupon Notes unless a different amount is appropriate*)

[Deduction of Hedge Costs: [Applicable/Not Applicable] (*Specify if Fair Market Value (itself or as part of a broader*

calculation) is applicable]

[Deduction of Issuer Costs and Hedging and Funding Costs: [Applicable/Not Applicable] (Specify if Fair Market Value (itself or as part of a broader calculation) is applicable)]

[Pro Rata Issuer Cost Reimbursement: [Applicable/Not Applicable] (Specify if Fair Market Value is applicable)]

[Additional Costs on account of Early Redemption: [Applicable/Not Applicable]]

15. Item 24(v) (*Underlying RMB Currency Event - Early Redemption Amount*) shall be amended as follows:

24. Underlying RMB Currency Event: [Applicable/Not Applicable] (*Always Not Applicable for Index Skew Notes*)

(i) [RMB Relevant ]  
Currency:

(ii) RMB Relevant   
Currency Valuation  
Time:

(iii) RMB Relevant Spot   
Rate Screen Page:

(iv) RMB Settlement [] (*Specify*)/[Hong Kong]  
Centre:

(v) Early Redemption [Fair Market Value]/[Principal Amount plus accrued interest (if any) [at maturity]]/[Principal Amount plus Option Value plus Option Value Accrued Interest (if any) at maturity]/[Principal Amount plus accrued interest (if any) at maturity with option for Fair Market Value at early redemption]/[Principal Amount plus Option Value plus Option Value Accrued Interest (if any) at maturity with option for Fair Market Value at early redemption]/[Best of Amount]/[Amortised Face Amount] (*Specify for Zero Coupon Notes other than Zero*)

*Coupon Notes which are CLNs)/[●] (Specify an amount only)*

*[Zero Coupon Amortised Face Amount] (Specify for Single Name CLNs or Linear Basket CLNs which are Zero Coupon Notes unless a different amount is appropriate)*

*[Deduction of Hedge Costs: [Applicable/Not Applicable] (Specify if Fair Market Value (itself or as part of a broader calculation) is applicable)]*

*[Deduction of Issuer Costs and Hedging and Funding Costs: [Applicable/Not Applicable] (Specify if Fair Market Value (itself or as part of a broader calculation) is applicable)]*

*[Pro Rata Issuer Cost Reimbursement: [Applicable/Not Applicable] (Specify if Fair Market Value is applicable)]*

*[Additional Costs on account of Early Redemption: [Applicable/Not Applicable]]*