

CITIGROUP INC. UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.3) dated 5 May 2022, CGMHI UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.3) dated 5 May 2022 and CGMFL UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.3) dated 5 May 2022



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 U.S.\$80,000,000,000 Global Medium Term Note Programme

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

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

This base prospectus supplement (the "**Citigroup Inc. ULN Base Prospectus Supplement (No.3)**") constitutes a supplement for the purposes of (i) Article 23 of Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**") and (ii) Part IV of the Luxembourg Law dated 16 July 2019 relating to prospectuses for securities (the "**Luxembourg Prospectus Law**") and is supplemental to, and must be read in conjunction with, the Underlying Linked Notes Base Prospectus dated 17 December 2021 (the "**Citigroup Inc. ULN Base Prospectus 2021**"), as supplemented by a Citigroup Inc. ULN Base Prospectus Supplement (No.1) dated 1 February 2022 (the "**Citigroup Inc. ULN Base Prospectus Supplement (No.1)**"), and a Citigroup Inc. ULN Base Prospectus Supplement (No.2) dated 16 March 2022 (the "**Citigroup Inc. ULN Base Prospectus Supplement (No.2)**"), in each case, prepared by Citigroup Inc. (the Citigroup Inc. ULN Base Prospectus 2021, the Citigroup Inc. ULN Base Prospectus Supplement (No.1), and the Citigroup Inc. ULN Base Prospectus Supplement (No.2), together the "**Citigroup Inc. ULN Base Prospectus**") with respect to the Citi U.S.\$80,000,000,000 Global Medium Term Note Programme (the "**Programme**").

This base prospectus supplement (the "**CGMHI ULN Base Prospectus Supplement (No.3)**") also constitutes a supplement for the purposes of (i) Article 23 of the EU Prospectus Regulation and (ii) Part IV of the Luxembourg Prospectus Law and is supplemental to, and must be read in conjunction with, the Underlying Linked Notes Base Prospectus dated 17 December 2021 (the "**CGMHI ULN Base Prospectus 2021**"), as supplemented by a CGMHI ULN Base Prospectus Supplement (No.1) dated 1 February 2022 (the "**CGMHI ULN Base Prospectus Supplement (No.1)**"), and a CGMHI ULN Base Prospectus Supplement (No.2) dated 16 March 2022 (the "**CGMHI ULN Base Prospectus Supplement (No.2)**"), in each case, prepared by Citigroup Global Markets Holdings Inc. ("**CGMHI**") and Citigroup Inc. in its capacity as the CGMHI Guarantor (the CGMHI ULN Base Prospectus 2021, the CGMHI ULN

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

This base prospectus supplement (the "**CGMFL ULN Base Prospectus Supplement (No.3)**") and, together with the Citigroup Inc. ULN Base Prospectus Supplement (No.3) and the CGMHI ULN Base Prospectus Supplement (No.3), the "**Supplement**") also constitutes a supplement for the purposes of (i) Article 23 of the EU Prospectus Regulation and (ii) Part IV of the Luxembourg Prospectus Law and is supplemental to, and must be read in conjunction with, the Underlying Linked Notes Base Prospectus dated 17 December 2021 (the "**CGMFL ULN Base Prospectus 2021**") as supplemented by a CGMFL ULN Base Prospectus Supplement (No.1) dated 1 February 2022 (the "**CGMFL ULN Base Prospectus Supplement (No.1)**"), and a CGMFL ULN Base Prospectus Supplement (No.2) dated 16 March 2022 (the "**CGMFL ULN Base Prospectus Supplement (No.2)**"), in each case, prepared by Citigroup Global Markets Funding Luxembourg S.C.A. ("**CGMFL**") and Citigroup Global Markets Limited in its capacity as the CGMFL Guarantor (the CGMFL ULN Base Prospectus 2021, the CGMFL ULN Base Prospectus Supplement (No.1), and the CGMFL ULN Base Prospectus Supplement (No.2), together the "**CGMFL ULN Base Prospectus**" and, together with the Citigroup Inc. ULN Base Prospectus and the CGMHI ULN Base Prospectus, the "**Base Prospectus**"), with respect to the Programme.

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 Securities that are the subject of the Base Prospectus. Investors should make their own assessment as to the suitability of investing in the Securities. This Supplement has also been approved by the Luxembourg Stock Exchange under Part IV of the Luxembourg Prospectus Law and the Rules and Regulations of the Luxembourg Stock Exchange.

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

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

Citigroup Inc. accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the CGMHI ULN Base Prospectus*" and "*Information relating to the CGMFL ULN Base Prospectus*" below). To the best of the knowledge of Citigroup Inc., the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the CGMHI ULN Base Prospectus*" and "*Information relating to the CGMFL ULN Base Prospectus*" below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

CGMHI accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. ULN Base Prospectus*" and "*Information relating to the CGMFL ULN Base Prospectus*" below). To the best of the knowledge of CGMHI, the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. ULN Base Prospectus*" and "*Information relating to the CGMFL ULN Base Prospectus*" below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

The CGMHI Guarantor accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. ULN Base Prospectus*" and "*Information relating to the CGMFL ULN Base Prospectus*" below). To the best of the knowledge of the CGMHI Guarantor, the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. ULN Base Prospectus*" and "*Information relating to the CGMFL ULN Base Prospectus*" below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

CGMFL accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. ULN Base Prospectus*" and "*Information relating to the CGMHI ULN Base Prospectus*" below). To the best of the knowledge of CGMFL, the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. ULN Base Prospectus*" and "*Information relating to the CGMHI ULN Base Prospectus*" below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

The CGMFL Guarantor accepts responsibility for the information contained in this Supplement (excluding (i) the paragraphs set out under the headings "*Information relating to the Citigroup Inc. ULN Base Prospectus*" and "*Information relating to the CGMHI ULN Base Prospectus*" below, and (ii) the information set out in Schedule 1 hereto (*Alternative Performance Measures (Citigroup Inc. 2022 Q1 Form 8-K)*)). To the best of the knowledge of the CGMFL Guarantor, the information contained in this Supplement (excluding (i) the paragraphs set out under the headings "*Information relating to the Citigroup Inc. ULN Base Prospectus*" and "*Information relating to the CGMHI ULN Base Prospectus*" below, and (ii) the information set out in Schedule 1 hereto (*Alternative Performance Measures (Citigroup Inc. 2022 Q1 Form 8-K)*)) is in accordance with the facts and does not omit anything likely to affect the import of such information.

