CITIGROUP INC. GMI BASE PROSPECTUS SUPPLEMENT (No.7) dated 31 July 2026;
CGMHI GMI BASE PROSPECTUS SUPPLEMENT (No.7) dated 31 July 2026; and
CGMFL GMI BASE PROSPECTUS SUPPLEMENT (No.7) dated 31 July 2026

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

Securities which are Notes or Certificates issued by Citigroup Global Markets Holdings Inc. will be unconditionally and irrevocably guaranteed by
CITIGROUP INC.
(incorporated in Delaware)

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

Citigroup Inc. GMI Base Prospectus Supplement (No.7)

This base prospectus supplement ("**Citigroup Inc. GMI Base Prospectus Supplement (No.7)**") constitutes a supplement for the purposes of (i) Article 23(1) 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 GMI Base Prospectus dated 17 November 2025 ("**Citigroup Inc. GMI Base Prospectus 2025**"), as supplemented by a Citigroup Inc. GMI Base Prospectus Supplement (No.1) dated 27 January 2026 (the "**Citigroup Inc. GMI Base Prospectus Supplement (No.1)**"), a Citigroup Inc. GMI Base Prospectus Supplement (No.2) dated 29 January 2026 (the "**Citigroup Inc. GMI Base Prospectus Supplement (No.2)**"), a Citigroup Inc. GMI Base Prospectus Supplement (No.3) dated 10 March 2026 (the "**Citigroup Inc. GMI Base Prospectus Supplement (No.3)**"), a Citigroup Inc. GMI Base Prospectus Supplement (No.4) dated 7 April 2026 (the "**Citigroup Inc. GMI Base Prospectus Supplement (No.4)**"), a Citigroup Inc. GMI Base Prospectus Supplement (No.5) dated 29 April 2026 (the "**Citigroup Inc. GMI Base Prospectus Supplement (No.5)**") and a Citigroup Inc. GMI Base Prospectus Supplement (No.6) dated 22 May 2026 (the "**Citigroup Inc. GMI Base Prospectus Supplement (No.6)**"), in each case, prepared by Citigroup Inc. (the Citigroup Inc. GMI Base Prospectus 2025, the Citigroup Inc. GMI Base Prospectus Supplement (No.1), the Citigroup Inc. GMI Base

Prospectus Supplement (No.2), the Citigroup Inc. GMI Base Prospectus Supplement (No.3), the Citigroup Inc. GMI Base Prospectus Supplement (No.4), the Citigroup Inc. GMI Base Prospectus Supplement (No.5) and the Citigroup Inc. GMI Base Prospectus Supplement (No.6), together the "**Citigroup Inc. GMI Base Prospectus**") with respect to the Citi Global Medium Term Note Programme (the "**Programme**").

CGMHI GMI Base Prospectus Supplement (No.7)

This base prospectus supplement ("**CGMHI GMI Base Prospectus Supplement (No.7)**") also constitutes a supplement for the purposes of (i) Article 23(1) 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 GMI Base Prospectus dated 17 November 2025 (the "**CGMHI GMI Base Prospectus 2025**"), as supplemented by a CGMHI GMI Base Prospectus Supplement (No.1) dated 27 January 2026 (the "**CGMHI GMI Base Prospectus Supplement (No.1)**"), a CGMHI GMI Base Prospectus Supplement (No.2) dated 29 January 2026 (the "**CGMHI GMI Base Prospectus Supplement (No.2)**"), a CGMHI GMI Base Prospectus Supplement (No.3) dated 10 March 2026 (the "**CGMHI GMI Base Prospectus Supplement (No.3)**"), a CGMHI GMI Base Prospectus Supplement (No.4) dated 7 April 2026 (the "**CGMHI GMI Base Prospectus Supplement (No.4)**"), a CGMHI GMI Base Prospectus Supplement (No.5) dated 29 April 2026 (the "**CGMHI GMI Base Prospectus Supplement (No.5)**") and a CGMHI GMI Base Prospectus Supplement (No.6) dated 22 May 2026 (the "**CGMHI GMI 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 ("**CGMHI Guarantor**") (the CGMHI GMI Base Prospectus 2025, the CGMHI GMI Base Prospectus Supplement (No.1), the CGMHI GMI Base Prospectus Supplement (No.2), the CGMHI GMI Base Prospectus Supplement (No.3), the CGMHI GMI Base Prospectus Supplement (No.4), the CGMHI GMI Base Prospectus Supplement (No.5) and the CGMHI GMI Base Prospectus Supplement (No.6), together the "**CGMHI GMI Base Prospectus**") with respect to the Programme.

