

CITIGROUP INC. RATES BASE PROSPECTUS SUPPLEMENT (No.6) dated 13 March 2024;
CGMHI RATES BASE PROSPECTUS SUPPLEMENT (No.7) dated 13 March 2024;
CGMFL RATES BASE PROSPECTUS SUPPLEMENT (No.7) dated 13 March 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.6)

This base prospectus supplement ("**Citigroup Inc. Rates Base Prospectus Supplement (No.6)**") 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 7 July 2023 ("**Citigroup Inc. Rates Base Prospectus 2023**"), as supplemented by a Citigroup Inc. Rates Base Prospectus Supplement (No.1) dated 1 August 2023 (the "**Citigroup Inc. Rates Base Prospectus Supplement (No.1)**"), a Citigroup Inc. Rates Base Prospectus Supplement (No.2) dated 22 August 2023 (the "**Citigroup Inc. Rates Base Prospectus Supplement (No.2)**"), a Citigroup Inc. Rates Base Prospectus (Supplement No.3) dated 31 October 2023 (the "**Citigroup Inc. Rates Base Prospectus Supplement (No.3)**"), a Citigroup Inc. Rates Base Prospectus (Supplement No.4) dated 23 November 2023 (the "**Citigroup Inc. Rates Base Prospectus Supplement (No.4)**") and a Citigroup Inc. Rates Base Prospectus (Supplement No.5) dated 30 January 2024 (the "**Citigroup Inc. Rates Base Prospectus Supplement (No.5)**") in each case, prepared by Citigroup Inc. (the Citigroup Inc. Rates Base Prospectus 2023, as supplemented by the Citigroup Inc. Rates Base Prospectus Supplement (No.1), the Citigroup Inc. Rates Base Prospectus Supplement (No.2), the Citigroup Inc. Rates Base Prospectus Supplement (No.3), the Citigroup Inc. Rates Base Prospectus Supplement (No.4) and Citigroup Inc. Rates Base Prospectus Supplement (No.5), the "**Citigroup Inc. Rates Base Prospectus**"), with respect to the Citi Global Medium Term Note Programme (the "**Programme**").

CGMHI Rates Base Prospectus Supplement (No.7)

This base prospectus supplement ("**CGMHI Rates Base Prospectus Supplement (No.7)**") 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 7 July 2023 (the "**CGMHI Rates Base Prospectus 2023**"), as supplemented by a CGMHI Rates Base Prospectus Supplement (No.1) dated 1 August 2023 (the "**CGMHI Rates Base Prospectus Supplement (No.1)**"), a CGMHI Rates Base Prospectus Supplement (No.2) dated 22 August 2023 (the "**CGMHI Rates Base Prospectus Supplement (No.2)**"), a CGMHI Rates Base Prospectus Supplement (No.3) dated 12 September 2023 (the "**CGMHI Rates Base Prospectus Supplement (No.3)**"), a CGMHI Rates Base Prospectus Supplement (No.4) dated 31 October 2023 (the "**CGMHI Rates Base Prospectus Supplement (No.4)**"), a CGMHI Rates Base Prospectus Supplement (No.5) dated 23 November 2023 (the "**CGMHI Rates Base Prospectus Supplement (No.5)**") and a CGMHI Rates Base Prospectus Supplement (No.6) dated 30 January 2024 (the "**CGMHI Rates Base Prospectus Supplement (No.6)**"), in each case, prepared by Citigroup Global Markets Holdings Inc. ("**CGMHI**") and Citigroup Inc. in its capacity as the CGMHI Guarantor (the CGMHI Rates Base Prospectus 2023, as supplemented by the CGMHI Rates Base Prospectus Supplement (No.1), the CGMHI Rates Base Prospectus Supplement (No.2), the CGMHI Rates Base Prospectus Supplement (No.3), the CGMHI Rates Base Prospectus Supplement (No.4), the CGMHI Rates Base Prospectus Supplement (No.5) and the CGMHI Rates Base Prospectus Supplement (No.6), the "**CGMHI Rates Base Prospectus**"), with respect to the Programme.

CGMFL Rates Base Prospectus Supplement (No.7)

This base prospectus supplement ("**CGMFL Rates Base Prospectus Supplement (No.7)**") and, together with the Citigroup Inc. Rates Base Prospectus Supplement (No.6) and the CGMHI Rates Base Prospectus Supplement (No.7), 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 7 July 2023 (the "**CGMFL Rates Base Prospectus 2023**"), as supplemented by a CGMFL Rates Base Prospectus Supplement (No.1) dated 1 August 2023 (the "**CGMFL Rates Base Prospectus Supplement (No.1)**"), a CGMFL Rates Base Prospectus Supplement (No.2) dated 22 August 2023 (the "**CGMFL Rates Base Prospectus Supplement (No.2)**"), a CGMFL Rates Base Prospectus Supplement (No.3) dated 17 October 2023 (the "**CGMFL Rates Base Prospectus Supplement (No.3)**"), a CGMFL Rates Base Prospectus Supplement (No.4) dated 31 October 2023 (the "**CGMFL Rates Base Prospectus Supplement (No.4)**"), a CGMFL Rates Base Prospectus Supplement (No.5) dated 23 November 2023 (the "**CGMFL Rates Base Prospectus Supplement (No.5)**") and a CGMFL Rates Base Prospectus Supplement (No.6) dated 30 January 2024 (the "**CGMFL Rates Base Prospectus Supplement (No.6)**") in each case, prepared by Citigroup Global Markets Funding Luxembourg S.C.A. ("**CGMFL**") and Citigroup Global Markets Limited in its capacity as the CGMFL Guarantor (the CGMFL Rates Base Prospectus 2023, as supplemented by the CGMFL Rates Base Prospectus Supplement (No.1), the CGMFL Rates Base Prospectus Supplement (No.2), the CGMFL Rates Base Prospectus Supplement (No.3), the CGMFL Rates Base Prospectus Supplement (No.4), the CGMFL Rates Base Prospectus Supplement (No.5) and the CGMFL Rates Base Prospectus Supplement (No.6), the "**CGMFL Rates Base Prospectus**" and, together with the Citigroup Inc. Rates Base Prospectus and the CGMHI Rates Base Prospectus, the "**Base Prospectus**"), with respect to the Programme.

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.6), the CGMHI Rates Base Prospectus Supplement (No.7) and the CGMFL Rates Base Prospectus Supplement (No.7) as Base Listing Particulars Supplements (the "**Citigroup Inc. Rates Base Listing Particulars Supplement (No.6)**", the "**CGMHI Rates Base Listing Particulars Supplement (No.7)**" and the "**CGMFL Rates Base Listing Particulars Supplement (No.7)**", 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.6)", "CGMHI Rates Base Prospectus Supplement (No.7)" and "CGMFL Rates Base Prospectus Supplement (No.7)" shall be construed to be to, respectively, "Base Listing Particulars Supplement", "Citigroup Inc. Rates Base Listing Particulars Supplement (No.6)", "CGMHI Rates Base Listing Particulars Supplement (No.7)" and "CGMFL Rates Base Listing Particulars Supplement (No.7)".

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 (i) the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Rates Base Prospectus*" and "*Information relating to the CGMHI Rates Base Prospectus*" below, and (ii) the information set out in Schedule 1 hereto (*Alternative Performance Measures (Citigroup Inc. 2023 Form 10-K)*) (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 2023 Form 10-K of Citigroup Inc. on 23 February 2024

On 23 February 2024, Citigroup Inc. filed its Annual Report on Form 10-K (the "**Citigroup Inc. 2023 Form 10-K**") for the year ended 31 December 2023 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2023 Form 10-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/202402/8e13ac32-a379-4eff-922a-7071b92a5d70.pdf>). Citigroup Inc. is an Issuer under the Programme. By virtue of this Supplement, the Citigroup Inc. 2023 Form 10-K is incorporated by reference in, and forms part of, the Citigroup Inc. Rates Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2023 Form 10-K as set out below:

1. **Audited consolidated financial statements of Citigroup Inc. as of 31 December 2023 and 2022 and for the years ended 31 December 2023, 2022 and 2021, as set out in the Citigroup Inc. 2023 Form 10-K:**

	Page(s)
(a) Consolidated Statements of Income and Comprehensive Income	144-145
(b) Consolidated Balance Sheet	146-147
(c) Consolidated Statement of Changes in Stockholders' Equity	148-149
(d) Consolidated Statement of Cash Flows	150-151
(e) Notes to the Consolidated Financial Statements	152-313
(f) Report of Independent Registered Public Accounting Firm – Consolidated Financial Statements of Citigroup Inc. as of 31 December 2023 and 2022 and for the years ended 31 December 2023, 2022 and 2021	139-142

2. **Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2023 Form 10-K:**

	Page(s)
(a) Description of the principal activities of Citigroup Inc. – Overview, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment Revenues and Income (Loss) and Select Balance Sheet Items by Segment	4-30
(b) Description of the principal markets in which Citigroup Inc. competes	
(i) Services, Markets, Banking, U.S. Personal Banking, Wealth, All Other – Divestiture-	14-30

Related Impacts (Reconciling Items) and All
Other – Managed Basis

(ii)	Note 3 (<i>Operating Segments</i>) to the Consolidated Financial Statements	167-170
(c)	Description of the principal investments of Citigroup Inc. – Note 14 (<i>Investments</i>) to the Consolidated Financial Statements	201-209
(d)	Description of trends and events affecting Citigroup Inc.	
(i)	Overview, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment Revenues and Income (Loss) and Select Balance Sheet Items by Segment	4-30
(ii)	Capital Resources	31-47
(iii)	Risk Factors	48-65
(iv)	Climate Change and Net Zero	62-63
(v)	Significant Accounting Policies and Significant Estimates	130-136
(vi)	Note 1 (<i>Summary of Significant Accounting Policies</i>) to the Consolidated Financial Statements	152-163
(e)	Disclosure Controls and Procedures	136
(f)	Description of litigation involving Citigroup Inc.	303-309
(g)	Executive Officers	319-320
(h)	Citigroup Board of Directors	321
(i)	Risk Factors	48-65
(j)	Risk Management	68-129
(k)	Glossary of Terms and Acronyms	323-328

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2023 Form 10-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Alternative Performance Measures

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

Amendments to Introduction to this Document

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

Amendments to Risk Factors

The section of the Citigroup Inc. Rates Base Prospectus entitled "*Risk Factors*" shall be amended as set out in Schedule 3 to this Supplement.

Amendments to Description of the Return on the Notes

The section of the Citigroup Inc. Rates Base Prospectus entitled "*Description of the Return on the Notes*" shall be amended as set out in Schedule 4 to this Supplement.

Amendments to Taxation

The section of the Citigroup Inc. Rates Base Prospectus entitled "*Taxation*" shall be amended as set out in Schedule 5 to this Supplement.

Amendments to the General Conditions of the Notes

The section of the Citigroup Inc. Rates Base Prospectus entitled "*General Conditions of the Notes*" shall be amended as set out in Schedule 6 to this Supplement.

Amendments to the Valuation and Settlement Schedule

The section of the Citigroup Inc. Rates Base Prospectus entitled "*Valuation and Settlement Schedule*" shall be amended as set out in Schedule 7 to this Supplement.

Amendments to the 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 8 to this Supplement.

Amendments to the 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 9 to this Supplement.

Significant change and material adverse change

There has been no significant change in the financial or trading position of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2023 (the date of Citigroup Inc.'s most recently published audited annual financial statements), and there has been no material adverse change in the financial position or prospects of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2023 (the date of Citigroup Inc.'s most recently published audited annual financial statements).

There has been no significant change in the financial performance of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2023 (the date of Citigroup Inc.'s most recently published audited annual financial statements).

Legal proceedings

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see Note 30 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Form 10-K. Save as disclosed in the documents referenced above, neither Citigroup Inc. nor any of its subsidiaries is involved in, or has been involved in, any governmental, legal or arbitration proceedings that may have had, in the twelve months before the date of this Supplement, a significant effect on the financial position or profitability of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole, nor, so far as Citigroup Inc. is aware, are any such proceedings pending or threatened.