INFORMATION RELATING TO THE CITIGROUP INC. ULN BASE PROSPECTUS

Publication of the Form 8-K of Citigroup Inc. on 14 April 2022

On 14 April 2022, Citigroup Inc. (as an Issuer under the Programme) filed a Current Report on Form 8-K (the "**Citigroup Inc. 2022 Q1 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 31 March 2022. A copy of the Citigroup Inc. 2022 Q1 Form 8-K has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202204/bd646814-0923-457c-bb2f-b4f13896a786.PDF>). By virtue of this Supplement, the Citigroup Inc. 2022 Q1 Form 8-K is incorporated by reference in, and forms part of, the Citigroup Inc. ULN Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2022 Q1 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 14 April 2022, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-15
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 March 2022.	Exhibit Number 99.2 on pages 16-34

Any information not listed in the cross-reference list above but included in the Citigroup Inc. 2022 Q1 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or not relevant for investors.

Alternative Performance Measures

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

Amendments to the Introduction to the Base Prospectus

The information in the introduction to the Base Prospectus set out in the cover pages of the Citigroup Inc. ULN Base Prospectus entitled "*Introduction to this Document*" shall be amended as set out in Schedule 2 to this Supplement.

Amendments to Credit Ratings

The information relating to credit ratings set out in the cover pages of the Citigroup Inc. ULN Base Prospectus entitled "*Credit Ratings*" shall be amended as set out in Schedule 3 to this Supplement.

Amendments to the Valuation and Settlement Schedule

The Valuation and Settlement Conditions set out in Section G of the Citigroup Inc. ULN Base Prospectus entitled "*Valuation and Settlement Schedule*" shall be amended as set out in Schedule 4 to this Supplement.

Amendments to the Pro Forma Final Terms

The Pro Forma Final Terms set out in Section G.3 of the Citigroup Inc. ULN Base Prospectus entitled "*Pro Forma Final Terms*" shall be amended as set out in Schedule 5 to this Supplement.

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in Section G.4 of the Citigroup Inc. ULN Base Prospectus entitled "*Pro Forma Pricing Supplement*" shall be amended as set out in Schedule 6 to this Supplement.

General

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Citigroup Inc. ULN Base Prospectus since the publication of the Citigroup Inc. ULN Base Prospectus Supplement (No.2).

Copies of the Citigroup Inc. ULN Base Prospectus 2021, the Citigroup Inc. ULN Base Prospectus Supplement (No.1), the Citigroup Inc. ULN Base Prospectus Supplement (No.2) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Securities remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference in the Citigroup Inc. ULN Base Prospectus 2021 will be available on the website specified for each such document in the Citigroup Inc. ULN Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Citigroup Inc. ULN Base Prospectus 2021 by this Supplement and (b) any statement in the Citigroup Inc. ULN Base Prospectus or otherwise incorporated by reference into the Citigroup Inc. ULN Base Prospectus 2021, the statements in (a) above will prevail.

The information under Schedule 4 entitled "*Amendments to the Valuation and Settlement Schedule*" and Schedule 5 entitled "*Amendments to the Pro Forma Final Terms*" shall only apply to Final Terms dated on or after the date hereof (the "**Relevant Information**"). For the avoidance of doubt, the Relevant Information shall not apply to Final Terms dated prior to the date hereof (or Amended and Restated Final Terms dated on or after the date hereof which relate to such Final Terms).

Withdrawal rights

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

INFORMATION RELATING TO THE CGMHI ULN BASE PROSPECTUS

Publication of the Form 8-K of Citigroup Inc. on 14 April 2022

On 14 April 2022, Citigroup Inc. (as CGMHI Guarantor under the Programme) filed a Current Report on Form 8-K (the "**Citigroup Inc. 2022 Q1 Form 8-K**") with the Securities and Exchange Commission of the United States (the "SEC") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 31 March 2022. A copy of the Citigroup Inc. 2022 Q1 Form 8-K has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* (the "CSSF") and has been published on the website of Euronext Dublin (<https://isc-prod-nr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202204/bd646814-0923-457c-bb2f-b4f13896a786.PDF>). By virtue of this Supplement, the Citigroup Inc. 2022 Q1 Form 8-K is incorporated by reference in, and forms part of, the CGMHI ULN Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2022 Q1 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 14 April 2022, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-15
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 March 2022.	Exhibit Number 99.2 on pages 16-34

Any information not listed in the cross-reference list above but included in the Citigroup Inc. 2022 Q1 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or not relevant for investors.

Alternative Performance Measures

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

Amendments to the Introduction to the Base Prospectus

The information in the introduction to the Base Prospectus set out in the cover pages of the CGMHI ULN Base Prospectus entitled "*Introduction to this Document*" shall be amended as set out in Schedule 2 to this Supplement.

Amendments to Credit Ratings

The information relating to credit ratings set out in the cover pages of the CGMHI ULN Base Prospectus entitled "*Credit Ratings*" shall be amended as set out in Schedule 3 to this Supplement.

Amendments to the Valuation and Settlement Schedule

The Valuation and Settlement Conditions set out in Section G of the CGMHI ULN Base Prospectus entitled "*Valuation and Settlement Schedule*" shall be amended as set out in Schedule 4 to this Supplement.

Amendments to the Pro Forma Final Terms

The Pro Forma Final Terms set out in Section G.3 of the CGMHI ULN Base Prospectus entitled "*Pro Forma Final Terms*" shall be amended as set out in Schedule 5 to this Supplement.

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in Section G.4 of the CGMHI ULN Base Prospectus entitled "*Pro Forma Pricing Supplement*" shall be amended as set out in Schedule 6 to this Supplement.

General

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the CGMHI ULN Base Prospectus since the publication of the CGMHI ULN Base Prospectus Supplement (No.2).

Copies of the CGMHI ULN Base Prospectus 2021, the CGMHI ULN Base Prospectus Supplement (No.1), the CGMHI ULN Base Prospectus Supplement (No.2) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Securities remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference in the CGMHI ULN Base Prospectus 2021 will be available on the website specified for each such document in the CGMHI ULN Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CGMHI ULN Base Prospectus 2021 by this Supplement and (b) any statement in the CGMHI ULN Base Prospectus or otherwise incorporated by reference into the CGMHI ULN Base Prospectus 2021, the statements in (a) above will prevail.