CGMFL GMI Base Prospectus Supplement (No.7)

This base prospectus supplement ("**CGMFL GMI Base Prospectus Supplement (No.7)"** and, together with the Citigroup Inc. GMI Base Prospectus Supplement (No.7) and the CGMHI GMI Base Prospectus Supplement (No.7), the "**Supplement**") also constitutes a supplement for the purposes of (i) Article 23(1) 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 GMI Base Prospectus dated 17 November 2025 (the "**CGMFL GMI Base Prospectus 2025**"), as supplemented by a CGMFL GMI Base Prospectus Supplement (No.1) dated 27 January 2026 (the "**CGMFL GMI Base Prospectus Supplement (No.1)**"), a CGMFL GMI Base Prospectus Supplement (No.2) dated 29 January 2026 (the "**CGMFL GMI Base Prospectus Supplement (No.2)**"), a CGMFL GMI Base Prospectus Supplement (No.3) dated 10 March 2026 (the "**CGMFL GMI Base Prospectus Supplement (No.3)**"), a CGMFL GMI Base Prospectus Supplement (No.4) dated 7 April 2026 (the "**CGMFL GMI Base Prospectus Supplement (No.4)**"), a CGMFL GMI Base Prospectus Supplement (No.5) dated 29 April 2026 (the "**CGMFL GMI Base Prospectus Supplement (No.5)**") and a CGMFL GMI Base Prospectus Supplement (No.6) dated 22 May 2026 (the "**CGMFL GMI 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 ("**CGMFL Guarantor**") (the CGMFL GMI Base Prospectus 2025, the CGMFL GMI Base Prospectus Supplement (No.1), the CGMFL GMI Base Prospectus Supplement (No.2), the CGMFL GMI Base Prospectus Supplement (No.3), the CGMFL GMI Base Prospectus Supplement (No.4), the CGMFL GMI Base Prospectus Supplement (No.5) and the CGMFL GMI Base Prospectus Supplement (No.6), together the "**CGMFL GMI Base Prospectus**" and, together with the Citigroup Inc. GMI Base Prospectus and the CGMHI GMI Base Prospectus, the "**Base Prospectus**") with respect to the Programme.

Approvals

This Supplement has been approved by the *Commission de Surveillance du Secteur Financier* (the "**CSSF**"), as competent authority under the EU Prospectus Regulation. The CSSF 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.

Application has been made to the Irish Stock Exchange plc, trading as Euronext Dublin ("**Euronext Dublin**") for the approval of the Citigroup Inc. GMI Base Prospectus Supplement (No.7), the CGMHI GMI Base Prospectus Supplement (No.7) and the CGMFL GMI Base Prospectus Supplement (No.7) as Base Listing Particulars Supplements (respectively, the "**Citigroup Inc. GMI Base Listing Particulars Supplement (No.7)",** the "**CGMHI GMI Base Listing Particulars Supplement (No.7)**" and the "**CGMFL GMI Base Listing Particulars Supplement (No.7)**" 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. GMI Base Prospectus Supplement (No.7)", "CGMHI GMI Base Prospectus Supplement (No.7)" and "CGMFL GMI Base Prospectus Supplement (No.7)" shall be construed to be to "Base Listing Particulars Supplement", "Citigroup Inc. GMI Base Listing Particulars Supplement (No.7)", "CGMHI GMI Base Listing Particulars Supplement (No.7)" and "CGMFL GMI Base Listing Particulars Supplement (No.7)", respectively.

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.

This Supplement also constitutes supplementary admission particulars in respect of the Base Prospectus for the purposes of the International Securities Market Rulebook.