General

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Citigroup Inc. Rates Base Prospectus since the publication of the Citigroup Inc. Rates Base Prospectus Supplement (No.5).

Copies of the Citigroup Inc. Rates Base Prospectus 2023, the Citigroup Inc. Rates Base Prospectus Supplement (No.1), the Citigroup Inc. Rates Base Prospectus Supplement (No.2), the Citigroup Inc. Rates Base Prospectus Supplement (No.3), the Citigroup Inc. Rates Base Prospectus Supplement (No.4), the Citigroup Inc. Rates Base Prospectus Supplement (No.5) 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 2023 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 2023 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 2023, 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 15 March 2024.

INFORMATION RELATING TO THE CGMHI RATES BASE PROSPECTUS

Publication of the 2023 Form 10-K of Citigroup Inc. on 23 February 2024

On 23 February 2024, Citigroup Inc. filed its Annual Report on Form 10-K (the "**Citigroup Inc. 2023 Form 10-K**") for the year ended 31 December 2023 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2023 Form 10-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/202402/8e13ac32-a379-4eff-922a-7071b92a5d70.pdf>). Citigroup Inc. is CGMHI Guarantor under the Programme. By virtue of this Supplement, the Citigroup Inc. 2023 Form 10-K is incorporated by reference in, and forms part of, the CGMHI Rates Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2023 Form 10-K as set out below:

1. **Audited consolidated financial statements of Citigroup Inc. as of 31 December 2023 and 2022 and for the years ended 31 December 2023, 2022 and 2021, as set out in the Citigroup Inc. 2023 Form 10-K:**

	Page(s)
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(e) Notes to the Consolidated Financial Statements	152-313
(f) Report of Independent Registered Public Accounting Firm – Consolidated Financial Statements of Citigroup Inc. as of 31 December 2023 and 2022 and for the years ended 31 December 2023, 2022 and 2021	139-142

2. **Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2023 Form 10-K:**

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Related Impacts (Reconciling Items) and All
Other – Managed Basis

(ii)	Note 3 (<i>Operating Segments</i>) to the Consolidated Financial Statements	167-170
(c)	Description of the principal investments of Citigroup Inc. – Note 14 (<i>Investments</i>) to the Consolidated Financial Statements	201-209
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(i)	Overview, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment Revenues and Income (Loss) and Select Balance Sheet Items by Segment	4-30
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(iii)	Risk Factors	48-65
(iv)	Climate Change and Net Zero	62-63
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(f)	Description of litigation involving Citigroup Inc.	303-309
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(h)	Citigroup Board of Directors	321
(i)	Risk Factors	48-65
(j)	Risk Management	68-129
(k)	Glossary of Terms and Acronyms	323-328

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2023 Form 10-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Alternative Performance Measures

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

Amendments to Introduction to this Document

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

Amendments to Risk Factors

The section of the CGMHI Rates Base Prospectus entitled "*Risk Factors*" shall be amended as set out in Schedule 3 to this Supplement.

Amendments to Description of the Return on the Notes

The section of the CGMHI Rates Base Prospectus entitled "*Description of the Return on the Notes*" shall be amended as set out in Schedule 4 to this Supplement.

Amendments to Taxation

The section of the CGMHI Rates Base Prospectus entitled "*Taxation*" shall be amended as set out in Schedule 5 to this Supplement.

Amendments to the General Conditions of the Notes

The section of the CGMHI Rates Base Prospectus entitled "*General Conditions of the Notes*" shall be amended as set out in Schedule 6 to this Supplement.

Amendments to the Valuation and Settlement Schedule

The section of the CGMHI Rates Base Prospectus entitled "*Valuation and Settlement Schedule*" shall be amended as set out in Schedule 7 to this Supplement.

Amendments to the 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 8 to this Supplement.

Amendments to the 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 9 to this Supplement.

Significant change and material adverse change

There has been no significant change in the financial or trading position of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2023 (the date of Citigroup Inc.'s most recently published audited annual financial statements), and there has been no material adverse change in the financial position or prospects of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2023 (the date of Citigroup Inc.'s most recently published audited annual financial statements).

There has been no significant change in the financial performance of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2023 (the date of Citigroup Inc.'s most recently published audited annual financial statements).

Legal proceedings

For a discussion of CGMHI's material legal and regulatory matters, see Note 16 to the Consolidated Financial Statements included in the CGMHI 2022 Annual Report and Note 13 to the Consolidated Financial Statements included in the CGMHI 2023 Half-Yearly Financial Report. For a discussion of Citigroup Inc.'s material legal and regulatory matters, of which the matters discussed in Notes 16 and 13 (as specified above) are a part, see Note 30 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Form 10-K. Save as disclosed in the documents referenced above, neither CGMHI nor any of its subsidiaries is involved in, or has been involved in, any governmental, legal or arbitration proceedings that may have had in the twelve months before the date of this Supplement, a significant effect on the financial position or profitability of CGMHI or CGMHI and its subsidiaries taken as a whole, nor, so far as CGMHI is aware, are any such proceedings pending or threatened.

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see Note 30 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Form 10-K. Save as disclosed in the documents referenced above, neither Citigroup Inc. nor any of its subsidiaries is involved in, or has been involved in, any governmental, legal or arbitration proceedings that may have had, in the twelve months before the date of this Supplement, a significant effect on the financial position or profitability of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole, nor, so far as Citigroup Inc. is aware, are any such proceedings pending or threatened.

General

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the CGMHI Rates Base Prospectus since the publication of the CGMHI Rates Base Prospectus Supplement (No.6).

Copies of the CGMHI Rates Base Prospectus 2023, the CGMHI Rates Base Prospectus Supplement (No.1), the CGMHI Rates Base Prospectus Supplement (No.2), the CGMHI Rates Base Prospectus Supplement (No.3), the CGMHI Rates Base Prospectus Supplement (No.4), the CGMHI Rates Base Prospectus Supplement (No.5), the CGMHI Rates Base Prospectus Supplement (No.6) 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 2023 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 2023 by this Supplement and (b) any statement in the CGMHI Rates Base Prospectus or otherwise incorporated by reference into the CGMHI Rates Base Prospectus 2023, 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 15 March 2024.

INFORMATION RELATING TO THE CGMFL RATES BASE PROSPECTUS

Publication of the 2023 Form 10-K of Citigroup Inc. on 23 February 2024

On 23 February 2024, Citigroup Inc. filed its Annual Report on Form 10-K (the "**Citigroup Inc. 2023 Form 10-K**") for the year ended 31 December 2023 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2023 Form 10-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/202402/8e13ac32-a379-4eff-922a-7071b92a5d70.pdf>). Citigroup Inc. is the indirect parent company of CGMFL. By virtue of this Supplement, the Citigroup Inc. 2023 Form 10-K is incorporated by reference in, and forms part of, the CGMFL Rates Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2023 Form 10-K as set out below:

1. **Audited consolidated financial statements of Citigroup Inc. as of 31 December 2023 and 2022 and for the years ended 31 December 2023, 2022 and 2021, as set out in the Citigroup Inc. 2023 Form 10-K:**

	Page(s)
(a) Consolidated Statements of Income and Comprehensive Income	144-145
(b) Consolidated Balance Sheet	146-147
(c) Consolidated Statement of Changes in Stockholders' Equity	148-149
(d) Consolidated Statement of Cash Flows	150-151
(e) Notes to the Consolidated Financial Statements	152-313
(f) Report of Independent Registered Public Accounting Firm – Consolidated Financial Statements of Citigroup Inc. as of 31 December 2023 and 2022 and for the years ended 31 December 2023, 2022 and 2021	139-142

2. **Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2023 Form 10-K:**

	Page(s)
(a) Description of the principal activities of Citigroup Inc. – Overview, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment Revenues and Income (Loss) and Select Balance Sheet Items by Segment	4-30
(b) Description of the principal markets in which Citigroup Inc. competes	
(i) Services, Markets, Banking, U.S. Personal Banking, Wealth, All Other – Divestiture-	14-30

Related Impacts (Reconciling Items) and All
Other – Managed Basis

(ii)	Note 3 (<i>Operating Segments</i>) to the Consolidated Financial Statements	167-170
(c)	Description of the principal investments of Citigroup Inc. – Note 14 (<i>Investments</i>) to the Consolidated Financial Statements	201-209
(d)	Description of trends and events affecting Citigroup Inc.	
(i)	Overview, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment Revenues and Income (Loss) and Select Balance Sheet Items by Segment	4-30
(ii)	Capital Resources	31-47
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(v)	Significant Accounting Policies and Significant Estimates	130-136
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Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2023 Form 10-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Alternative Performance Measures

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

Amendments to Introduction to this Document

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

Amendments to Risk Factors

The section of the CGMFL Rates Base Prospectus entitled "*Risk Factors*" shall be amended as set out in Schedule 3 to this Supplement.

Amendments to Description of the Return on the Notes

The section of the CGMFL Rates Base Prospectus entitled "*Description of the Return on the Notes*" shall be amended as set out in Schedule 4 to this Supplement.

Amendments to Taxation

The section of the CGMFL Rates Base Prospectus entitled "*Taxation*" shall be amended as set out in Schedule 5 to this Supplement.

Amendments to the General Conditions of the Notes

The section of the CGMFL Rates Base Prospectus entitled "*General Conditions of the Notes*" shall be amended as set out in Schedule 6 to this Supplement.

Amendments to the Valuation and Settlement Schedule

The section of the CGMFL Rates Base Prospectus entitled "*Valuation and Settlement Schedule*" shall be amended as set out in Schedule 7 to this Supplement.

Amendments to the 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 8 to this Supplement.

Amendments to the 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 9 to this Supplement.

Legal proceedings

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see Note 30 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Form 10-K. Save as disclosed in the documents referenced above, CGMFL has not been involved in any governmental, legal or arbitration proceedings that may have had, in the twelve months preceding the date of this Supplement, a significant effect on CGMFL's financial position or profitability nor, so far as CGMFL is aware, are any such proceedings pending or threatened.

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see Note 30 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Form 10-K. Save as disclosed in the documents referenced above, CGML is not and has not been involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which CGML is aware) in the twelve months preceding the date of this Supplement which may have or have in such period had a significant effect on the financial position or profitability of CGML or CGML and its subsidiaries as a whole.

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 Supplement (No.6).

Copies of the CGMFL Rates Base Prospectus 2023, the CGMFL Rates Base Prospectus Supplement (No.1), the CGMFL Rates Base Prospectus Supplement (No.2), the CGMFL Rates Base Prospectus Supplement (No.3), the CGMFL Rates Base Prospectus Supplement (No.4), the CGMFL Rates Base Prospectus Supplement (No.5), the CGMFL Rates Base Prospectus Supplement (No.6) 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 2023 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 2023 by this Supplement and (b) any statement in the CGMFL Rates Base Prospectus or otherwise incorporated by reference into the CGMFL Rates Base Prospectus 2023, 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 15 March 2024.

SCHEDULE 1

ALTERNATIVE PERFORMANCE MEASURES (CITIGROUP INC. 2023 FORM 10-K)

The Citigroup Inc. 2023 Form 10-K contains the additional alternative performance measures (APMs) as shown in the table below:

APM	Explanation of Why Use of APM Provides Useful Information	Citigroup Inc. 2023 Form 10-K Page Reference for Basis of Calculation, Components, Reconciliation and Comparatives to Previous Reporting Periods
Non-Markets Net Interest Income	Non-Markets Net Interest Income is a non-GAAP financial measure. Citi believes the presentation of Non-Markets Net Interest Income provides a meaningful depiction of the underlying fundamentals of its broader results for investors, industry analysts and others.	Page 108
Results of operations and financial condition excluding the notable items and divestiture-related impacts	Results of operations and financial condition excluding the notable items and divestiture-related impacts are non-GAAP financial measures. Citi believes the presentation of its results of operations and financial condition excluding the impacts of these notable items and divestiture-related impacts provides a meaningful depiction of the underlying fundamentals of its broader results for investors, industry analysts and others.	Pages 6-7

SCHEDULE 2

AMENDMENTS TO INTRODUCTION TO THIS DOCUMENT

In the section "*Introduction to this Document*" on pages ii to vi of the Base Prospectus, under the heading "*What type of Notes does this Base Prospectus relate to?*":

- (i) the paragraphs set out below shall be inserted on page iv after the paragraph "(q) global interest cap notes;" as new paragraphs (r) and (s) respectively and the subsequent paragraphs renumbered accordingly:

"(t) Auto Floor Notes.