The information under Schedule 4 entitled "*Amendments to the Valuation and Settlement Schedule*" and Schedule 5 entitled "*Amendments to the Pro Forma Final Terms*" shall only apply to Final Terms dated on or after the date hereof (the "**Relevant Information**"). For the avoidance of doubt, the Relevant Information shall not apply to Final Terms dated prior to the date hereof (or Amended and Restated Final Terms dated on or after the date hereof which relate to such Final Terms).

Withdrawal rights

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

INFORMATION RELATING TO THE CGMFL ULN BASE PROSPECTUS

Publication of the Form 8-K of Citigroup Inc. on 14 April 2022

On 14 April 2022, Citigroup Inc. (as indirect parent company of CGMFL) filed a Current Report on Form 8-K (the "**Citigroup Inc. 2022 Q1 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 31 March 2022. A copy of the Citigroup Inc. 2022 Q1 Form 8-K has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") and has been published on the website of Euronext Dublin (<https://ise-prod-nr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202204/bd646814-0923-457c-bb2f-b4f13896a786.PDF>). By virtue of this Supplement, the Citigroup Inc. 2022 Q1 Form 8-K is incorporated by reference in, and forms part of, the CGMFL ULN Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2022 Q1 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 14 April 2022, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-15
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 March 2022.	Exhibit Number 99.2 on pages 16-34

Any information not listed in the cross-reference list above but included in the Citigroup Inc. 2022 Q1 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or not relevant for investors.

Alternative Performance Measures

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

Amendments to the Introduction to the Base Prospectus

The information in the introduction to the Base Prospectus set out in the cover pages of the CGMFL ULN Base Prospectus entitled "*Introduction to this Document*" shall be amended as set out in Schedule 2 to this Supplement.

Amendments to Credit Ratings

The information relating to credit ratings set out in the cover pages of the CGMFL ULN Base Prospectus entitled "*Credit Ratings*" shall be amended as set out in Schedule 3 to this Supplement.

Amendments to the Valuation and Settlement Schedule

The Valuation and Settlement Conditions set out in Section G of the CGMFL ULN Base Prospectus entitled "*Valuation and Settlement Schedule*" shall be amended as set out in Schedule 4 to this Supplement.

Amendments to the Pro Forma Final Terms

The Pro Forma Final Terms set out in Section G.3 of the CGMFL ULN Base Prospectus entitled "*Pro Forma Final Terms*" shall be amended as set out in Schedule 5 to this Supplement.

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in Section G.4 of the CGMFL ULN Base Prospectus entitled "*Pro Forma Pricing Supplement*" shall be amended as set out in Schedule 6 to this Supplement.

Corporate Authorities

The approval of the CGMFL ULN Base Prospectus Supplement (No.3) has been authorised pursuant to resolutions of the board of managers of the Corporate Manager of CGMFL on 29 April 2022.

General

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the CGMFL ULN Base Prospectus since the publication of the CGMFL ULN Base Prospectus Supplement (No.2).

Copies of the CGMFL ULN Base Prospectus 2021, the CGMFL ULN Base Prospectus Supplement (No.1), the CGMFL ULN Base Prospectus Supplement (No.2) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Securities remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference in the CGMFL ULN Base Prospectus 2021 will be available on the website specified for each such document in the CGMFL ULN Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CGMFL ULN Base Prospectus 2021 by this Supplement and (b) any statement in the CGMFL ULN Base Prospectus or otherwise incorporated by reference into the CGMFL ULN Base Prospectus 2021, the statements in (a) above will prevail.

The information under Schedule 4 entitled "*Amendments to the Valuation and Settlement Schedule*" and Schedule 5 entitled "*Amendments to the Pro Forma Final Terms*" shall only apply to Final Terms dated on or after the date hereof (the "**Relevant Information**"). For the avoidance of doubt, the Relevant Information shall not apply to Final Terms dated prior to the date hereof (or Amended and Restated Final Terms dated on or after the date hereof which relate to such Final Terms).

Withdrawal rights

The significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted prior to the close of the offer period or delivery of securities in respect of certain non-exempt offers of Securities to the public in the European Economic Area made by CGMFL as Issuer pursuant to the CGMFL ULN Base Prospectus and, consequently, in accordance with Article 23(2a) of the EU Prospectus Regulation, investors who had already agreed to purchase or subscribe for such Securities before this Supplement is published and where the offer period had not yet closed or the Securities had not yet been delivered to them (whichever earlier) at the time when the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted have the right, exercisable within three working days beginning with the working day after the date on which this Supplement is published, to withdraw their acceptances. The final date of such right of withdrawal is 10 May 2022. Investors may contact the relevant authorised offeror(s) (as set out in the Final Terms of the relevant Securities) should they wish to exercise such right of withdrawal.

SCHEDULE 1

ALTERNATIVE PERFORMANCE MEASURES (CITIGROUP INC. 2022 Q1 FORM 8-K)

The Citigroup Inc. 2022 Q1 Form 8-K contains certain alternative performance measures (APMs). For further details on the components of the APMs, how these APMs are calculated, an explanation of why such APMs provide useful information for investors and a reconciliation to the nearest equivalent US GAAP measures, please see references to "Non-GAAP Financial Measures" in the Citigroup Inc. 2022 Q1 Form 8-K and the table below:

APM	Explanation of Why Use of APM Provides Useful Information	Citigroup Inc. 2022 Q1 Form 8-K Page Reference for Basis of Calculation, Components, Reconciliation and Comparatives to Previous Reporting Periods
Results of Operations Excluding the impact of Foreign Exchange Translation	Citi believes the presentation of its results of operations excluding the impact of FX translation provides a more meaningful depiction for investors of the underlying fundamentals of its businesses.	Exhibit 99.2, page 16.
Tangible Book Value per Share	Citi believes these capital metrics provide useful information, as they are used by investors and industry analysts.	Exhibit 99.1, pages 1, 2, 3, 11 and footnote 4 on page 12; and Exhibit 99.2, on pages 1 and 18.
Tangible Common Equity and Return on Average Tangible Common Equity	Citi believes these capital metrics provide useful information for investors and industry analysts.	Exhibit 99.1, page 2, 11 and footnote 1 on page 12; and Exhibit 99.2, pages 1 and 18.
Results of Operations Excluding the Impact of gains/ (losses) on Loan Hedges	Citi believes the presentation of its results of operations excluding the impact of gain/(loss) on loan hedges related to accrual loans provides a more meaningful depiction for investors of the underlying fundamentals of its businesses.	Exhibit 99.1, pages 3 and 4 and footnote 6 on page 12; Exhibit 99.2, on page 6 (including footnote 1).
Results of Operations and Financial Condition excluding the Impact of the Sale of the Consumer Banking Business in Australia.	Citi believes the presentation of its results of operations and financial condition excluding the impact of the Australia sale provides a meaningful depiction of the underlying fundamentals of its broader results and Asia GCB businesses results for investors, industry analysts and others.	Appendix B, Note on page 9 and footnote 5 on page 12.