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

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

Purpose of the Supplement

The purpose of this Supplement is to (a) incorporate by reference the Citigroup Inc. 2026 Q2 Form 8-K (as defined below) in each of the Citigroup Inc. GMI Base Prospectus, the CGMHI GMI Base Prospectus and the CGMFL GMI Base Prospectus and (b) amend the sections entitled "*Important information relating to the use of this Base Prospectus and offers of Securities generally*", "*Section D – How to use this document*", "*Section G.1 – General Information Relating to the Issue of Securities under this Base Prospectus*", "*Section G.8 – Subscription and Sale and Transfer and Selling Restrictions*", "*Section G.10 – Description of the Preference Shares and the Preference Share Company*", "*Underlying Schedule 2 – Inflation Index Conditions*", "*Underlying Schedule 13 – Preference Share Conditions*", "*Valuation and Settlement Schedule for Notes and Certificates*", "*Section H.4 – Form of Final Terms – Notes and Certificates*", "*Section H.5 – Form of Pricing Supplement – Notes and Certificates*", "*Section H.6 – Form of Final Terms – Warrants and Exercisable Certificates*" and "*Section H.7 – Form of Pricing Supplement – Warrants and Exercisable Certificates*" in each of the Citigroup Inc. GMI Base Prospectus, the CGMHI GMI Base Prospectus and the CGMFL GMI Base Prospectus.

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. GMI BASE PROSPECTUS

Publication of the 2026 Q2 Form 8-K of Citigroup Inc. on 14 July 2026

On 14 July 2026, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 2026 Q2 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 30 June 2026. A copy of the Citigroup Inc. 2026 Q2 Form 8-K has been filed with the *Commission de Surveillance du Secteur Financier*, Euronext Dublin and the Luxembourg Stock Exchange, and has been published on the website of Euronext Dublin (https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202607/2921636e-486d-481c-8090-c8d43a74659e.pdf) and on the website of the Luxembourg Stock Exchange (www.luxse.com). Citigroup Inc. is an Issuer under the Programme. By virtue of this Supplement, the Citigroup Inc. 2026 Q2 Form 8-K is incorporated by reference into, and forms part of, the Citigroup Inc. GMI Base Prospectus.

The following information appears on the page(s) (page number references are to the PDF document) of the Citigroup Inc. 2026 Q2 Form 8-K as set out below:

		Page(s)
(a)	Press Release, dated 14 July 2026, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-14
(b)	Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 30 June 2026.	Exhibit Number 99.2 on pages 15-45

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2026 Q2 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Amendments to "Important information relating to the use of this Base Prospectus and offers of Securities generally"

The section entitled "*Important information relating to the use of this Base Prospectus and offers of Securities generally*" of the Citigroup Inc. GMI Base Prospectus shall be amended as set out in Schedule 1 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the Citigroup Inc. GMI Base Prospectus.

Amendments to Section D – How to use this document

The section entitled "*Section D – How to use this document*" of the Citigroup Inc. GMI Base Prospectus shall be amended as set out in Schedule 2 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the Citigroup Inc. GMI Base Prospectus.

Amendments to Section G.1 – General Information Relating to the Issue of Securities under this Base Prospectus

The section entitled "*Section G.1 – General Information Relating to the Issue of Securities under this Base Prospectus*" of the Citigroup Inc. GMI Base Prospectus shall be amended as set out in Schedule 3 to this Supplement, such that, where applicable, all double-underlined text will be inserted into the Citigroup Inc. GMI Base Prospectus.

Amendments to Section G.8 – Subscription and Sale and Transfer and Selling Restrictions

The section entitled "*Section G.8 – Subscription and Sale and Transfer and Selling Restrictions*" of the Citigroup Inc. GMI Base Prospectus shall be amended as set out in Schedule 4 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the Citigroup Inc. GMI Base Prospectus.

Amendments to Section G.10 – Description of the Preference Shares and the Preference Share Company

The section entitled "*Section G.10 – Description of the Preference Shares and the Preference Share Company*" of the Citigroup Inc. GMI Base Prospectus shall be amended as set out in Schedule 5 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the Citigroup Inc. GMI Base Prospectus.

Amendments to Underlying Schedule 2 – Inflation Index Conditions

The section entitled "*Underlying Schedule 2 – Inflation Index Conditions*" of the Citigroup Inc. GMI Base Prospectus shall be amended as set out in Schedule 6 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the Citigroup Inc. GMI Base Prospectus.

Amendments to Underlying Schedule 13 – Preference Share Conditions

The section entitled "*Underlying Schedule 13 – Preference Share Conditions*" of the Citigroup Inc. GMI Base Prospectus shall be amended as set out in Schedule 7 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the Citigroup Inc. GMI Base Prospectus.

Amendments to Valuation and Settlement Schedule for Notes and Certificates

The section entitled "*Valuation and Settlement Schedule for Notes and Certificates*" of the Citigroup Inc. GMI Base Prospectus shall be amended as set out in Schedule 8 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the Citigroup Inc. GMI Base Prospectus.