(s) Auto Cap Notes;"

- (ii) paragraph (u) on page iv shall be amended as follows:

"(u) any combination of the foregoing except that (i) FX performance notes shall not be inflation rate notes or DIR inflation linked notes; (ii) reserve coupon notes shall not be fixed rate notes, inflation rate notes or DIR inflation linked notes; (iii) Global Interest Floor Notes and Global Interest Cap Notes shall not be Fixed Rate Notes, Auto Floor Notes or Auto Cap Notes; (iv) Auto Floor Notes and Auto Cap Notes shall not be Fixed Rate Notes, Global Interest Floor Notes or Global Interest Cap Notes; (v) Notes which are credit linked notes cannot also be index skew notes; and (vi) in respect of Notes which are not Exempt Notes, interest bearing Local Access Single Name Credit Linked Notes or Local Access Basket Credit Linked Notes cannot be combined with Notes having an interest basis as described above. For the avoidance of doubt, in respect of Notes which are Exempt Notes, interest bearing Local Access Single Name Credit Linked Notes or Local Access Basket Credit Linked Notes may be combined with Notes having an interest basis as described above (subject to necessary amendments being made to the Credit Linked Conditions applicable to Local Access Single Name Credit Linked Notes or Local Access Basket Credit Linked Notes, as applicable, in the relevant Pricing Supplement); and"

- (iii) the paragraph on page v beginning "The Notes may provide for early redemption at the option of the Issuer ..." shall be amended as follows:

"The Notes may provide for early redemption at the option of the issuer (a call option) or the investor (a put option) and will, at maturity, pay a fixed redemption amount or, (i) if a DIR Inflation Linked Redemption Amount is specified as applicable in the applicable Issue Terms, an amount calculated by reference to movements in an inflation index or (ii) if the Notes are specified to be Lock-in Redemption Notes in the applicable Issue Terms, an amount calculated by reference to an FX rate or (iii) if the Notes are specified to be Rate Linked Redemption Notes in the applicable Issue Terms, an amount calculated by reference to one or more rate(s) or (iv) if the Notes are specified to be Interest Linked Redemption Notes in the applicable Issue Terms, the Redemption Amount of the Notes is specified in the applicable Issue Terms to be the Interest Linked Redemption Amount, being the sum of (x) the principal amount of the Notes plus (y) the sum of all the Interest Amounts determined in respect of the Notes (which may be a positive or negative value or zero) or (v) if the Notes are specified to be Redemption Reserve Notes, an amount determined by reference to either (x) the Total Reserve Coupon in respect of the final Interest Period or (y) the sum of the Total Redemption Reserves.

DIR Inflation Linked Notes for which a DIR Inflation Linked Redemption Amount is specified in the applicable Issue Terms, Lock-in Redemption Notes, Rate Linked Redemption Notes and Interest Linked Redemption Notes cannot also be Credit Linked Notes or Index Skew Notes.".

SCHEDULE 3

AMENDMENTS TO RISK FACTORS

The following amendments are made to the Risk Factors set out on pages 35 to 107 of the Base Prospectus:

- (i) The Risk Factor entitled "*Reserve Coupon Notes*" on page 103 shall be amended as follows:

"Reserve Coupon Notes and Redemption Reserve Notes

Where the applicable Issue Terms specify the "Reserve Coupon Note Provisions" to be applicable and Relevant Option is specified to be Option 1, if the interest rate otherwise determined in accordance with the relevant interest provisions in respect of an interest period/interest payment date (an actual coupon rate) is greater than the reserve coupon rate specified for the relevant interest period/interest payment date in the applicable Issue Terms, (i) the Interest Rate for the relevant interest period/interest payment date shall be capped at the reserve coupon rate and (ii) the amount by which such actual coupon rate exceeds the reserve coupon rate shall be carried over to "top up" the rate of interest for any succeeding interest periods/interest payment dates for which the actual coupon rate is less than the reserve coupon rate, PROVIDED THAT the Interest Rate for any succeeding interest period/interest payment date shall not exceed the reserve coupon rate. The total reserve coupon for the final interest period shall then either (i) where this is a positive number, be applied to increase the Redemption Amount of the Notes or (ii) where this is a negative number, be applied to reduce the Redemption Amount of the Notes.

Where the applicable Issue Terms specify the "Reserve Coupon Note Provisions" to be applicable and Relevant Option is specified to be Option 2, where the actual coupon rate is less than zero during the specified Initial Reserve Period, the interest amount for the relevant Interest Period will be floored at zero and the amount by which such actual coupon rate is less than zero will be added to the reserve coupon. The average of the reserve coupons for each Interest Period during the specified Initial Reserve Period will then be applied over the Remaining Reserve Period (being the remaining term of the Notes) to reduce the amount of interest paid to investors over that period. In the event that the Notes are also Redemption Reserve Notes, the sum of the Redemption Reserve Amounts during the Redemption Reserve Period shall then either (i) where this is a positive number, be applied to increase the Redemption Amount of the Notes or (ii) where this is a negative number, be applied to reduce the Redemption Amount of the Notes.

Where the applicable Issue Terms specify the "Reserve Coupon Note Provisions" to be applicable and Relevant Option is specified to be Option 3, where the actual coupon rate for an Interest Period is less than the specified Floor, the interest amount for the relevant Interest Period will equal the Floor and the amount by which such actual coupon rate is less than the Floor will be added to the total reserve coupon. The total reserve coupon will then be used to reduce the amount of any interest rate for future Interest Periods where the actual coupon rate is greater than the Floor. In addition, where the total reserve coupon for the final Interest Period is greater than zero, the total reserve coupon will be applied to reduce the Redemption Amount of the Notes (subject to the application of any floor applied to such Redemption Amount).

This may mean that, for certain interest periods, the amount of interest payable will be less than the amount of interest which would have been payable had the cap not been applied and, where applicable, the Redemption Amount in respect of the Notes may be reduced."

- (ii) The following new Risk Factors entitled "*Auto Floor Notes*" and "*Auto Cap Notes*" shall be inserted after the Risk Factor entitled "*Global Interest Cap Notes*" on page 103 of the Base Prospectus:

"Auto Floor Notes

Where the Notes are Auto Floor Notes, the specified floor will be applied to the actual coupon amount determined in respect of the Notes where such actual coupon amount is less than the specified floor, but such floor will only be applied to a number of such interest periods up to the specified Initial Floorlets Number. Where the actual coupon amount is less than the specified floor for more than such number of interest periods during the term of the Notes, the specified floor will not be applied to all such actual coupon amounts and this will decrease the amount that would have been payable had such floor been applied to all interest periods.

Auto Cap Notes

Where the Notes are Auto Cap Notes, the specified cap will be applied to the actual coupon amount determined in respect of the Notes where such actual coupon amount is more than the specified floor, but such cap will only be applied to a number of such interest periods up to the specified Initial Caplets Number. Where the actual coupon amount is more than the specified cap for more than such number of interest periods during the term of the Notes, the specified cap will not be applied to all such actual coupon amounts. Where a cap is applied, this will decrease the amount that would have been payable had such cap not been applied."

SCHEDULE 4

AMENDMENTS TO DESCRIPTION OF RETURN OF THE NOTES

The following amendments are made to the Description of the Returns on the Notes set out on pages 229 to 247 of the Base Prospectus:

(i) The paragraph entitled "*Reserve Coupon*" on page 230 shall be amended as follows:

- Reserve Coupon

A "reserve coupon" feature may be applied to the formulae for determining amounts due under the Notes, meaning that, subject as provided in the Conditions,

- if Reserve Option is specified to be Option 1 in the applicable Issue Terms, interest amounts which are greater than the reserve coupon rate being capped and the excess amounts being applied to "top up" later interest amounts up to a maximum of the reserve coupon rate. The reserve coupon rate for the final interest period shall then be applied to either increase (where the total reserve coupon is a positive number) or decrease (where the total reserve coupon is a negative number) the Redemption Amount of the Notes.; or
- if Reserve Option is specified to be Option 2 in the applicable Issue Terms, the average amount by which an actual coupon rate is less than zero for each interest period within the specified initial reserve period shall be applied to reduce interest amounts payable during the remaining term of the Notes. In addition and if specified in the applicable Issue Terms, the redemption amount may be increased or decreased by the sum of the redemption reserve amounts during the remaining reserve period; or
- if Reserve Option is specified to be Option 3 in the applicable Issue Terms, interest rates for each interest period will be floored at the specified Floor and the amount by which such actual coupon rate is less than the Floor will be used to reduce the amount of any interest rate for future interest periods where the actual coupon rate is greater than the Floor. In addition, where the total reserve coupon for the final interest period is greater than zero, the total reserve coupon will be applied to reduce the Redemption Amount of the Notes (subject to the application of any floor applied to such Redemption Amount).

- Auto Floor

An "auto floor" feature may be applied to the formulae for determining amounts due under the Notes, meaning that, subject as provided in the Conditions, the specified floor will be applied to the actual coupon amount determined in respect of the Notes where such actual coupon amount is less than the specified floor, but such floor will only be applied to a number of such interest periods up to the specified Initial Floorlets Number. Where the actual coupon amount is less than the specified floor for more than such number of interest periods during the term of the Notes, the specified floor will not be applied to all such actual coupon amounts.

- Auto Cap

An "auto cap" feature may be applied to the formulae for determining amounts due under the Notes, meaning that, the specified cap will be applied to the actual coupon

amount determined in respect of the Notes where such actual coupon amount is more than the specified cap, but such cap will only be applied to a number of such interest periods up to the specified Initial Caplets Number. Where the actual coupon amount is more than the specified cap for more than such number of interest periods during the term of the Notes, the specified cap will not be applied to all such actual coupon amounts."

SCHEDULE 5

AMENDMENTS TO TAXATION

The section of the Base Prospectus entitled "*Taxation*" shall be amended by updating and supplementing the paragraph immediately following the heading "Application of special bonds tax regime" under the heading "Czech Republic Taxation" on pages 318 to 320 of the Base Prospectus as set out below:

"In 2021, new Czech income tax rules for the taxation of bonds came into effect. According to these rules, income from bonds is classified and taxed strictly by reference to the Czech bonds regulations. However, these regulations do not consider securities to be bonds if the right to repayment of a certain amount, which is linked to such securities, depends even partially on the occurrence of a certain event. Therefore, except in cases where a Noteholder's capital is not at risk i.e. a Noteholder's investment is returned at redemption or maturity under all circumstances, it can be reasonably argued that this new tax regime does not cover instruments with complex payoff structures, such as the Notes. This Discussion assumes that the special bonds tax regime does not apply to the Notes."

SCHEDULE 6

AMENDMENTS TO THE GENERAL CONDITIONS OF THE NOTES

The General Conditions of the Notes set out in Section H.1 on pages 382 to 454 of the Base Prospectus is amended as follows:

- (i) The definition of "Amortised Face Amount" on pages 400 to 401 of the Base Prospectus shall be amended as follows:

"Amortised Face Amount" means:

- (A) where "Calculation Agent Determination of Amortised Face Amount" is specified in the applicable Issue Terms, the amount determined by the Calculation Agent as payable on the date of Early Redemption; or
- (B) where "Single Rate Amortisation Yield" is specified in the applicable Issue Terms, an amount calculated in accordance with the following formula:

$$\text{Early Redemption Amount} = \text{RP} \times (1 + \text{AY})^y$$

where:

"RP" means the Reference Price;

"AY" means the Amortisation Yield expressed as a decimal; and

"y" is the Day Count Fraction specified in the applicable Issue Terms which will be either (i) 30/360 (in which case the numerator will be equal to the number of days (calculated on the basis of a 360 day year consisting of 12 months of 30 days each) in the relevant Zero Coupon Calculation Period and the denominator will be 360) or (ii) Actual/360 (in which case the numerator will be equal to the actual number of days in the relevant Zero Coupon Calculation Period and the denominator will be 360) or (iii) "Actual/365" (in which case the numerator will be equal to the actual number of days in the relevant Zero Coupon Calculation Period and the denominator will be 365) or (iii) "Actual/Actual (ICMA)", in which case the Day Count Fraction will be determined as set out in the definition of "Zero Coupon Actual/Actual (ICMA)" below.