SCHEDULE 2

AMENDMENTS TO THE INTRODUCTION TO THE BASE PROSPECTUS

The information set out in the cover pages of the Base Prospectus ("*Introduction to this Document*") on pages i to v of the Base Prospectus shall be amended by deleting the sub-section entitled "*What is this document?*" on page i of the Base Prospectus in its entirety and replacing it with the following:

"What is this document?"

This document (the **Base Prospectus**) constitutes a "base prospectus" for the purposes of Article 8 of Regulation (EU) 2017/1129 of the European Parliament and of the Council (as amended, the **EU Prospectus Regulation**) and relates to the Global Medium Term Note Programme (the **Programme**). This Base Prospectus is valid for 12 months after its approval and may be supplemented from time to time to reflect any significant new factor, material mistake or inaccuracy relating to the information included in it.

The aggregate principal amount of securities outstanding under the Programme will not at any time exceed U.S.\$80,000,000,000 (or the equivalent in other currencies), subject to any increase or decrease as described in this Base Prospectus. This Base Prospectus supersedes and replaces in its entirety the Base Prospectus dated 18 December 2020."

SCHEDULE 3

AMENDMENTS TO CREDIT RATINGS

The information set out in the cover pages of the Base Prospectus ("*Credit Ratings*") on pages xv to xvii of the Base Prospectus shall be amended by deleting the second paragraph and corresponding footnote 2 under the section entitled "*Credit Ratings*" on page xv of the Base Prospectus in their entirety and replacing them with the following new paragraph and corresponding footnote 2:

"CGMHI has a long term/short term senior debt rating of A/A-1 by S&P, A3/P-2 by Moody's and A+/F1 by Fitch.²

² "A" by S&P: An obligor rated "A" has strong capacity to meet its financial commitments but is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligors in higher-rated categories (source: www.standardandpoors.com).

"A-1" by S&P: An obligor rated "A-1" has strong capacity to meet its financial commitments. It is rated in the highest category by S&P Global Ratings (source: www.standardandpoors.com).

"A3" by Moody's: Obligations rated "A" are judged to be upper-medium grade and are subject to low credit risk. The modifier 3 indicates a ranking in the lower end of that generic rating category (source: www.moodys.com).

"P-2" by Moody's: Issuers (or supporting institutions) rated "Prime-2" have a strong ability to repay short-term debt obligations (source: www.moodys.com).

"A+" by Fitch: "A" ratings denote expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings. The modifiers '+' or '-' may be appended to a rating to denote relative status within major rating categories (source: www.fitchratings.com).

"F1" by Fitch: Indicates the strongest intrinsic capacity for timely payment of financial commitments (source: www.fitchratings.com).".

SCHEDULE 4

AMENDMENTS TO THE VALUATION AND SETTLEMENT SCHEDULE

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

- (a) the proviso to paragraph (A) of the definition of "*Performance-Linked Mandatory Early Redemption Amount*" in Valuation and Settlement Condition 1.1(b)(iv) (*Definitions relating to the determination of the Mandatory Early Redemption Amount due if a Mandatory Early Redemption Barrier Event has occurred*) on page 708 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"PROVIDED HOWEVER, in the case of each of (A)I to (A)VIII above, that if (x) a Maximum Mandatory Early Redemption Amount is specified in respect thereof in the applicable Issue Terms, then the Mandatory Early Redemption Amount is subject to such maximum amount (a cap); (y) a Minimum Mandatory Early Redemption Amount is specified in respect thereof in the applicable Issue Terms, then the Mandatory Early Redemption Amount is subject to such minimum amount (a floor); or (z) a Maximum Mandatory Early Redemption Amount and a Minimum Mandatory Early Redemption Amount is specified in respect thereof in the applicable Issue Terms, then the Mandatory Early Redemption Amount is subject to such maximum amount and a minimum amount (a collar) PROVIDED FURTHER THAT, different Maximum Mandatory Early Redemption Amounts or Minimum Mandatory Early Redemption Amounts may apply if specified in the applicable Issue Terms in respect of the satisfaction or non-satisfaction of a Mandatory Early Redemption Barrier Event and/or a Mandatory Early Redemption Upper Barrier Event and/or in respect of different Mandatory Early Redemption Dates;"

- (b) the proviso to paragraph (B) of the definition of "*Performance-Linked Mandatory Early Redemption Amount*" in Valuation and Settlement Condition 1.1(b)(iv) (*Definitions relating to the determination of the Mandatory Early Redemption Amount due if a Mandatory Early Redemption Barrier Event has occurred*) on page 710 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"PROVIDED HOWEVER, in the case of each of (B)I to (B)VIII above, that if (x) a Maximum Mandatory Early Redemption Amount is specified in respect thereof in the applicable Issue Terms, then the Mandatory Early Redemption Amount is subject to such maximum amount (a cap); (y) a Minimum Mandatory Early Redemption Amount is specified in respect thereof in the applicable Issue Terms, then the Mandatory Early Redemption Amount is subject to such minimum amount (a floor); or (z) a Maximum Mandatory Early Redemption Amount and a Minimum Mandatory Early Redemption Amount is specified in respect thereof in the applicable Issue Terms, then the Mandatory Early Redemption Amount is subject to such maximum amount and a minimum amount (a collar) PROVIDED FURTHER THAT, different Maximum Mandatory Early Redemption Amounts or Minimum Mandatory Early Redemption Amounts may apply if specified in the applicable Issue Terms in respect of the satisfaction or non-satisfaction of a Mandatory Early Redemption Barrier Event and/or a Mandatory Early Redemption Upper Barrier Event and/or in respect of different Mandatory Early Redemption Dates;"