Amendments to Section H.4 – Form of Final Terms – Notes and Certificates

The section entitled "*Section H.4 – Form of Final Terms – Notes and Certificates*" of the Citigroup Inc. GMI Base Prospectus shall be amended as set out in Schedule 9 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the Citigroup Inc. GMI Base Prospectus.

Amendments to Section H.5 – Form of Pricing Supplement – Notes and Certificates

The section entitled "*Section H.5 – Form of Pricing Supplement – Notes and Certificates*" of the Citigroup Inc. GMI Base Prospectus shall be amended as set out in Schedule 10 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the Citigroup Inc. GMI Base Prospectus.

Amendments to Section H.6 – Form of Final Terms – Warrants and Exercisable Certificates

The section entitled "*Section H.6 – Form of Final Terms – Warrants and Exercisable Certificates*" of the Citigroup Inc. GMI Base Prospectus shall be amended as set out in Schedule 11 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the Citigroup Inc. GMI Base Prospectus.

Amendments to Section H.7 – Form of Pricing Supplement – Warrants and Exercisable Certificates

The section entitled "*Section H.7 – Form of Pricing Supplement – Warrants and Exercisable Certificates*" of the Citigroup Inc. GMI Base Prospectus shall be amended as set out in Schedule 12 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the Citigroup Inc. GMI Base Prospectus.

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. GMI Base Prospectus since the publication of the Citigroup Inc. GMI Base Prospectus Supplement (No.6).

This Supplement and the document incorporated by reference into it will be published on the website of the Luxembourg Stock Exchange at www.luxse.com. Copies of the Citigroup Inc. GMI Base Prospectus 2025, the Citigroup Inc. GMI Base Prospectus Supplement (No.1), the Citigroup Inc. GMI Base Prospectus Supplement (No.2), the Citigroup Inc. GMI Base Prospectus Supplement (No.3), the Citigroup Inc. GMI Base Prospectus Supplement (No.4), the Citigroup Inc. GMI Base Prospectus Supplement (No.5), the Citigroup Inc. GMI 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 Securities remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference into the Citigroup Inc. GMI Base Prospectus 2025 will be available on the website specified for each such document in the Citigroup Inc. GMI 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. GMI Base Prospectus 2025 by this Supplement and (b) any statement in the Citigroup Inc. GMI Base Prospectus or otherwise incorporated by reference into the Citigroup Inc. GMI Base Prospectus 2025, the statements in (a) above will prevail.

Withdrawal rights

In accordance with Article 23(2) of the EU Prospectus Regulation, investors who have already agreed to purchase or subscribe for securities pursuant to the Citigroup Inc. GMI 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 three 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 5 August 2026.

INFORMATION RELATING TO THE CGMHI GMI BASE PROSPECTUS

Publication of the 2026 Q2 Form 8-K of Citigroup Inc. on 14 July 2026

On 14 July 2026, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 2026 Q2 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 30 June 2026. A copy of the Citigroup Inc. 2026 Q2 Form 8-K has been filed with the *Commission de Surveillance du Secteur Financier*, Euronext Dublin and the Luxembourg Stock Exchange, and has been published on the website of Euronext Dublin (https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202607/2921636e-486d-481c-8090-c8d43a74659e.pdf) and on the website of the Luxembourg Stock Exchange (www.luxse.com). Citigroup Inc. is CGMHI Guarantor under the Programme. By virtue of this Supplement, the Citigroup Inc. 2026 Q2 Form 8-K is incorporated by reference into, and forms part of, the CGMHI GMI Base Prospectus.

The following information appears on the page(s) (page number references are to the PDF document) of the Citigroup Inc. 2026 Q2 Form 8-K as set out below:

		Page(s)
(a)	Press Release, dated 14 July 2026, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-14
(b)	Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 30 June 2026.	Exhibit Number 99.2 on pages 15-45

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2026 Q2 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Amendments to "Important information relating to the use of this Base Prospectus and offers of Securities generally"

The section entitled "*Important information relating to the use of this Base Prospectus and offers of Securities generally*" of the CGMHI GMI Base Prospectus shall be amended as set out in Schedule 1 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMHI GMI Base Prospectus.

Amendments to Section D – How to use this document

The section entitled "*Section D – How to use this document*" of the CGMHI GMI Base Prospectus shall be amended as set out in Schedule 2 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMHI GMI Base Prospectus.