For the purposes of this definition:

"Zero Coupon Actual/Actual (ICMA)" means:

- (A) where the number of days in the Zero Coupon Calculation Period is equal to or shorter than the Zero Coupon Determination Period during which the Zero Coupon Calculation Period ends, the number of days in such Zero Coupon Calculation Period divided by the product of (x) the number of days in such Zero Coupon Determination Period and (y) the number of Determination Dates (as specified in the applicable Issue Terms) that would occur in one calendar year; or
- (B) where the Zero Coupon Calculation Period is longer than the Zero Coupon Determination Period during which the Zero Coupon Calculation Period ends, the sum of:
- (1) the number of days in such Zero Coupon Calculation Period falling in the Zero Coupon Determination Period in which the Zero Coupon Calculation Period begins divided by the product of (x) the number of days in such Zero Coupon Determination Period and (y) the number of Determination Dates that would occur in one calendar year; and

- (2) the number of days in such Zero Coupon Calculation Period falling in the next Zero Coupon Determination Period divided by the product of (x) the number of days in such Zero Coupon Determination Period and (y) the number of Determination Dates that would occur in one calendar year.

"**Zero Coupon Calculation Period**" means the period from (and including) the Issue Date of the first Tranche of the Notes to (but excluding) the date fixed for redemption or (as the case may be) the date upon which such Note becomes due and repayable.

"**Zero Coupon Determination Period**" means each period from (and including) a Determination Date to (but excluding) the next Determination Date, or

- (C) Where "Multiple Rate Amortisation Yield" is specified in the applicable Issue Terms, an amount calculated in accordance with the following formula:

$$\text{Early Redemption Amount} = RP \times \prod_{i=1}^t (1 + AY)^y$$

where:

"**AY**" means, in respect of a Calculation Period (*i*) (where $i = 1 \dots t$), the Amortisation Yield (expressed as a decimal) specified for such Calculation Period (*i*) in the Amortisation Yield Table under the heading "Amortisation Yield"; and

"**Calculation Period (*i*)**" means each period from (and including) the relevant Start Date to (but excluding) the relevant End Date of such period, each as specified under the heading "Calculation Period" in the Amortisation Yield Table set out in the applicable Issue Terms.

"**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.

"**RP**" means the Reference Price;

"**y**" means, in respect of a Calculation Period (*i*), the Day Count Fraction specified in the applicable Issue Terms which will be either (i) 30/360 (in which case the numerator will be equal to the number of days (calculated on the basis of a 360 day year consisting of 12 months of 30 days each) in the relevant Zero Coupon Calculation Period and the denominator will be 360) or (ii) Actual/360 (in which case the numerator will be equal to the actual number of days in the relevant Zero Coupon Calculation Period and the denominator will be 360) or (iii) "Actual/365" (in which case the numerator will be equal to the actual number of days in the relevant Zero Coupon Calculation Period and the denominator will be 365) or (iii) "Actual/Actual (ICMA)", in which case the Day Count Fraction will be determined as set out in the definition of "Zero Coupon Actual/Actual (ICMA)" below.

"**Zero Coupon Actual/Actual (ICMA)**" means:

- (A) where the number of days in the Zero Coupon Calculation Period is equal to or shorter than the Zero Coupon Determination Period during which the Zero Coupon Calculation Period ends, the number of days in such Zero Coupon Calculation Period divided by the product of (x) the number of days in such Zero Coupon Determination Period and (y) the number of Determination Dates (as specified in the applicable Issue Terms) that would occur in one calendar year; or

- (B) where the Zero Coupon Calculation Period is longer than the Zero Coupon Determination Period during which the Zero Coupon Calculation Period ends, the sum of:
- (1) the number of days in such Zero Coupon Calculation Period falling in the Zero Coupon Determination Period in which the Zero Coupon Calculation Period begins divided by the product of (x) the number of days in such Zero Coupon Determination Period and (y) the number of Determination Dates that would occur in one calendar year; and
 - (2) the number of days in such Zero Coupon Calculation Period falling in the next Zero Coupon Determination Period divided by the product of (x) the number of days in such Zero Coupon Determination Period and (y) the number of Determination Dates that would occur in one calendar year.

"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.

"Zero Coupon Determination Period" means each period from (and including) a Determination Date to (but excluding) the next Determination Date."

SCHEDULE 7

AMENDMENTS TO THE VALUATION AND SETTLEMENT SCHEDULE

The Valuation and Settlement Conditions set out in Section H of the Base Prospectus entitled "*Valuation and Settlement Schedule*" shall be amended as follows:

- (i) Valuation and Settlement Condition 4(a) (*Interest Provisions – Types of Interest*) is amended by the insertion of the following paragraphs after the paragraph (xix) beginning "in respect of Global Interest Cap Notes (as defined below),..." as new paragraphs (xx) and (xxi), respectively, on page 836 of the Base Prospectus:

"(xxi) in respect of Auto Floor Notes (as defined below), the provisions set out in Valuation and Settlement Condition 17A (*Auto Floor Notes*) (the "**Auto Floor Note Provisions**")."

"(xx) in respect of Auto Cap Notes (as defined below), the provisions set out in Valuation and Settlement Condition 17B (*Auto Cap Notes*) (the "**Auto Cap Note Provisions**")."

- (ii) Valuation and Settlement Condition 5(b)(i)(3)(I) (*Compounded Daily SONIA – Non-Index Determination*) on page 849 of the Base Prospectus shall be amended by updating and supplementing the sentence beginning "For the purposes of this sub-paragraph, "**Compounded Daily SONIA**" means..." by updating such sentence so that it states:

"For the purposes of this sub-paragraph, "**Compounded Daily SONIA**" means, in respect of an Interest Period, the rate of return of a daily compound interest investment (with the daily Sterling overnight reference rate as reference rate for the calculation of interest) calculated by the Calculation Agent in respect of the relevant Interest Determination Date as follows (and the resulting percentage will be rounded, if necessary, to the nearest one ten-thousandth of a percentage point, with 0.00005 being rounded upwards, or otherwise in accordance with applicable market convention in the derivatives market):";

- (iii) Valuation and Settlement Condition 5(b)(i)(4)(I) (*Compounded Daily SOFR – Non-Index Determination*) shall be amended by updating and supplementing the sentence beginning "**Compounded Daily SOFR** means..." set out on page 854 of the Base Prospectus by:

(a) replacing the words "fifth decimal place" with the words "nearest one-hundred thousandth of a percentage point"; and

(b) inserting the words ", or otherwise in accordance with applicable market convention in the derivatives market" immediately following the words ", with 0.000005 being rounded upwards";

- (iv) Valuation and Settlement Condition 5(b)(i)(4)(II) (*Compounded Daily SOFR – Index Determination*) shall be amended by updating and supplementing the sentence beginning "Where SOFR Floating Rate Determination is specified in the applicable Issue Terms as the manner in which the Interest Rate is to be determined..." on page 856 of the Base Prospectus by inserting the words ", or otherwise in accordance with applicable market convention in the derivatives market" immediately following the words ", with 0.000005 being rounded upwards";

- (v) The definition of "ACR" in Valuation and Settlement Condition 14 (*FX Performance Notes*) is amended as follows:

""**ACR**" or "**Actual Coupon Rate**" means, in respect of an Interest Period and/or Interest Payment Date to which the FX Performance Note Provisions apply (as specified in the applicable Issue Terms), the Interest Rate otherwise determined for such Interest Period and/or Interest Payment Date in accordance with the Valuation and Settlement Conditions prior to the application of the FX Performance Note Provisions set out in this Valuation and Settlement Condition 14 but applied either before or after, as specified in the applicable Issue Terms, the application of the Reserve Coupon Note Provisions, the Global Interest Floor Note Provisions and/or the Global Interest Cap Note Provisions.".

(vi) Valuation and Settlement Condition 15 (*Reserve Coupon Notes*) is amended as follows:

"15. Reserve Coupon Notes

(a) *Interest Rate for Reserve Coupon Notes*

Where the applicable Issue Terms specify the "Reserve Coupon Note Provisions" to be applicable to the Notes ("**Reserve Coupon Notes**") and notwithstanding anything to the contrary in the Valuation and Settlement Conditions, the Interest Rate (the "**Adjusted Interest Rate**" or "**AIR_n**") in respect of each Interest Period (*n*) to which the Reserve Coupon Note Provisions apply (as specified in the applicable Issue Terms) and the related Total Reserve Coupon will be determined by the Calculation Agent by reference to the following:

(i) where "Relevant Option" is specified to be Option 1 in the applicable Issue Terms:

- (A) if, in respect of an Interest Period (*n*), ACR_n is greater than or equal to RCR:
 - (x) AIR_n will be equal to RCR; and
 - (y) TRC_n will be determined by the Calculation Agent by reference to the following formula:

$$TRC_n = TRC_{(n-1)} + ACR_n - RCR; \text{ or}$$

- (B) if, in respect of an Interest Period (*n*), ACR_n is less than RCR, then:
 - (i) AIR_n will be determined by the Calculation Agent by reference to the following formula:
 $AIR_n = \text{Min} [(ACR_n + TRC_{(n-1)}); RCR];$ and
 - (ii) TRC_n will be determined by the Calculation Agent by reference to the following formula:
 $TRC_n = TRC_{(n-1)} + ACR_n - AIR_n;$ or

(ii) where "Relevant Option" is specified to be Option 2 in the applicable Issue Terms:

- (a) for any Interest Period (*n*) falling within the Initial Reserve Period:
 - (x) if, in respect of an Interest Period (*n*), ACR_n is greater than or equal to zero:
 - (I) AIR_n will be equal to ACR_n ; and
 - (II) TRC_n will be equal to $TRC_{(n-1)}$; or

(y) if, in respect of an Interest Period (n), ACR_n is less than zero:

(I) AIR_n will be equal to zero; and

(II) TRC_n will be determined by the Calculation Agent by reference to the following formula:

$$TRC_n = TRC_{(n-1)} + ACR_n; \text{ and}$$

(b) for any Interest Period (n) falling during the period (the "**Remaining Reserve Period**") after the Initial Reserve Period,

(x) AIR_n will be determined by the Calculation Agent by reference to the following formula:

$$AIR_n = \text{Max} \left[ACR_n + \frac{TCR_A}{RPN}; 0 \right]$$

(y) TRR_n for the purposes of Valuation and Settlement Condition 29 (*Redemption Reserve Notes*), where applicable, will be determined by the Calculation Agent by reference to the following:

(I) if ACR_n is less than zero, an amount determined by reference to the following formula:

$$TRR_n = TRR_{(n-1)} + AIR_n + ACR_n$$

(II) if ACR_n is greater than or equal to zero, TRR_n will be equal to zero; or

(iii) where "Relevant Option" is specified to be Option 3 in the applicable Issue Terms:

(A) if, in respect of an Interest Period (n), ACR_n is less than the Floor:

(x) AIR_n will be equal to the Floor; and

(y) TRC_n will be determined by the Calculation Agent by reference to the following formula:

$$TRC_n = TRC_{(n-1)} + \text{Floor} - ACR_n; \text{ or}$$

(B) if, in respect of an Interest Period (n), ACR_n is greater than or equal to the Floor, then:

(x) AIR_n will be determined by the Calculation Agent by reference to the following formula:

$$AIR_n = ACR_n - \text{Min} [TRC_{(n-1)}; (ACR_n - \text{Floor})]; \text{ and}$$

(y) TRC_n will be determined by the Calculation Agent by reference to the following formula:

$$TRC_n = TRC_{(n-1)} - \text{Min} [TRC_{(n-1)}; (ACR_n - \text{Floor})]$$

Unless otherwise expressly provided in the applicable Pricing Supplement, any interest basis, other than Fixed Rate Notes in respect of which the applicable Issue Terms specify "Accrual" to be not applicable, Inflation Rate Notes and DIR Inflation Linked Notes, may be specified to be Reserve Coupon Notes.