- (c) the definitions of "*Maximum Mandatory Early Redemption Amount*", "*Minimum Mandatory Early Redemption Amount*", "*Mandatory Early Redemption Participation Rate*", "*Mandatory Early Redemption Participation Rate Call*" and "*Mandatory Early Redemption Participation Rate Put*" in Valuation and Settlement Condition 1.1(b)(iv) (*Definitions relating to the determination of the Mandatory Early Redemption Amount due if a Mandatory Early Redemption Barrier Event has occurred*) on page 716 of the Base Prospectus shall be deleted in their entirety and replaced with the following:

"Maximum Mandatory Early Redemption Amount means, in respect of a Mandatory Early Redemption Date, the amount (if any) in the specified currency specified as such in the applicable Issue Terms.

Minimum Mandatory Early Redemption Amount means, in respect of a Mandatory Early Redemption Date, the amount (if any) in the specified currency specified as such in the applicable Issue Terms.

Mandatory Early Redemption Participation Rate or **MERPR** means, in respect of a Mandatory Early Redemption Date, the percentage rate (if any) specified as such in the applicable Issue Terms.

Mandatory Early Redemption Participation Rate Call or **MERPR Call** means, in respect of a Mandatory Early Redemption Date, the percentage rate (if any) specified as such in the applicable Issue Terms.

Mandatory Early Redemption Participation Rate Put or **MERPR Put** means, in respect of a Mandatory Early Redemption Date, the percentage rate (if any) specified as such in the applicable Issue Terms."; and

- (d) the definition of "Redemption Strike Level" in Valuation and Settlement Condition 1.1(c)(ii) (*Definitions relating to the Redemption Underlying(s), the performance of the Redemption Underlying(s) and levels of the Redemption Underlying(s)*) on page 742 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"Redemption Strike Level means, in respect of a Redemption Underlying, the Redemption Strike Level specified for such Redemption Underlying in the applicable Issue Terms which may, if so specified in the applicable Issue Terms, be such Redemption Underlying's Redemption Initial Level, PROVIDED THAT, different Redemption Strike Levels may apply if specified in the applicable Issue Terms in respect of the determination of the satisfaction or non-satisfaction of a Redemption Barrier Event, Redemption Upper Barrier Event or Redemption Lower Barrier Event and/or the determination of different Performance-Linked Redemption Amount(s) payable in respect of the satisfaction or non-satisfaction of a Redemption Barrier Event, Redemption Upper Barrier Event or Redemption Lower Barrier Event and/or the determination of any Final Performance in respect thereof, as specified in the applicable Issue Terms."

SCHEDULE 5

AMENDMENTS TO THE PRO FORMA FINAL TERMS

The Pro Forma Final Terms set out in Section G.3 of the Base Prospectus entitled "*Pro Forma Final Terms*" shall be amended as follows:

- (a) paragraph (C) (*Performance-Linked Mandatory Early Redemption Amount*) of the sub-heading "*Provisions relating to the Mandatory Early Redemption Amount*" in item 14(iii) (*Mandatory Early Redemption Provisions*) on pages 963 to 966 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"(C) Performance-Linked Mandatory Early Redemption Amount: *[Insert as appropriate – [In respect of [insert relevant MER Date]:] [Applicable/Not Applicable]*
(If not applicable, delete the remaining sub paragraphs of this paragraph)

I. Put Option: *[Insert as appropriate – [In respect of [insert relevant MER Date]:] [Applicable/Not Applicable]*
(If not applicable, delete the remaining sub paragraphs of this paragraph)

Relevant Percentage: *[Insert as appropriate – [In respect of [insert relevant MER Date]:] [If a Mandatory Early Redemption [Upper] Barrier Event has [not] occurred:]] [[●]/ Not Applicable]*

Maximum Mandatory Early Redemption Amount: *[Insert as appropriate – [In respect of [insert relevant MER Date]:] [If a Mandatory Early Redemption [Upper] Barrier Event has [not] occurred:]] [[●]/ Not Applicable]*
(repeat as necessary)

Minimum Mandatory Early Redemption Amount: *[Insert as appropriate – [In respect of [insert relevant MER Date]:] [If a Mandatory Early Redemption [Upper] Barrier Event has [not] occurred:]] [[●]/ Not Applicable]*
(repeat as necessary)

Mandatory Early Redemption Adjustment Amount: *[Insert as appropriate – [In respect of [insert relevant MER Date]:] [If a Mandatory Early Redemption [Upper] Barrier Event has [not] occurred:]] [[●]/ Not Applicable]*
(repeat as necessary)

Mandatory Early Redemption Participation Rate: *[Insert as appropriate – [In respect of [insert relevant MER Date]:] [If a Mandatory Early Redemption [Upper] Barrier Event has [not] occurred:]] [[●]/ Not Applicable]*
(repeat as necessary)

- II. Call Option: *[Insert as appropriate – [In respect of [insert relevant MER Date]:] [Applicable/Not Applicable (If not applicable, delete the remaining sub paragraphs)]*
- Maximum Mandatory Early Redemption Amount: *[Insert as appropriate – [In respect of [insert relevant MER Date]:] [If a Mandatory Early Redemption [Upper] Barrier Event has [not] occurred:] [[●]/ Not Applicable]*
- (repeat as necessary)*
- Minimum Mandatory Early Redemption Amount: *[Insert as appropriate – [In respect of [insert relevant MER Date]:] [If a Mandatory Early Redemption [Upper] Barrier Event has [not] occurred:] [[●]/ Not Applicable]*
- (repeat as necessary)*
- Mandatory Early Redemption Adjustment Amount: *[Insert as appropriate – [In respect of [insert relevant MER Date]:] [If a Mandatory Early Redemption [Upper] Barrier Event has [not] occurred:]] [[●]/ Not Applicable]*
- (repeat as necessary)*
- Mandatory Early Redemption Participation Rate: *[Insert as appropriate – [In respect of [insert relevant MER Date]:] [If a Mandatory Early Redemption [Upper] Barrier Event has [not] occurred:] [[●]/ Not Applicable]*
- (repeat as necessary)*
- III. Call Spread – Put Spread Option: *[Insert as appropriate – [In respect of [insert relevant MER Date]:] [Applicable/Not Applicable (If not applicable, delete the remaining sub paragraphs)]*
- Call Cap: *[Insert as appropriate – If a Mandatory Early Redemption [Upper] Barrier Event has [not] occurred:] [●]*
- (repeat as necessary)*
- Put Cap: *[Insert as appropriate – If a Mandatory Early Redemption [Upper] Barrier Event has [not] occurred:] [●]*
- (repeat as necessary)*
- Call Floor: *[Insert as appropriate – If a Mandatory Early Redemption [Upper] Barrier Event has [not] occurred:] [●]*
- (repeat as necessary)*
- Put Floor: *[Insert as appropriate – If a Mandatory Early Redemption [Upper] Barrier Event has [not] occurred:] [●]*