Amendments to Section G.1 – General Information Relating to the Issue of Securities under this Base Prospectus

The section entitled "*Section G.1 – General Information Relating to the Issue of Securities under this Base Prospectus*" of the CGMHI GMI Base Prospectus shall be amended as set out in Schedule 3 to this Supplement, such that, where applicable, all double-underlined text will be inserted into the CGMHI GMI Base Prospectus.

Amendments to Section G.8 – Subscription and Sale and Transfer and Selling Restrictions

The section entitled "*Section G.8 – Subscription and Sale and Transfer and Selling Restrictions*" of the CGMHI GMI Base Prospectus shall be amended as set out in Schedule 4 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMHI GMI Base Prospectus.

Amendments to Section G.10 – Description of the Preference Shares and the Preference Share Company

The section entitled "*Section G.10 – Description of the Preference Shares and the Preference Share Company*" of the CGMHI GMI Base Prospectus shall be amended as set out in Schedule 5 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMHI GMI Base Prospectus.

Amendments to Underlying Schedule 2 – Inflation Index Conditions

The section entitled "*Underlying Schedule 2 – Inflation Index Conditions*" of the CGMHI GMI Base Prospectus shall be amended as set out in Schedule 6 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMHI GMI Base Prospectus.

Amendments to Underlying Schedule 13 – Preference Share Conditions

The section entitled "*Underlying Schedule 13 – Preference Share Conditions*" of the CGMHI GMI Base Prospectus shall be amended as set out in Schedule 7 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMHI GMI Base Prospectus.

Amendments to Valuation and Settlement Schedule for Notes and Certificates

The section entitled "*Valuation and Settlement Schedule for Notes and Certificates*" of the CGMHI GMI Base Prospectus shall be amended as set out in Schedule 8 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMHI GMI Base Prospectus.

Amendments to Section H.4 – Form of Final Terms – Notes and Certificates

The section entitled "*Section H.4 – Form of Final Terms – Notes and Certificates*" of the CGMHI GMI Base Prospectus shall be amended as set out in Schedule 9 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMHI GMI Base Prospectus.

Amendments to Section H.5 – Form of Pricing Supplement – Notes and Certificates

The section entitled "*Section H.5 – Form of Pricing Supplement – Notes and Certificates*" of the CGMHI GMI Base Prospectus shall be amended as set out in Schedule 10 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMHI GMI Base Prospectus.

Amendments to Section H.6 – Form of Final Terms – Warrants and Exercisable Certificates

The section entitled "*Section H.6 – Form of Final Terms – Warrants and Exercisable Certificates*" of the CGMHI GMI Base Prospectus shall be amended as set out in Schedule 11 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMHI GMI Base Prospectus.

Amendments to Section H.7 – Form of Pricing Supplement – Warrants and Exercisable Certificates

The section entitled "*Section H.7 – Form of Pricing Supplement – Warrants and Exercisable Certificates*" of the CGMHI GMI Base Prospectus shall be amended as set out in Schedule 12 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMHI GMI Base Prospectus.

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 GMI Base Prospectus since the publication of the CGMHI GMI Base Prospectus Supplement (No.6).

This Supplement and the document incorporated by reference into it will be published on the website of the Luxembourg Stock Exchange at www.luxse.com. Copies of the CGMHI GMI Base Prospectus 2025, the CGMHI GMI Base Prospectus Supplement (No.1), the CGMHI GMI Base Prospectus Supplement (No.2), the CGMHI GMI Base Prospectus Supplement (No.3), the CGMHI GMI Base Prospectus Supplement (No.4), the CGMHI GMI Base Prospectus Supplement (No.5), the CGMHI GMI 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 Securities remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference into the CGMHI GMI Base Prospectus 2025 will be available on the website specified for each such document in the CGMHI GMI 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 GMI Base Prospectus 2025 by this Supplement and (b) any statement in the CGMHI GMI Base Prospectus or otherwise incorporated by reference into the CGMHI GMI Base Prospectus 2025, the statements in (a) above will prevail.

Withdrawal rights

In accordance with Article 23(2) of the EU Prospectus Regulation, investors who have already agreed to purchase or subscribe for securities pursuant to the CGMHI GMI 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 three 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 5 August 2026.