(b) *Definitions*

The following terms and shall have the respective meanings set out below (and terms not defined in this Valuation and Settlement Condition 15 shall have the meanings given to such terms in Valuation and Settlement Condition 5(h) (*Definitions*)):

"**ACR_n**" or "**Actual Coupon Rate**" means, in respect of an Interest Period (*n*) to which the Reserve Coupon Note Provisions apply (as specified in the applicable Issue Terms), the Interest Rate otherwise determined for such Interest Period (*n*) in accordance with the Valuation and Settlement Conditions prior to the application of the Reserve Coupon Note Provisions set out in this Valuation and Settlement Condition 15 but applied either before or after, as specified in the applicable Issue Terms, the application of the FX Performance Note Provisions for the relevant Interest Period (*n*).

"**Floor**" means the percentage specified in the applicable Issue Terms.

"**Initial Reserve Period**" means the period specified in the applicable Issue Terms.

"**RCR**" or "**Reserve Coupon Rate**" means the rate of interest specified in the applicable Issue Terms.

"**RPN**" means the number specified in the applicable Issue Terms, being the number of Interest Periods (*n*) falling within the Remaining Reserve Period.

"**TRC_(A)**" means the arithmetic average of the Total Reserve Coupons for each of the Interest Periods (*n*) in the Initial Reserve Period.

"**TRC_n**" or "**Total Reserve Coupon**" means, in respect of an Interest Period (*n*), a rate determined by the Calculation Agent as specified in Valuation and Settlement Condition 15(a) above.

"**TRC_(n-1)**" means, in respect of an Interest Period (*n*) (the "**Current Interest Period**"), the Total Reserve Coupon for the Interest Period (*n*) immediately preceding that Current Interest Period, PROVIDED THAT, "**TRC_(n-1)**" for the first Interest Period (*n*) to which the Reserve Coupon Note Provisions apply shall be zero.

"**TRR_n**" or "**Total Redemption Reserve**" means, in respect of an Interest Period (*n*), a rate determined by the Calculation Agent as specified in Valuation and Settlement Condition 15(a)(ii)(B)(y) above.

"**TRR_(n-1)**" means, in respect of a Current Interest Period, the Total Reserve Coupon for the Interest Period (*n*) immediately preceding the Current Interest Period, PROVIDED THAT, "**TRR_(n-1)**" for the first Interest Period (*n*) in the Remaining Reserve Period shall be zero.

(c) *Determination of the Interest Amount*

Subject as provided in this Valuation and Settlement Condition 15, the Interest Amount shall be determined as provided in the Valuation and Settlement Condition relating to the Actual Coupon Rate."

- (vii) The following Valuation and Settlement Conditions shall be inserted as a new Valuation and Settlement Condition 17A (*Auto Floor Notes*) and a new Valuation and Settlement Condition 17B (*Auto Cap Notes*) after Valuation and Settlement Condition 17 (*Global Interest Cap Notes*) on page 912 of the Base Prospectus:

"17A. **Auto Floor Notes**

(a) *Interest Amount in respect of an Interest Payment Date for Auto Floor Notes*

Where the applicable Issue Terms specify the "Auto Floor Note Provisions" to be applicable to the Notes ("**Auto Floor Notes**") and notwithstanding anything to the contrary in the Valuation and Settlement Conditions (other than Valuation and Settlement Condition 18 (*Restructure Interest Rate Notes*)), the Interest Amount payable in respect of each principal amount of Notes equal to the Calculation Amount (the "**Adjusted Interest Amount**" or "**AIA_n**") in respect of each Interest Period (*n*) to which the Auto Floor Note Provisions apply (as specified in the applicable Issue Terms) and the related Interest Payment Date will be an amount in the Settlement Currency determined by the Calculation Agent by reference to the following:

(i) where Floorlets Number_(n-1) is greater than zero:

(x) if ACA_n is less than the Floor Amount:

(I) AIA_n will be equal to the Floor Amount; and

(II) Floorlets Number_n will be a number determined by the Calculation Agent by reference to the following formula:

$$\text{Floorlets Number}_{(n-1)} - 1.$$

(y) if ACA_n is greater than or equal to the Floor Amount:

(I) AIA_n will be equal to ACA_n; and

(II) Floorlets Number_n will be equal to Floorlets Number_(n-1); or

(ii) where Floorlets Number_(n-1) is less than or equal to zero:

(x) AIA_n will be equal to ACA_n; and

(y) Floorlets Number_n will be equal to Floorlets Number_(n-1),

(the resultant figure for AIA_n being rounded to the nearest sub-unit of the relevant Settlement Currency, half of any such sub-unit being rounded upwards or otherwise in accordance with applicable market convention) and the provisions of the Valuation and Settlement Conditions relating to the Actual Interest Amount shall be subject to the provisions hereof.

(b) *Definitions*

The following terms and shall have the respective meanings set out below (and terms not defined in this Valuation and Settlement Condition 17A shall have the meanings given to such terms in Valuation and Settlement Condition 5(h) (*Definitions*)):

"**ACA_n**" or "**Actual Coupon Amount**" means, in respect of an Interest Period (*n*) to which the Auto Floor Note Provisions apply (as specified in the applicable Issue Terms) and the related Interest Payment Date, the Interest Amount otherwise determined for such Interest Period (*n*) respect of each principal amount of Notes equal to the Calculation Amount and such Interest Payment Date in accordance with the Valuation and Settlement Conditions prior to the application of the Auto Floor Note Provisions set out in this Valuation and Settlement Condition 17A but applied either before or after, as specified in the applicable Issue Terms, the application of the FX Performance Note Provisions for the relevant Interest Period (*n*).

"**Floor**" means the percentage specified in the applicable Issue Terms.

"**Floor Amount**" means an amount determined by the Calculation Agent as the product of (i) the Floor and (ii) the Calculation Amount.

"**Floorlets Number_n**" means, in respect of an Interest Period (*n*), a number determined by the Calculation Agent as specified in Valuation and Settlement Condition 17A(a).

"**Floorlets Number_(n-1)**" means, in respect of an Interest Period (*n*) (the "**Current Interest Period**"), the Floorlets Number_n for the Interest Period (*n*) immediately preceding the Current Interest Period. "**Floorlets Number_(n-1)**" for the first Interest Period (*n*) to which the Auto Floor Note Provisions apply shall be the Initial Floorlets Number.

"**Initial Floorlets Number**" is the number specified in the applicable Issue Terms.

(c) *Determination of the Interest Amount*

Subject as provided in this Valuation and Settlement Condition 17A, the Interest Amount shall be determined as provided in the Valuation and Settlement Condition relating to the Actual Coupon Rate.

17B. **Auto Cap Notes**

(d) *Interest Amount in respect of an Interest Payment Date for Auto Cap Notes*

Where the applicable Issue Terms specify the "Auto Cap Note Provisions" to be applicable to the Notes ("**Auto Floor Notes**") and notwithstanding anything to the contrary in the Valuation and Settlement Conditions (other than Valuation and Settlement Condition 18 (*Restructure Interest Rate Notes*)), the Interest Amount payable in respect of each principal amount of Notes equal to the Calculation Amount (the "**Adjusted Interest Amount**" or "**AIA_n**") in respect of each Interest Period (*n*) to which the Auto Cap Note Provisions apply (as specified in the applicable Issue Terms) and the related Interest Payment Date will be an amount in the Settlement Currency determined by the Calculation Agent by reference to the following:

(i) where Caplets Number_(n-1) is greater than zero:

(x) if ACA_n is greater than the Cap Amount:

(I) AIA_n will be equal to ACA_n ; and

(II) Caplets Number_n will be a number determined by the Calculation Agent by reference to the following formula:

$$\text{Caplets Number}_{(n-1)} - 1.$$

(y) if ACA_n is less than or equal to the Cap Amount:

(I) AIA_n will be equal to the Cap Amount; and

(II) Caplets Number_n will be equal to Caplets Number_(n-1); or

(ii) where Caplets Number_(n-1) is less than or equal to zero:

(x) AIA_n will be equal to the Cap Amount; and

(y) Caplets Number_n will be equal to Caplets Number_(n-1),

(the resultant figure for AIA_n being rounded to the nearest sub-unit of the relevant Settlement Currency, half of any such sub-unit being rounded upwards or otherwise in accordance with applicable market convention) and the provisions of the Valuation

and Settlement Conditions relating to the Actual Interest Amount shall be subject to the provisions hereof.

(e) *Definitions*

The following terms and shall have the respective meanings set out below (and terms not defined in this Valuation and Settlement Condition 17B shall have the meanings given to such terms in Valuation and Settlement Condition 5(h) (*Definitions*)):

"**ACA_n**" or "**Actual Coupon Amount**" means, in respect of an Interest Period (*n*) to which the Auto Floor Note Provisions apply (as specified in the applicable Issue Terms) and the related Interest Payment Date, the Interest Amount otherwise determined for such Interest Period (*n*) respect of each principal amount of Notes equal to the Calculation Amount and such Interest Payment Date in accordance with the Valuation and Settlement Conditions prior to the application of the Auto Cap Note Provisions set out in this Valuation and Settlement Condition 17B but applied either before or after, as specified in the applicable Issue Terms, the application of the FX Performance Note Provisions for the relevant Interest Period (*n*).

"**Cap**" means the percentage specified in the applicable Issue Terms.

"**Cap Amount**" means an amount determined by the Calculation Agent as the product of (i) the Cap and (ii) the Calculation Amount.

"**Caplets Number_n**" means, in respect of an Interest Period (*n*), a number determined by the Calculation Agent as specified in Valuation and Settlement Condition 17B(a).

"**Caplets Number_(n-1)**" means, in respect of an Interest Period (*n*) (the "**Current Interest Period**"), the Caplets Number_n for the Interest Period (*n*) immediately preceding the Current Interest Period. "**Caplets Number_(n-1)**" for the first Interest Period (*n*) to which the Auto Cap Note Provisions apply shall be the Initial Caplets Number.

"**Initial Caplets Number**" is the number specified in the applicable Issue Terms.

(f) *Determination of the Interest Amount*

Subject as provided in this Valuation and Settlement Condition 17B, the Interest Amount shall be determined as provided in the Valuation and Settlement Condition relating to the Actual Coupon Rate."

- (viii) The following Valuation and Settlement Condition shall be inserted as a new Valuation and Settlement Condition 29 (*Redemption Reserve Notes*) after Valuation and Settlement Condition 28 (*Interest Linked Redemption Notes*) on page 937 of the Base Prospectus:

"29. Redemption Reserve Notes

Where the Notes are expressed in the applicable Issue Terms to be Redemption Reserve Notes and the Redemption Amount of the Notes is specified in the applicable Issue Terms to be the Redemption Reserve Amount, each Note shall be redeemed on the Maturity Date at an amount determined in respect of each Calculation Amount by reference to the following formula:

- (i) where "Relevant Redemption Option" is specified to be Option 1 or Option 2 in the applicable Issue Terms, an amount determined by the Calculation Agent by reference to the following formula:

Calculation Amount x (100% + Redemption Reserve Amount); or

- (ii) where "Relevant Option" is specified to be Option 3 in the applicable Issue Terms, an amount determined by the Calculation Agent by reference to the following formula:

Calculation Amount x (100% – Redemption Reserve Amount),

provided that the Redemption Amount is subject to, if specified in the applicable Issue Terms, a minimum of the Minimum Redemption Amount and a maximum of the Maximum Redemption Amount and provided further that, Redemption Reserve Notes may only also be Reserve Coupon Notes.

Where:

"Redemption Reserve Amount" means:

- (i) where "Relevant Redemption Option" is specified to be Option 1 or Option 3 in the applicable Issue Terms, TRC_n in respect of the final Interest Period determined as specified in Valuation and Settlement Condition 15 (*Reserve Coupon Notes*) above; or
- (ii) where "Relevant Redemption Option" is specified to be Option 2 in the applicable Issue Terms, the sum of TRR_n in respect of each Interest Period (n) in the Remaining Reserve Period.