	Global Participation Rate:	[Insert as appropriate – If a Mandatory Early Redemption [Upper] Barrier Event has [not] occurred:] [●]
	Minimum Mandatory Early Redemption Amount:	[Insert as appropriate – [In respect of [insert relevant MER Date]:] [If a Mandatory Early Redemption [Upper] Barrier Event has [not] occurred:]] [●] (repeat as necessary)
	Maximum Mandatory Early Redemption Amount:	[Insert as appropriate – [In respect of [insert relevant MER Date]:] [If a Mandatory Early Redemption [Upper] Barrier Event has [not] occurred:]] [●] (repeat as necessary)
	Mandatory Early Redemption Adjustment Amount:	[Insert as appropriate – [In respect of [insert relevant MER Date]:] [If a Mandatory Early Redemption [Upper] Barrier Event has [not] occurred:]] [[●]/ (repeat as necessary)
	Mandatory Early Redemption Participation Rate Call:	[Insert as appropriate – [In respect of [insert relevant MER Date]:] [If a Mandatory Early Redemption [Upper] Barrier Event has [not] occurred:]] [●] (repeat as necessary)
	Mandatory Early Redemption Participation Rate Put:	[Insert as appropriate – [In respect of [insert relevant MER Date]:] [If a Mandatory Early Redemption [Upper] Barrier Event has [not] occurred:]] [●] (repeat as necessary)
IV.	Twin Win Option:	[Insert as appropriate – [In respect of [insert relevant MER Date]:] [Applicable/Not Applicable (If Not Applicable, delete the remaining sub paragraphs)]
	Minimum Mandatory Early Redemption Amount:	[Insert as appropriate – [In respect of [insert relevant MER Date]:] [If a Mandatory Early Redemption [Upper] Barrier Event has [not] occurred:]] [[●]/ Not Applicable]
	Mandatory Early Redemption Adjustment Amount:	[Insert as appropriate – [In respect of [insert relevant MER Date]:] [If a Mandatory Early Redemption [Upper] Barrier Event has [not] occurred:]] [[●]/ Not Applicable] (repeat as necessary)
	Mandatory Early Redemption Participation Rate:	[Insert as appropriate – [In respect of [insert relevant MER Date]:] [If a Mandatory Early Redemption [Upper] Barrier Event has [not] occurred:]] [[●]/ Not Applicable] (repeat as necessary)";

- (b) paragraph (D) (*Snowball Accrual Mandatory Early Redemption Amount*) of the sub-heading "*Provisions relating to the Mandatory Early Redemption Amount*" in item 14(iii) (*Mandatory Early Redemption Provisions*) on page 966 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"(D) Snowball Accrual [Insert as appropriate – [In respect of [insert relevant
Mandatory Early MER Date]:] [Applicable/Not Applicable]
Redemption Amount:
(If not applicable, delete the remaining sub
paragraphs of this paragraph)

I. Snowball Accrual [●]
Rate:
(repeat as necessary)

II. Snowball Accrual [●]
Relevant
Percentage: (repeat as necessary)

III. Snowball Accrual [●]
Denominator:
(repeat as necessary)

IV. Snowball Accrual [●]
Start Date:
(repeat as necessary)

V. Snowball Accrual [●]
End Date:
(repeat as necessary)

VI. Snowball Accrual [Each calendar day]/[●]
Day:
(repeat as necessary)";

- (c) the line item entitled "Mandatory Early Redemption Coupon" in item 14(iii) (Mandatory Early Redemption Provisions) on page 966 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"[Mandatory Early Redemption [Insert as appropriate – [In respect of [insert relevant
Coupon: MER Date]:] [See MER Coupon in Table below/Not
Applicable]]";

- (d) the column entitled "MER Amount/Upper Mandatory Early Redemption Amount And Lower Mandatory Early Redemption Amount/Early Exit MER Amount" in the Table in line item 14(iii) (Mandatory Early Redemption Provisions) on page 967 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"MER Amount/Upper Mandatory Early Redemption Amount And Lower Mandatory Early Redemption Amount/Early Exit MER Amount

[Not Applicable]

[●]/[Performance-Linked Mandatory Early Redemption Amount]/[Snowball Accrual
Mandatory Early Redemption Amount]

[(subject to a [Maximum Amount]/[Maximum Mandatory Early Redemption Amount] (cap) of
[●]] [and] [subject to a [Minimum Amount]/[Minimum Mandatory Early Redemption Amount]
(floor) of [●]]"; and

- (e) paragraph (C) (Redemption Strike Level) of the sub-heading 14(v) (Underlying Linked Securities Redemption Provisions) on page 987 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"(C) Redemption Strike Level:

[[Insert as appropriate - For the purpose of determining [whether a Redemption [Upper] [Lower] Barrier Event has occurred][and][the Performance-Linked Redemption Amount [if a Redemption [Upper] [Lower] Barrier Event has [not] occurred] [and] [the [Final Performance]/[●] in respect thereof] [and] [1/i]n respect of (insert relevant Redemption Underlying):] (repeat and complete this subparagraph as necessary for each Redemption Underlying, each purpose of determining whether a Redemption [Upper] [Lower] Barrier Event has occurred and/or each Performance-Linked Redemption Amount [if a Redemption [Upper] [Lower] Barrier Event has [not] occurred and/or the determination of any [Final Performance]/[●] in respect thereof) [Redemption Initial Level/[●]/The Redemption Strike Level specified for each Redemption Underlying below:

**Redemption
Underlying**

**Redemption Strike
Level**

[●]

*[Insert as appropriate -
For the purpose of
determining [whether a
Redemption [Upper]
[Lower] Barrier Event
has occurred][and][the
Performance-Linked
Redemption Amount
[if a Redemption
[Upper] [Lower]
Barrier Event has [not]
occurred [and] [the
[Final Performance]/[●]
] in respect thereof]:]*

[●] Redemption Initial
Level]

(specify for each Redemption Underlying, each relevant determination whether a Redemption [Upper] [Lower] Barrier Event has occurred and/or each Performance-Linked Redemption Amount [if a Redemption [Upper] [Lower] Barrier Event has [not] occurred and/or the determination of any [Final Performance]/[●] in respect thereof)]

[Not Applicable]".