INFORMATION RELATING TO THE CGMFL GMI BASE PROSPECTUS

Publication of the 2026 Q2 Form 8-K of Citigroup Inc. on 14 July 2026

On 14 July 2026, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 2026 Q2 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 30 June 2026. A copy of the Citigroup Inc. 2026 Q2 Form 8-K has been filed with the *Commission de Surveillance du Secteur Financier*, Euronext Dublin and the Luxembourg Stock Exchange, and has been published on the website of Euronext Dublin (https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202607/2921636e-486d-481c-8090-c8d43a74659e.pdf) and on the website of the Luxembourg Stock Exchange (www.luxse.com). Citigroup Inc. is the indirect parent company of CGMFL. By virtue of this Supplement, the Citigroup Inc. 2026 Q2 Form 8-K is incorporated by reference into, and forms part of, the CGMFL GMI Base Prospectus.

The following information appears on the page(s) (page number references are to the PDF document) of the Citigroup Inc. 2026 Q2 Form 8-K as set out below:

		Page(s)
(a)	Press Release, dated 14 July 2026, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-14
(b)	Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 30 June 2026.	Exhibit Number 99.2 on pages 15-45

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2026 Q2 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Amendments to "Important information relating to the use of this Base Prospectus and offers of Securities generally"

The section entitled "*Important information relating to the use of this Base Prospectus and offers of Securities generally*" of the CGMFL GMI Base Prospectus shall be amended as set out in Schedule 1 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMFL GMI Base Prospectus.

Amendments to Section D – How to use this document

The section entitled "*Section D – How to use this document*" of the CGMFL GMI Base Prospectus shall be amended as set out in Schedule 2 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMFL GMI Base Prospectus.

Amendments to Section G.1 – General Information Relating to the Issue of Securities under this Base Prospectus

The section entitled "*Section G.1 – General Information Relating to the Issue of Securities under this Base Prospectus*" of the CGMFL GMI Base Prospectus shall be amended as set out in Schedule 3 to this Supplement, such that, where applicable, all double-underlined text will be inserted into the CGMFL GMI Base Prospectus.

Amendments to Section G.8 – Subscription and Sale and Transfer and Selling Restrictions

The section entitled "*Section G.8 – Subscription and Sale and Transfer and Selling Restrictions*" of the CGMFL GMI Base Prospectus shall be amended as set out in Schedule 4 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMFL GMI Base Prospectus.

Amendments to Section G.10 – Description of the Preference Shares and the Preference Share Company

The section entitled "*Section G.10 – Description of the Preference Shares and the Preference Share Company*" of the CGMFL GMI Base Prospectus shall be amended as set out in Schedule 5 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMFL GMI Base Prospectus.

Amendments to Underlying Schedule 2 – Inflation Index Conditions

The section entitled "*Underlying Schedule 2 – Inflation Index Conditions*" of the CGMFL GMI Base Prospectus shall be amended as set out in Schedule 6 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMFL GMI Base Prospectus.

Amendments to Underlying Schedule 13 – Preference Share Conditions

The section entitled "*Underlying Schedule 13 – Preference Share Conditions*" of the CGMFL GMI Base Prospectus shall be amended as set out in Schedule 7 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMFL GMI Base Prospectus.

Amendments to Valuation and Settlement Schedule for Notes and Certificates

The section entitled "*Valuation and Settlement Schedule for Notes and Certificates*" of the CGMFL GMI Base Prospectus shall be amended as set out in Schedule 8 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMFL GMI Base Prospectus.

Amendments to Section H.4 – Form of Final Terms – Notes and Certificates

The section entitled "*Section H.4 – Form of Final Terms – Notes and Certificates*" of the CGMFL GMI Base Prospectus shall be amended as set out in Schedule 9 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMFL GMI Base Prospectus.

Amendments to Section H.5 – Form of Pricing Supplement – Notes and Certificates

The section entitled "*Section H.5 – Form of Pricing Supplement – Notes and Certificates*" of the CGMFL GMI Base Prospectus shall be amended as set out in Schedule 10 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMFL GMI Base Prospectus.

Amendments to Section H.6 – Form of Final Terms – Warrants and Exercisable Certificates

The section entitled "*Section H.6 – Form of Final Terms – Warrants and Exercisable Certificates*" of the CGMFL GMI Base Prospectus shall be amended as set out in Schedule 11 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMFL GMI Base Prospectus.