"Maximum Redemption Amount" shall be as specified in the applicable Issue Terms.

"Minimum Redemption Amount" shall be as specified in the applicable Issue Terms."

SCHEDULE 8

AMENDMENTS TO THE PRO FORMA FINAL TERMS

The pro forma Final Terms set out in Section H.3 (*Pro Forma Final Terms*) on pages 938 to 1165 of the Base Prospectus, as amended by a supplement to the Rates Base Prospectus dated 31 October 2023 is amended as follows:

- (i) Item 9 (*Type of Notes*) shall be amended as follows:

Type of Notes: [Subject as set out in paragraph 10 below,]
[Fixed Rate Notes/Floating Rate
Notes/Inflation Rate Notes/DIR Inflation
Linked Notes [that are DIR Inflation Linked
Interest Notes][and][in respect of which a DIR
Linked Redemption Amount is
applicable]/CMS Interest Linked Notes/Inverse
Floating Rate Notes/Range Accrual
Notes/Digital [Band] Notes/Spread
Notes/Volatility Bond Notes/Synthetic
Forward Rate Notes/Previous Coupon Linked
Notes/and FX Performance Notes/and Reserve
Coupon Notes/and Restructure Interest Rate
Notes/and Global Interest Floor Notes/and
Global Interest Cap Notes/and Auto Floor
Notes/and Auto Cap Notes] [The Notes are also
Lock-in Redemption Notes] [The Notes are
also Rate Linked Redemption Notes] [The
Notes are also Interest Linked Redemption
Notes] [The Notes are also Redemption
Reserve Notes] [The Notes are Zero Coupon
Notes and do not bear or pay any interest] [The
Notes are Credit Linked Notes] [The Notes are
[also] Dual Currency Notes] [The Notes are
Instalment Notes] [As set out in the table at
paragraph 10 below]

*(The Notes may be one or more of the types
described above and as further set out below)*

- (ii) Item 14(i)(A) (*Interest Provisions - Fixed Rate Note Provisions*) shall be amended as follows:

(i) (A) Fixed Rate Note [Applicable [- subject as provided in
Provisions: paragraph[s] [14(x)] [and] [14(xvi)] [and]
[14(xvii)] [below]]/Not Applicable]

*(If not applicable, delete the remaining sub-
paragraphs of this paragraph)*

- (iii) Item 14(i)(B) (*Interest Provisions - Floating Rate Note Provisions*) shall be amended as follows:

(B) Floating Rate Note [Applicable [- subject as provided in
Provisions: paragraph[s] [14(x)] [and] [14(xi)] [and]
[14(xii)] [and] [14(xiii)] [and] [14(xiv)] [and]

[14(xv)] [and] [14(xvi)] [and] [14(xvii)]
[below]] Not Applicable]

(If not applicable, delete the remaining sub-paragraphs of this paragraph)

(iv) Item 14(i)(C) (*Interest Provisions - Inflation Rate Note Provisions*) shall be amended as follows:

(C) Inflation Rate Note Provisions: [Applicable [- subject as provided in paragraph[s] [14(xii)] [and] [14(xiii)] [and] [14(xiv)] [and] [14(xv)] [and] [14(xvi)] [below]]/Not Applicable]

(If not applicable, delete the remaining sub-paragraphs of this paragraph)

(v) Item 14(i)(D) (*Interest Provisions - DIR Inflation Linked Interest Note Provisions*) shall be amended as follows:

(D) DIR Inflation Linked Interest Note Provisions: [Applicable [- subject as provided in paragraph[s] [14(xii)] [and] [14(xiii)] [and] [14(xiv)] [and] [14(xv)] [and] [14(xvi)] [below]] / Not Applicable]

(If not applicable, delete the remaining sub-paragraph of this paragraph)

(vi) Item 14(i)(E) (*Interest Provisions - CMS Interest Linked Note Provisions*) shall be amended as follows:

(E) CMS Interest Linked Note Provisions: [Applicable [- subject as provided in paragraph[s] [14(x)] [and] [14(xi)] [and] [14(xii)] [and] [14(xiii)] [and] [14(xiv)] [and] [14(xv)] [and] [14(xvi)] [and] [14(xvii)] [below]]/Not Applicable]

(If not applicable, delete the remaining sub-paragraphs of this paragraph)

(vii) Item 14(ii) (*Interest Provisions - Range Accrual Note Provisions*) shall be amended as follows:

(ii) Range Accrual Note Provisions: [Applicable [- subject as provided in paragraph[s] [14(x)] [and] [14(xi)] [and] [14(xii)] [and] [14(xiii)] [and] [14(xiv)] [and] [14(xv)] [and] [14(xvi)] [and] [14(xvii)] [below]] /Not Applicable]

(If not applicable, delete the remaining sub-paragraphs of this paragraph)

(viii) Item 14(iii) (*Interest Provisions - Digital Note Provisions*) shall be amended as follows:

(iii) Digital Note Provisions: [Applicable [- subject as provided in paragraph[s] [14(x)] [and] [14(xi)] [and] [14(xii)] [and] [14(xiii)] [and] [14(xiv)] [and] [14(xv)] [and] [14(xvi)] [and] [14(xvii)] [below]]/Not Applicable]

(If not applicable, delete the remaining subparagraphs of this paragraph)

(ix) Item 14(iv) (*Interest Provisions - Digital Band Note Provisions*) shall be amended as follows:

(iv) Digital Band Note Provisions: [Applicable [- subject as provided in paragraph[s] [14(x)] [and] [14(xi)] [and] [14(xii)] [and] [14(xiii)] [and] [14(xiv)] [and] [14(xv)] [and] [14(xvi)] [and] [14(xvii)] [below]]/Not Applicable]

(If not applicable, delete the remaining subparagraphs of this paragraph)

(x) Item 14(v) (*Interest Provisions - Inverse Floating Rate Note Provisions*) shall be amended as follows:

(v) Inverse Floating Rate Note Provisions: [Applicable [- subject as provided in paragraph[s] [14(x)] [and] [14(xi)] [and] [14(xii)] [and] [14(xiii)] [and] [14(xiv)] [and] [14(xv)] [and] [14(xvi)] [and] [14(xvii)] [below]] /Not Applicable]

(If not applicable, delete the remaining subparagraphs of this paragraph)

(xi) Item 14(vi) (*Interest Provisions - Spread Note Provisions*) shall be amended as follows:

(vi) Spread Note Provisions: [Applicable [- subject as provided in paragraph[s] [14(x)] [and] [14(xi)] [and] [14(xii)] [and] [14(xiii)] [and] [14(xiv)] [and] [14(xv)] [and] [14(xvi)] [and] [14(xvii)] [below]]/Not Applicable]

(If not applicable, delete the remaining subparagraphs of this paragraph)

(xii) Item 14(vii) (*Interest Provisions - Volatility Bond Note Provisions*) shall be amended as follows:

(vii) Volatility Bond Note Provisions: [Applicable [- subject as provided in paragraph[s] [14(x)] [and] [14(xi)] [and] [14(xii)] [and] [14(xiii)] [and] [14(xiv)] [and] [14(xv)] [and] [14(xvi)] [and] [14(xvii)] [below]]/Not Applicable]

(If not applicable, delete the remaining subparagraphs of this paragraph)

(xiii) Item 14(viii) (*Interest Provisions - Synthetic Forward Rate Note Provisions*) shall be amended as follows:

(viii) Synthetic Forward Rate Note Provisions: [Applicable [– subject as provided in paragraph[s] [14(x)] [and] [14(xi)] [and] [14(xii)] [and] [14(xiii)] [and] [14(xiv)] [and] [14(xv)] [and] [14(xvi)] [and] [14(xvii)] [below]]/Not Applicable]

(If not applicable, delete the remaining sub-paragraphs of this paragraph)

(xiv) Item 14(ix) (*Interest Provisions - Previous Coupon Linked Note Provisions*) shall be amended as follows:

(ix) Previous Coupon Linked Note Provisions: [Applicable [– subject as provided in paragraph[s] [14(x)] [and] [14(xi)] [and] [14(xii)] [and] [14(xiii)] [and] [14(xiv)] [and] [14(xv)] [and] [14(xvi)] [and] [14(xvii)] [below]]/Not Applicable]

(If not applicable, delete the remaining sub-paragraphs of this paragraph)

(xv) Item 14(x) (*Interest Provisions - FX Performance Note Provisions*) shall be amended as follows:

(x) FX Performance Note Provisions: [Applicable/Not Applicable]

(NB: If applicable, must be specified in conjunction with another Interest Basis (other than Inflation Rate Notes and DIR Inflation Linked Notes). If not applicable, delete the remaining sub-paragraphs of this paragraph)

(xvi) Item 14(x)(F) (*Interest Provisions - FX Performance Note Provisions - Application of FX Performance Note Provisions*) shall be amended as follows:

(F) [Application of FX Performance Note Provisions: The FX Performance Note Provisions shall apply [[prior to/after] the application of the [Reserve Coupon Note Provisions] [Global Interest Floor Note Provisions] [and the] [Global Interest Cap Note Provisions] [Auto Floor Note Provisions] [Auto Cap Note Provisions]] (*Insert where the Reserve Coupon Note Provisions or the Global Interest Floor Note Provisions and/or the Global Interest Cap Note Provisions or the Auto Floor Note Provisions or Auto Cap Note Provisions also apply*)

(xvii) Item 14(xi) (*Interest Provisions - Reserve Coupon Note Provisions*) shall be amended as follows:

- (xi) Reserve Coupon Note [Applicable/Not Applicable]
Provisions:
- (NB: If applicable, must be specified in conjunction with another Interest Basis (other than Fixed Rate Notes, Inflation Rate Notes and DIR Inflation Linked Notes). If not applicable, delete the remaining sub-paragraphs of this paragraph)*
- (A) Interest Period(s) / [Each Interest Period falling during the period
Interest Payment [from, and including, [●] to, but excluding, [●]
Date(s) to which] [, subject as provided in Valuation and
the Reserve Settlement Condition 28 (*Interest Linked
Coupon Note Redemption Notes*),] Each of the following
Provisions apply: Interest Payment Date(s): [●] [in each [year]
[month] from, and including, [●] to, and
including, [●]] [adjusted in accordance with
[specify Business Day Convention]/not
adjusted] [(See General Condition 6(h)
(*Business Day Convention*))] [●]
- (Where Valuation and Settlement Condition 28
(Interest Linked Redemption Notes) applies,
Interest Payment Date(s) should be the last day
of an Interest Period)*
- [PROVIDED THAT the Reserve Coupon Note
Provisions only apply where the relevant
Interest Period falls during the [Initial Interest
Basis Period] [the Changed Interest Basis
Period beginning on (and including) the Lock-
in Date [[●]/ immediately succeeding Lock-in
Event [1][2][3][●]]]
- (B) Relevant Option: Option [1]/[2]/[3]
- [- Reserve Rate [●] per cent. [per annum]/ [●]] (*Specify where
Coupon Rate (RCR): the Relevant Option is Option 1, otherwise
delete row*)
- [- Initial Reserve Period: From (and including) [●]/[the Issue Date] to
(but excluding) [●]
- RPN: [●] (*Specify where the Relevant Option is
Option 2, otherwise delete rows*)
- [- Floor: [●] (*Specify where the Relevant Option is
Option 3, otherwise delete row*)

(xviii) Item 14(xii) (*Interest Provisions - Global Interest Floor Note Provisions*) shall be amended as follows:

- (xii) Global Interest Floor Note [Applicable/Not Applicable]
Provisions:
- [If applicable, insert:*
- Floor Rate: [●] per cent.]

(NB: If applicable, must be specified in conjunction with another Interest Basis (other than Fixed Rate Notes, Auto Floor Notes and Auto Cap Notes))

(xix) Item 14(xiii) (*Interest Provisions - Global Interest Cap Note Provisions*) shall be amended as follows:

(viii) Global Interest Cap Note [Applicable/Not Applicable]
Provisions:

[If applicable, insert:

Cap Rate: [●] per cent.]