SCHEDULE 6

AMENDMENTS TO THE PRO FORMA PRICING SUPPLEMENT

The Pro Forma Pricing Supplement set out in Section G.4 of the Base Prospectus entitled "*Pro Forma Pricing Supplement*" shall be amended as follows:

- (a) paragraph (C) (*Performance-Linked Mandatory Early Redemption Amount*) of the sub-heading "*Provisions relating to the Mandatory Early Redemption Amount*" in item 14(iii) (*Mandatory Early Redemption Provisions*) on pages 1167 to 1169 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"(C) Performance-Linked Mandatory Early Redemption Amount: *[Insert as appropriate – [In respect of [insert relevant MER Date]:] [Applicable/Not Applicable]*

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

I. Put Option: *[Insert as appropriate – [In respect of [insert relevant MER Date]:] [Applicable/Not Applicable]*

(If Not applicable, delete the remaining sub paragraphs of this paragraph)]

Relevant Percentage: *[Insert as appropriate – [In respect of [insert relevant MER Date]:] [If a Mandatory Early Redemption [Upper] Barrier Event has [not] occurred:]] [[●]/Not Applicable]*

Maximum Mandatory Early Redemption Amount: *[Insert as appropriate – [In respect of [insert relevant MER Date]:] [If a Mandatory Early Redemption [Upper] Barrier Event has [not] occurred:]] [[●]/ Not Applicable]*

(repeat as necessary)

Minimum Mandatory Early Redemption Amount: *[Insert as appropriate – [In respect of [insert relevant MER Date]:] [If a Mandatory Early Redemption [Upper] Barrier Event has [not] occurred:]] [[●]/ Not Applicable]*

(repeat as necessary)

Mandatory Early Redemption Adjustment Amount: *[Insert as appropriate – [In respect of [insert relevant MER Date]:] [If a Mandatory Early Redemption [Upper] Barrier Event has [not] occurred:] [[●]/ Not Applicable]*

(repeat as necessary)

Mandatory Early Redemption Participation Rate: *[Insert as appropriate – [In respect of [insert relevant MER Date]:] [If a Mandatory Early Redemption [Upper] Barrier Event has [not] occurred:] [[●]/Not Applicable]*

(repeat as necessary)

II.	Call Option:		<i>[Insert as appropriate – [In respect of [insert relevant MER Date]:] [Applicable/Not Applicable (If not applicable, delete the remaining sub paragraphs of this paragraph)]</i>
	Maximum Early Amount:	Mandatory Redemption	<i>[Insert as appropriate – [In respect of [insert relevant MER Date]:] [If a Mandatory Early Redemption [Upper] Barrier Event has [not] occurred:]] [[●]/ Not Applicable]</i> <i>(repeat as necessary)</i>
	Minimum Early Amount:	Mandatory Redemption	<i>[Insert as appropriate – [In respect of [insert relevant MER Date]:] [If a Mandatory Early Redemption [Upper] Barrier Event has [not] occurred:]] [[●]/ Not Applicable]</i> <i>(repeat as necessary)</i>
	Mandatory Redemption Participation Rate:	Early	<i>[Insert as appropriate – [In respect of [insert relevant MER Date]:] [If a Mandatory Early Redemption [Upper] Barrier Event has [not] occurred:] [[●]/Not Applicable]</i> <i>(repeat as necessary)</i>
III.	Call Spread – Put Spread Option:		<i>[Insert as appropriate – [In respect of [insert relevant MER Date]:] [Applicable/Not Applicable (If not applicable, delete the remaining sub paragraphs of this paragraph)]</i>
	Call Cap:		<i>[Insert as appropriate – If a Mandatory Early Redemption [Upper] Barrier Event has [not] occurred:] [●]]</i> <i>(repeat as necessary)</i>
	Put Cap:		<i>[Insert as appropriate – If a Mandatory Early Redemption [Upper] Barrier Event has [not] occurred:] [●]</i> <i>(repeat as necessary)</i>
	Call Floor:		<i>[Insert as appropriate – If a Mandatory Early Redemption [Upper] Barrier Event has [not] occurred:] [●]</i> <i>(repeat as necessary)</i>
	Put Floor:		<i>[Insert as appropriate – If a Mandatory Early Redemption [Upper] Barrier Event has [not] occurred:] [●]</i>
	Global Rate:	Participation	<i>[Insert as appropriate – If a Mandatory Early Redemption [Upper] Barrier Event has [not] occurred:] [●]</i>
	Minimum Early Amount:	Mandatory Redemption	<i>[Insert as appropriate – [In respect of [insert relevant MER Date]:] [If a Mandatory Early</i>

Redemption [Upper] Barrier Event has [not] occurred:]] [●]

(repeat as necessary)

Maximum Mandatory [Insert as appropriate – [In respect of [insert
Early Redemption relevant MER Date]:] [If a Mandatory Early
Amount: Redemption [Upper] Barrier Event has [not]
occurred:]] [●]

(repeat as necessary)

Mandatory Early [Insert as appropriate – [In respect of [insert
Redemption Adjustment relevant MER Date]:] [If a Mandatory Early
Amount: Redemption [Upper] Barrier Event has [not]
occurred:]] [[●]/]

(repeat as necessary)

Mandatory Early [Insert as appropriate – [In respect of [insert
Redemption relevant MER Date]:] [If a Mandatory Early
Participation Rate Call: Redemption [Upper] Barrier Event has [not]
occurred:]] [[●]/]

(repeat as necessary)