Amendments to Section H.7 – Form of Pricing Supplement – Warrants and Exercisable Certificates

The section entitled "*Section H.7 – Form of Pricing Supplement – Warrants and Exercisable Certificates*" of the CGMFL GMI Base Prospectus shall be amended as set out in Schedule 12 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMFL GMI Base Prospectus.

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 GMI Base Prospectus since the publication of the CGMFL GMI Base Prospectus Supplement (No.6).

This Supplement and the document incorporated by reference into it will be published on the website of the Luxembourg Stock Exchange at www.luxse.com. Copies of the CGMFL GMI Base Prospectus 2025, the CGMFL GMI Base Prospectus Supplement (No.1), the CGMFL GMI Base Prospectus Supplement (No.2), the CGMFL GMI Base Prospectus Supplement (No.3), the CGMFL GMI Base Prospectus Supplement (No.4), the CGMFL GMI Base Prospectus Supplement (No.5), the CGMFL GMI 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 Securities remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference into the CGMFL GMI Base Prospectus 2025 will be available on the website specified for each such document in the CGMFL GMI 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 GMI Base Prospectus 2025 by this Supplement and (b) any statement in the CGMFL GMI Base Prospectus or otherwise incorporated by reference into the CGMFL GMI Base Prospectus 2025, the statements in (a) above will prevail.

Withdrawal rights

In accordance with Article 23(2) of the EU Prospectus Regulation, investors who have already agreed to purchase or subscribe for securities pursuant to the CGMFL GMI 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 three 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 5 August 2026.

SCHEDULE 1

AMENDMENTS TO IMPORTANT INFORMATION RELATING TO THE USE OF THIS BASE PROSPECTUS AND OFFERS OF SECURITIES GENERALLY

The section entitled "*Important information relating to the use of this Base Prospectus and offers of Securities generally*" set out on pages 14 to 21 of the Base Prospectus shall be amended as follows:

1. The paragraph entitled "*PRIIPS / IMPORTANT – UK RETAIL INVESTORS*" on page 16 of the Base Prospectus shall be amended as follows:

   "~~**PRIIPS /**~~ **IMPORTANT – UK RETAIL INVESTORS**

   Unless the Issue Terms in respect of any Securities specifies "Prohibition of Sales to UK Retail Investors" as "Not Applicable", the Securities are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any retail investor in the United Kingdom. For these purposes, a "retail investor" means a person who is ~~neither~~either one (or both) of the following: (i) not a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No. 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**EUWA**") ~~nor~~or (ii) not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024 (the "**POATRs**"). Consequently no ~~key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**"), or~~ disclosure document required by the FCA Product Disclosure Sourcebook ("**DISC**"), for offering, selling or distributing the Securities or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering, selling or distributing the Securities or otherwise making them available to any retail investor in the United Kingdom may be unlawful under ~~the UK PRIIPs Regulation or~~ DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.".

SCHEDULE 2

AMENDMENTS TO SECTION D – HOW TO USE THIS DOCUMENT

The section entitled "*Section D – How to use this document*" set out on pages 167 to 182 of the Base Prospectus shall be amended as follows:

2. The third row in the table immediately below the section entitled "How to read the Base Prospectus" on page 173 of the Base Prospectus shall be amended as follows:

• "Front Cover (including Important Notices, Responsibility Statement, Important information relating to the use of this Base Prospectus and offers of Securities generally, PRIIPs/Important – EEA Retail Investors, ~~PRIIPs/~~Important – UK Retail Investors, U.S. Information, Available Information, information relating to sales of Securities in various jurisdictions and product governance)	**ALL** Securities	These Sections provide information on the Base Prospectus, the Issuers and the offer of Securities.	1 to 21"

SCHEDULE 3

AMENDMENTS TO SECTION G.1 – GENERAL INFORMATION RELATING TO THE ISSUE OF SECURITIES UNDER THIS BASE PROSPECTUS

Paragraph 9 of the section entitled "*Section G.1 – General Information Relating to the Issue of Securities under this Base Prospectus*" of the Base Prospectus set out on page 257 of the Base Prospectus shall be amended as follows:

"9. Information relating to the past and future performance and volatility of any relevant Underlying (other than any Underlying that is a Preference Share) or (if applicable) any relevant Preference Share Underlying is available from internationally recognised published or electronically displayed sources, including the relevant Electronic Page specified in the applicable Final Terms or Pricing Supplement in the case of Securities admitted to trading on the Euro MTF or the Global Exchange Market."