(NB: If applicable, must be specified in conjunction with another Interest Basis (other than Fixed Rate Notes, Auto Floor Notes and Auto Cap Notes))

(xx) Item 14 (*Interest Provisions*) shall be amended by the insertion of the following as new paragraphs (xiv) (*Auto Floor Note Provisions*) and (xv) (*Auto Cap Note Provisions*) respectively, and the subsequent paragraphs shall be renumbered:

(xiv) Auto Floor Note Provisions: [Applicable/Not Applicable]

(NB: If applicable, must be specified in conjunction with another Interest Basis (other than Fixed Rate Notes, Global Interest Floor Notes and Global Interest Cap Notes). If not applicable, delete the remaining subparagraphs of this paragraph)

(A) Interest Period(s) / Interest Payment Date(s) to which the Auto Floor Note Provisions apply: [Each Interest Period falling during the period [from, and including, [●] to, but excluding, [●]] [[, subject as provided in Valuation and Settlement Condition 28 (*Interest Linked Redemption Notes*),] Each of the following Interest Payment Date(s): [●] [in each [year] [month] from, and including, [●] to, and including, [●]] [adjusted in accordance with [specify Business Day Convention]/not adjusted] [(See General Condition 6(h) (*Business Day Convention*))]] [●]

(B) Initial Floorlets Number: [●]

(C) Floor: [●]

(xv) Auto Cap Note Provisions: [Applicable/Not Applicable]

(NB: If applicable, must be specified in conjunction with another Interest Basis (other than Fixed Rate Notes, Global Interest Floor Notes and Global Interest Cap Notes). If not

applicable, delete the remaining subparagraphs of this paragraph)

- (A) Interest Period(s) / Interest Payment Date(s) to which the Auto Cap Note Provisions apply: [Each Interest Period falling during the period from, and including, [●] to, but excluding, [●]] [[, subject as provided in Valuation and Settlement Condition 28 (*Interest Linked Redemption Notes*),] Each of the following Interest Payment Date(s): [●] [in each [year] [month] from, and including, [●] to, and including, [●]] [adjusted in accordance with [specify *Business Day Convention*]/not adjusted] [(See General Condition 6(h) (*Business Day Convention*))]] [●]
- (B) Initial Caplets Number: [●]
- (C) Cap: [●]

(xxi) Item 17 (*Zero Coupon Note Provisions*) of Part A of the pro forma Final Terms on page 1013 of the Base Prospectus, is amended as follows:

17. Zero Coupon Note Provisions: [Applicable/Not Applicable]
 [Calculation Agent Determination of Amortised Face Amount applies/Single Rate Amortisation Yield/Multiple Rate Amortisation Yield]
(If not applicable or if "Calculation Agent Determination of Amortised Face Amount" is specified above, delete the remaining subparagraphs of this paragraph)

(ii) Amortisation Yield: [Not Applicable]/[[●] [per cent. per annum]]
(If "Multiple Rate Amortisation Yield" is specified above, insert the below table)

[Amortisation Yield Table

i Calculation Period Amortisation Yield

Start Date	End Date
------------	----------

[● [specify date]	[specify date]	[specify per cent. per annum]
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(repeat as required)

(iii) Reference Price: [●]

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

[Not Applicable]

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

(xxii) Item 20(iii) (*Redemption Provisions - Redemption Amount*) shall be amended as follows:

(iii) Redemption Amount: [[●] (*specify*) per Calculation Amount]/[Maturity Redemption Amount] (*include for Credit Linked Notes*) [, subject as provided in Valuation and Settlement Condition 3 (*Dual Currency Notes*)]/[DIR Inflation Linked Redemption Amount] [Lock-in Redemption Amount] [Rate Linked Redemption Amount] [Interest Linked Redemption Amount] [Redemption Reserve Amount] [Redemption by Instalments]

(xxiii) Item 20(iii) (*Redemption Provisions - Redemption Amount*) shall be amended by the insertion of the following as a new sub-paragraph (E) (*Redemption Reserve Notes*), and the subsequent paragraph shall be renumbered:

(E) Redemption Reserve Notes: [Not Applicable/Applicable]

(Specify applicable only if the Notes are also Reserve Coupon Notes. Where Reserve Coupon Notes Option 1 or Option 3 applies, specify applicable. Where Reserve Coupon Notes Option 2 applies, applicable or not applicable may be specified. If not applicable delete the remaining sub-paragraphs of this paragraph)

- Relevant Redemption Option [1]/[2]/[3]
Option: *(To follow the election set out in item 14(xi)(B) above)*
- Minimum Redemption Amount: [●]/[Not Applicable]
- Maximum Redemption Amount: [●]/[Not Applicable]

(xxiv) The Interest Basis Table set out in the Pro Forma Final Terms Drafting Notes Schedule 1 shall be amended as follows:

(Insert the table below into paragraph 10 (Automatic Change of Interest Basis) of the Pro Forma Final Terms, as required)

Interest Basis Table		
Interest Commen	[Interest Period End Date(s) /	Type of Notes

cement Date	Interest Payment Date(s)]	
[specify date]	[specify date]	[Fixed Rate Notes/Floating Rate Notes/Inflation Rate Notes/DIR Inflation Linked Notes [that are DIR Inflation Linked Interest Notes][and][in respect of which a DIR Linked Redemption Amount is applicable]/CMS Interest Linked Notes/Inverse Floating Rate Notes/Range Accrual Notes/Digital [Band] Notes/Spread Notes/Volatility Bond Notes/Synthetic Forward Rate Notes/Previous Coupon Linked Notes/and FX Performance Notes/and Reserve Coupon Notes/and Restructure Interest Rate Notes/and Global Interest Floor Notes/and Global Interest Cap Notes/and Auto Floor Notes/and Auto Cap Notes] [The Notes are also Lock-in Redemption Notes] [The Notes are also Rate Linked Redemption Notes] [The Notes are also Interest Linked Redemption Notes] [The Notes are Zero Coupon Notes and do not bear or pay any interest] [The Notes are Credit Linked Notes] [The Notes are [also] Lock-in Redemption Notes/[and] Rate Linked Redemption Notes/[and] Dual Currency Notes]
[specify date] (repeat as required)	[specify date] (repeat as required)	[specify] (repeat as required)

(xxv) The Reserve Coupon Table for Reserve Coupon Notes set out in the Pro Forma Final Terms Drafting Notes Schedule 1 shall be removed in its entirety.

SCHEDULE 9

AMENDMENTS TO THE PRO FORMA PRICING SUPPLEMENT

The pro forma Pricing Supplement set out in Section H.4 (*Pro forma Pricing Supplement*) on pages 1160 to 1382 of the Base Prospectus, as amended by a supplement to the Rates Base Prospectus dated 31 October 2023 is amended as follows:

- (i) Item 9 (*Type of Notes*) shall be amended as follows:

9. Type of Notes: [Subject as set out in paragraph 10 below,] [Fixed Rate Notes/Floating Rate Notes/Inflation Rate Notes/DIR Inflation Linked Notes [that are DIR Inflation Linked Interest Notes][and][in respect of which a DIR Linked Redemption Amount is applicable]/CMS Interest Linked Notes/Inverse Floating Rate Notes/Range Accrual Notes/Digital [Band] Notes/Spread Notes/Volatility Bond Notes/Synthetic Forward Rate Notes/Previous Coupon Linked Notes/and FX Performance Notes/and Reserve Coupon Notes/and Restructure Interest Rate Notes/and Global Interest Floor Notes/and Global Interest Cap Notes/and Auto Floor Notes/and Auto Cap Notes] [The Notes are also Lock-in Redemption Notes] [The Notes are also Rate Linked Redemption Notes] [The Notes are also Interest Linked Redemption Notes] [The Notes are also Redemption Reserve Notes] [The Notes are Zero Coupon Notes and do not bear or pay any interest] [The Notes are Credit Linked Notes] [The Notes are [also] Dual Currency Notes] [The Notes are Instalment Notes] [As set out in the table at paragraph 10 below]

(The Notes may be one or more of the types described above and as further set out below)

- (ii) Item 14(i)(A) (*Interest Provisions - Fixed Rate Note Provisions*) shall be amended as follows:

(i) (A) Fixed Rate Note Provisions: [Applicable [- subject as provided in paragraph[s] [[14(x)] [and] [14(xvi)] [and] [14(xvii)] [below]]/Not Applicable]

- (iii) Item 14(i)(B) (*Interest Provisions - Floating Rate Note Provisions*) shall be amended as follows:

(A) Floating Rate Note Provisions: [Applicable [- subject as provided in paragraph[s] [14(x)] [and] [14(xi)] [and] [14(xii)] [and] [14(xiii)] [and] [14(xiv)] [and] [14(xv)] [and] [14(xvi)] [and] [14(xvii)] [below]]/Not Applicable]

- (iv) Item 14(i)(C) (*Interest Provisions - Inflation Rate Note Provisions*) shall be amended as follows:

- (B) Inflation Rate Note [Applicable [– subject as provided in paragraph[s] [14(xii)] [and] [14(xiii)] [and] [14(xiv)] [and] [14(xv)] [and] [14(xvi)] [below]]/Not Applicable]
- Provisions:
- (v) Item 14(i)(D) (*Interest Provisions - DIR Inflation Linked Interest Note Provisions*) shall be amended as follows:
- (C) DIR Inflation Linked Interest Note [Applicable [– subject as provided in paragraph[s] [14(xii)] [and] [14(xiii)] [and] [14(xiv)] [and] [14(xv)] [and] [14(xvi)] [below]] / Not Applicable]
- Provisions:
- (vi) Item 14(i)(E) (*Interest Provisions - CMS Interest Linked Note Provisions*) shall be amended as follows:
- (D) CMS Interest Linked Note [Applicable[– subject as provided in paragraph[s] [14(x)] [and] [14(xi)] [and] [14(xii)] [and] [14(xiii)] [and] [14(xiv)] [and] [14(xv)] [and] [14(xvi)] [and] [14(xvii)] [below]]]/Not Applicable]
- Provisions:
- (vii) Item 14(ii) (*Interest Provisions - Range Accrual Note Provisions*) shall be amended as follows:
- (ii) Range Accrual Note [Applicable [– subject as provided in paragraph[s] [14(x)] [and] [14(xi)] [and] [14(xii)] [and] [14(xiii)] [and] [14(xiv)] [and] [14(xv)] [and] [14(xvi)] [and] [14(xvii)] [below]]]/Not Applicable]
- Provisions:
- (viii) Item 14(iii) (*Interest Provisions - Digital Note Provisions*) shall be amended as follows:
- (iii) Digital Note Provisions: [Applicable [– subject as provided in paragraph[s] [14(x)] [and] [14(xi)] [and] [14(xii)] [and] [14(xiii)] [and] [14(xiv)] [and] [14(xv)] [and] [14(xvi)] [and] [14(xvii)] [below]]]/Not Applicable]
- (*If not applicable, delete the remaining subparagraphs of this paragraph*)
- (ix) Item 14(iv) (*Interest Provisions - Digital Band Note Provisions*) shall be amended as follows:
- (iv) Digital Band Note [Applicable [– subject as provided in paragraph[s] [14(x)] [and] [14(xi)] [and] [14(xii)] [and] [14(xiii)] [and] [14(xiv)] [and] [14(xv)] [and] [14(xvi)] [and] [14(xvii)] [below]]]/Not Applicable]
- Provisions:

(If not applicable, delete the remaining subparagraphs of this paragraph)

(x) Item 14(v) (*Interest Provisions - Inverse Floating Rate Note Provisions*) shall be amended as follows:

(v) Inverse Floating Rate Note Provisions: [Applicable [– subject as provided in paragraph[s] [14(x)] [and] [14(xi)] [and] [14(xii)] [and] [14(xiii)] [and] [14(xiv)] [and] [14(xv)] [and] [14(xvi)] [and] [14(xvii)] [below]]]/Not Applicable]

(xi) Item 14(vi) (*Interest Provisions - Spread Note Provisions*) shall be amended as follows:

(vi) Spread Note Provisions: [Applicable [– subject as provided in paragraph[s] [14(x)] [and] [14(xi)] [and] [14(xii)] [and] [14(xiii)] [and] [14(xiv)] [and] [14(xv)] [and] [14(xvi)] [and] [14(xvii)] [below]]]/Not Applicable]

(If not applicable, delete the remaining subparagraphs of this paragraph)

(xii) Item 14(vii) (*Interest Provisions - Volatility Bond Note Provisions*) shall be amended as follows:

(vii) Volatility Bond Note Provisions: [Applicable [– subject as provided in paragraph[s] [14(x)] [and] [14(xi)] [and] [14(xii)] [and] [14(xiii)] [and] [14(xiv)] [and] [14(xv)] [and] [14(xvi)] [and] [14(xvii)] [below]]]/Not Applicable]

(If not applicable, delete the remaining subparagraphs of this paragraph)

(xiii) Item 14(viii) (*Interest Provisions - Synthetic Forward Rate Note Provisions*) shall be amended as follows:

(viii) Synthetic Forward Rate Note Provisions: [Applicable [– subject as provided in paragraph[s] [14(x)] [and] [14(xi)] [and] [14(xii)] [and] [14(xiii)] [and] [14(xiv)] [and] [14(xv)] [and] [14(xvi)] [and] [14(xvii)] [below]]]/Not Applicable]

(If not applicable, delete the remaining subparagraphs of this paragraph)

(xiv) Item 14(ix) (*Interest Provisions - Previous Coupon Linked Note Provisions*) shall be amended as follows:

- (ix) Previous Coupon Linked Note Provisions: [Applicable [- subject as provided in paragraph[s] [14(x)] [and] [14(xi)] [and] [14(xii)] [and] [14(xiii)] [and] [14(xiv)] [and] [14(xv)] [and] [14(xvi)] [and] [14(xvii)] [below]]/Not Applicable]

(If not applicable, delete the remaining sub-paragraphs of this paragraph)

- (xv) Item 14(x) (*Interest Provisions - FX Performance Note Provisions*) shall be amended as follows:

- (x) FX Performance Note Provisions: [Applicable/Not Applicable]

(NB: If applicable, must be specified in conjunction with another Interest Basis (other than Inflation Rate Notes and DIR Inflation Linked Notes). If not applicable, delete the remaining sub-paragraphs of this paragraph)

- (xvi) Item 14(x)(F) (*Interest Provisions - FX Performance Note Provisions - Application of FX Performance Note Provisions*) shall be amended as follows:

- (A) [Application of FX Performance Note Provisions: The FX Performance Note Provisions shall apply [[prior to/after] the application of the [Reserve Coupon Note Provisions] [Global Interest Floor Note Provisions] [and the] [Global Interest Cap Note Provisions] [Auto Floor Note Provisions] [Auto Cap Note Provisions]] *(Insert where the Reserve Coupon Note Provisions or the Global Interest Floor Note provisions and/or the Global Interest Cap Note Provisions or the Auto Floor Note Provisions or Auto Cap Note Provisions also apply)*

- (xvii) Item 14(xi) (*Interest Provisions - Reserve Coupon Note Provisions*) shall be amended as follows:

- (xi) Reserve Coupon Note Provisions: [Applicable/Not Applicable]

(NB: If applicable, must be specified in conjunction with another Interest Basis (other than Fixed Rate Notes, Inflation Rate Notes and DIR Inflation Linked Notes). If not applicable, delete the remaining sub-paragraphs of this paragraph)

- (A) Interest Period(s) / Interest Payment Date(s) to which the Reserve Coupon Note Provisions apply: [Each Interest Period falling during the period [from, and including, [●] to, but excluding, [●]] [[, subject as provided in Valuation and Settlement Condition 28 (*Interest Linked Redemption Notes*).] Each of the following Interest Payment Date(s): [●] [in each [year] [month] from, and including,

[●] to, and including, [●] [adjusted in accordance with [specify Business Day Convention]/not adjusted] [(See General Condition 6(h) (Business Day Convention))]
[●]

(Where Valuation and Settlement Condition 28 (Interest Linked Redemption Notes) applies, Interest Payment Date(s) should be the last day of an Interest Period)

[PROVIDED THAT the Reserve Coupon Note Provisions only apply where the relevant Interest Period falls during the [Initial Interest Basis Period] [the Changed Interest Basis Period beginning on (and including) the Lock-in Date [[●]/immediately succeeding Lock-in Event [1][2][3][●]]]

(B) Relevant Option: Option [1]/[2]/[3]

[- Reserve Coupon Rate (RCR): [●] per cent. [per annum]/ [●] (*Specify where the Relevant Option is Option 1, otherwise delete row*)

[- From (and including) [●]/[the Issue Date] to (but excluding) [●]
Initial Reserve Period:

- RPN: [●] (*Specify where the Relevant Option is Option 2, otherwise delete rows*)

[- Floor: [●] (*Specify where the Relevant Option is Option 3, otherwise delete row*)

(xviii) Item 14(xii) (*Interest Provisions - Global Interest Floor Note Provisions*) shall be amended as follows:

(xii) Global Interest Floor Note Provisions: [Applicable/Not Applicable]

[If applicable, insert:

Floor Rate: [●] per cent.]

(NB: If applicable, must be specified in conjunction with another Interest Basis (other than Fixed Rate Notes, Auto Floor Notes and Auto Cap Notes))

(xix) Item 14(xiii) (*Interest Provisions - Global Interest Cap Note Provisions*) shall be amended as follows:

(xiii) Global Interest Cap Note [Applicable/Not Applicable]
Provisions:

[If applicable, insert:

Cap Rate: [●] per cent.]

(NB: If applicable, must be specified in conjunction with another Interest Basis (other than Fixed Rate Notes, Auto Floor Notes and Auto Cap Notes))

(xx) Item 14 (*Interest Provisions*) shall be amended by the insertion of the following as new paragraphs (xiv) (*Auto Floor Note Provisions*) and (xv) (*Auto Cap Note Provisions*) respectively, and the subsequent paragraphs shall be renumbered:

(xiv) Auto Floor Note [Applicable/Not Applicable]
Provisions:

(NB: If applicable, must be specified in conjunction with another Interest Basis (other than Fixed Rate Notes, Global Interest Floor Notes and Global Interest Cap Notes). If not applicable, delete the remaining subparagraphs of this paragraph)

(A) Interest Period(s) / [Each Interest Period falling during the
Interest Payment period [from, and including, [●] to, but
Date(s) to which the excluding, [●]] [[, subject as provided in
Auto Floor Note Valuation and Settlement Condition 28
Provisions apply: (*Interest Linked Redemption Notes*),] Each of
the following Interest Payment Date(s): [●]
[in each [year] [month] from, and including,
[●] to, and including, [●]] [adjusted in
accordance with [*specify Business Day
Convention*]/not adjusted] [(See General
Condition 6(h) (*Business Day Convention*))]]
[●]

(B) Initial Floorlets [●]
Number:

(C) Floor: [●]

(xv) Auto Cap Note Provisions: [Applicable/Not Applicable]

(NB: If applicable, must be specified in conjunction with another Interest Basis (other than Fixed Rate Notes, Global Interest Floor Notes and Global Interest Cap Notes). If not applicable, delete the remaining subparagraphs of this paragraph)

(A) Interest Period(s) / [Each Interest Period falling during the
Interest Payment period [from, and including, [●] to, but
Date(s) to which the excluding, [●]] [[, subject as provided in
Valuation and Settlement Condition 28
(*Interest Linked Redemption Notes*),] Each of

Auto Cap Note the following Interest Payment Date(s): [●]
 Provisions apply: [in each [year] [month] from, and including,
 [●] to, and including, [●]] [adjusted in
 accordance with [*specify Business Day
 Convention*]/not adjusted] [(See General
 Condition 6(h) (*Business Day Convention*))]
 [●]

(B) Initial Caplets [●]
 Number:

(C) Cap: [●]

(xxi) Item 17 (*Zero Coupon Note Provisions*) of Part A of the pro forma Pricing Supplement on page 1342 of the Base Prospectus, is amended as follows:

17. Zero Coupon Note Provisions: [Applicable/Not Applicable]
 [Calculation Agent Determination of Amortised
 Face Amount applies/Single Rate Amortisation
 Yield/Multiple Rate Amortisation Yield]
*(If not applicable or if "Calculation Agent
 Determination of Amortised Face Amount" is
 specified above, delete the remaining sub-
 paragraphs of this paragraph)*

(ii) Amortisation Yield: [Not Applicable]/[[●] [per cent. per annum]]
*(If "Multiple Rate Amortisation Yield" is
 specified above, insert the below table)*

[Amortisation Yield Table

***i* Calculation Period Amortisation Yield**

Start End
Date Date

[● [specify [specify [specify per cent. per
] date] date] annum]

(repeat as required)

(iii) Reference Price: [●]

(iv) Day Count Fraction in relation to Early Redemption Amounts: [[30/360]
 [Actual/360]
 [Actual/365]]
 [Not Applicable]
 [Actual/Actual (ICMA), for which purpose the
 Determination Dates shall be [●] in each year]

(xxii) Item 20(iii) (*Redemption Provisions - Redemption Amount*) shall be amended as follows:

(xvi) Redemption Amount: (specify) per Calculation Amount/[Maturity Redemption Amount] (include for Credit Linked Notes) [, subject as provided in Valuation and Settlement Condition 3 (*Dual Currency Notes*)]/[DIR Inflation Linked Redemption Amount] [Lock-in Redemption Amount] [Rate Linked Redemption Amount] [Interest Linked Redemption Amount] [Redemption Reserve Amount] [Redemption by Instalments]

(xxiii) Item 20(iii) (*Redemption Provisions - Redemption Amount*) shall be amended by the insertion of the following as a new sub-paragraph (E) (*Redemption Reserve Notes*), and the subsequent paragraph shall be renumbered:

(E) Redemption Reserve Notes: [Not Applicable/Applicable] (Specify applicable only if the Notes are also Reserve Coupon Notes. Where Reserve Coupon Notes Option 1 or Option 3 applies, specify applicable. Where Reserve Coupon Notes Option 2 applies, applicable or not applicable may be specified. If not applicable delete the remaining sub-paragraphs of this paragraph)

- Relevant Redemption Option: Option [1]/[2]/[3] (To follow the election set out in item 14(xi)(B) above)
- Minimum Redemption Amount: /[Not Applicable]
- Maximum Redemption Amount: /[Not Applicable]

(xxiv) The Interest Basis Table set out in the Pro Forma Pricing Supplement Drafting Notes Schedule 1 shall be amended as follows:

(Insert the table below into paragraph 10 (Automatic Change of Interest Basis) of the Pro Forma Pricing Supplement, as required)

Interest Basis Table		
Interest Commencement Date	[Interest Period End Date(s) / Interest Payment Date(s)]	Type of Notes
[specify date]	[specify date]	[Fixed Rate Notes / [and] Floating Rate Notes / [and] Inflation Rate Notes / [and] DIR Inflation Linked Interest Notes / [and] CMS Interest Linked Notes / [and] Inverse Floating Rate Notes / [and] Range Accrual Notes / [and] Digital [Band] Notes / [and] Spread Notes / [and] Volatility Bond Notes / [and] Synthetic Forward Rate Notes / [and] Previous Coupon Linked Notes/[and] FX Performance Notes/[and] Reserve Coupon Notes/[and] Global Interest Floor Notes/[and] Global Interest Cap Notes/[and] Auto Floor Notes/[and] Auto Cap Notes/[and] Restructure Interest Rate Notes/[and] Lock-in Redemption Notes/[and] Rate Linked Redemption Notes/[and] Interest Linked Redemption Notes/[and] Dual Currency Notes]
[specify date] (repeat as required)	[specify date] (repeat as required)	[specify] (repeat as required)

(xxv) The Reserve Coupon Table for Reserve Coupon Notes set out in the Pro Forma Pricing Supplement Drafting Notes Schedule 1 shall be removed in its entirety.