Mandatory Early [Insert as appropriate – [In respect of [insert
Redemption relevant MER Date]:] [If a Mandatory Early
Participation Rate Put: Redemption [Upper] Barrier Event has [not]
occurred:]] [[●]/]

(repeat as necessary)

IV. Twin Win Option: [Insert as appropriate – [In respect of [insert
relevant MER Date]:] [Applicable/Not
Applicable (If not applicable, delete the
remaining sub paragraphs of this paragraph)]

Minimum Mandatory [Insert as appropriate – [In respect of [insert
Early Redemption relevant MER Date]:] [If a Mandatory Early
Amount: Redemption [Upper] Barrier Event has [not]
occurred:]] [[●]/Not Applicable]

Mandatory Early [Insert as appropriate – [In respect of [insert
Redemption Adjustment relevant MER Date]:] [If a Mandatory Early
Amount: Redemption [Upper] Barrier Event has [not]
occurred:]] [[●]/]

(repeat as necessary)

Mandatory Early [Insert as appropriate – [In respect of [insert
Redemption relevant MER Date]:] [If a Mandatory Early
Participation Rate: Redemption [Upper] Barrier Event has [not]
occurred:]] [[●]/Not Applicable]

(repeat as necessary)";

- (b) parargaph (D) (Snowball Accrual Mandatory Early Redemption Amount) of the sub-heading "Provisions relating to the Mandatory Early Redemption Amount" in item 14(iii) (Mandatory Early Redemption Provisions) on page 1169 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"(D) Snowball Accrual [Insert as appropriate – [In respect of [insert relevant
Mandatory Early MER Date]:] [Applicable/Not Applicable]
Redemption Amount:
(If not applicable, delete the remaining sub
paragraphs of this paragraph)

I. Snowball Accrual [●]
Rate:
(repeat as necessary)

II. Snowball Accrual [●]
Relevant
Percentage: (repeat as necessary)

III. Snowball Accrual [●]
Denominator:
(repeat as necessary)

IV. Snowball Accrual [●]
Start Date:
(repeat as necessary)

V. Snowball Accrual [●]
End Date:
(repeat as necessary)

VI. Snowball Accrual [Each calendar day]/[●]
Day:
(repeat as necessary)";

- (c) the line item entitled "Mandatory Early Redemption Coupon" in item 14(iii) (Mandatory Early Redemption Provisions) on page 1169 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"[Mandatory Early Redemption [Insert as appropriate – [In respect of [insert relevant
Coupon: MER Date]:] [See MER Coupon in Table below/Not
Applicable]]";

- (d) the column entitled "MER Amount/Upper Mandatory Early Redemption Amount And Lower Mandatory Early Redemption Amount/Early Exit MER Amount" in the Table in line item 14(iii) (Mandatory Early Redemption Provisions) on page 1170 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

**"MER Amount/Upper Mandatory Early Redemption Amount And Lower Mandatory
Early Redemption Amount/Early Exit MER Amount**

[Not Applicable]

[●]/[Performance-Linked Mandatory Early Redemption Amount]/[Snowball Accrual
Mandatory Early Redemption Amount]

[(subject to a [Maximum Amount]/[Maximum Mandatory Early Redemption Amount] (cap) of
[●]] [and] [subject to a [Minimum Amount]/[Minimum Mandatory Early Redemption Amount]
(floor) of [●]]";

- (e) paragraph (C) (Redemption Strike Level) of the sub-heading 14(v) (Underlying Linked Securities Redemption Provisions) on page 1191 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"(C) Redemption Strike Level: [[Insert as appropriate - For the purpose of
determining [whether a Redemption [Upper]

[Lower] Barrier Event has occurred][and][the Performance-Linked Redemption Amount [if a Redemption [Upper] [Lower] Barrier Event has [not] occurred] [and] [the [Final Performance]/[●] in respect thereof] [and] [I/i]n respect of (insert relevant Redemption Underlying):] (repeat and complete this subparagraph as necessary for each Redemption Underlying, each purpose of determining whether a Redemption [Upper] [Lower] Barrier Event has occurred and/or each Performance-Linked Redemption Amount [if a Redemption [Upper] [Lower] Barrier Event has [not] occurred and/or the determination of any [Final Performance]/[●] in respect thereof) [Redemption Initial Level/[●]]/The Redemption Strike Level specified for each Redemption Underlying below:

Redemption Underlying	Redemption Level	Strike
[●]	[Insert as appropriate - For the purpose of determining [whether a Redemption [Upper] [Lower] Barrier Event has occurred][and][the Performance-Linked Redemption Amount [if a Redemption [Upper] [Lower] Barrier Event has [not] occurred [and] [the [Final Performance]/[●] in respect thereof]:] [●] [Redemption Initial Level]	

(specify for each Redemption Underlying, each relevant determination whether a Redemption [Upper] [Lower] Barrier Event has occurred and/or each Performance-Linked Redemption Amount [if a Redemption [Upper] [Lower] Barrier Event has [not] occurred and/or the determination of any [Final Performance]/[●] in respect thereof)

[Not Applicable]"; and

- (f) paragraph (D) (*Redemption Upper Barrier Percentage*) of the sub-heading 14(v) (*Underlying Linked Securities Redemption Provisions*) on page 1194 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"(D) Redemption Upper Barrier Percentage:	[[●]%/Not Applicable]
	[of the Redemption [Strike/Initial] Level for the [Redemption Upper Barrier Underlying[s]][Final Performance Underlying[s]][Redemption Underlying[s]]]
I. Upper Redemption Amount due where no Redemption Barrier Event has occurred:	[Applicable - [●] per Security/the Performance-Linked Redemption Amount determined in accordance with the [Put] [Call] [Call Spread - Put Spread] [Twin Win] [Market timer] [Put Call Sum] Option Provisions/Not Applicable[– Provisions applicable to Physical Delivery apply if a Redemption Barrier Event has not occurred and a Redemption Upper Barrier Event has occurred]]
II. Lower Redemption Amount due where no Redemption Barrier Event has occurred:	[Applicable - [●] per Security/ the Performance-Linked Redemption Amount determined in accordance with the [Put] [Call] [Call Spread - Put Spread] [Twin Win] [Market timer] [Put Call Sum] Option Provisions/Not Applicable[– Provisions applicable to Physical Delivery apply if a Redemption Barrier Event has not occurred and a Redemption Upper Barrier Event has not occurred]]".