SCHEDULE 4

AMENDMENTS TO SECTION G.8 – SUBSCRIPTION AND SALE AND TRANSFER AND SELLING RESTRICTIONS

The sub-section entitled "*Republic of Cyprus*" set out on pages 329 of the Base Prospectus in the section entitled "*Section G.8 – Subscription and Sale and Transfer and Selling Restrictions*" of the Base Prospectus shall be amended as follows:

"**Republic of Cyprus**

For selling restrictions in respect of Cyprus~~Croatia~~, please see "*European Economic Area*" and "*Prohibition of Sales to EEA Retail Investors*" above.

Each Dealer has represented, warranted and agreed that, and each further Dealer appointed under the Programme will be required to represent, warrant and agree, that:

(a) it has not offered or sold and will not offer or sell any Securities, except in conformity with the provisions of the Public Offer and Prospectus Law, Law 114(I)/2005 (as amended) (the "**Prospectus Law**") and the provisions of the Cyprus Companies Law, cap.113 (as amended) and only if such offer falls within the exemptions provided under s.4(3) of the Prospectus Law;

(b) it has not and will not offer or sell any Securities other than in compliance with the provisions of the Investment Services and Activities and Regulated Markets Law, Law 87(I)/2017 (the "**ISARM**");

(c) it will not be providing from or within Cyprus any "Investment Services", "Investment Activities" and "Non-Core Services" (as such terms are defined in the ISARM) in relation to the Securities or be otherwise providing Investment Services, Investment Activities and Non-Core Services to residents or persons domiciled in Cyprus;

(d) it will not be concluding in Cyprus any transaction relating to such Investment Services, Investment Activities and Non-Core Services in contravention of the ISARM and/or applicable regulations adopted pursuant thereto or in relation thereto; and

(e) it will not sell any Securities in breach of financial and economic sanctions imposed by the European Union pursuant to Regulation 833/2014 and 269/2014 as amended from time to time, and in particular, it will not sell any Securities denominated in an official currency of an EU Member State issued after 12 April 2022, to any Russian national or natural person residing in Russia or any legal person, entity or body established in Russia, with the exception of Russian nationals or natural persons residing in Russia having a temporary or permanent residence permit in a country member of the European Economic Area or in Switzerland."

SCHEDULE 5

AMENDMENTS TO SECTION G.10 – DESCRIPTION OF THE PREFERENCE SHARES AND THE PREFERENCE SHARE COMPANY

The second paragraph of the section entitled "*Section G.10 – Description of the Preference Shares and the Preference Share Company*" of the Base Prospectus set out on page 481 of the Base Prospectus shall be amended as follows:

"Information relating to the past and future performance and volatility of the relevant Preference Share Underlying(s) is available from the electronic page~~The value of the Preference Shares is scheduled to be published on each scheduled trading day on the Electronic Page~~ specified in the applicable Issue Terms or on such other information source as may be specified in the applicable Issue Terms."

SCHEDULE 6

AMENDMENTS TO UNDERLYING SCHEDULE 2 – INFLATION INDEX CONDITIONS

Paragraph 3(b)(ii) set out on page 634 of the Base Prospectus in the section entitled "*Underlying Schedule 2 – Inflation Index Conditions*" of the Base Prospectus shall be amended as follows:

"(ii) DIR Inflation Linked Securities

This paragraph (ii) only applies in relation to DIR Inflation Linked Securities.

If an Underlying Closing Level for a Reference Month has not been published or announced by the Cut-off Date for the relevant Payment Date, then the Calculation Agent shall, subject to any provisions specified in the applicable Issue Terms, determine a substitute index level (the Substitute Index Level) by using the following methodology:

(A) if Fallback Bond is specified as applicable in the applicable Issue Terms, the Calculation Agent will take the same action to determine the Substitute Index Level for the affected Reference Month as that taken by the relevant calculation agent pursuant to the terms and conditions of any relevant Fallback Bond; and

(B) if there is no Fallback Bond or sub-paragraph (i) does not result in a Substitute Index Level for the relevant Reference Month for any reason, then the Calculation Agent will determine the Substitute Index Level as follows:

(1) in the definition of DIR Index, if the Underlying Closing Level of the specified Inflation Index is not available for either Index Month A or (as the case may be) Index Month X or Index Month B or (as the case may be) Index Month Y (both as specified in the applicable Issue Terms), the DIR Index Figure applicable to the relevant Interest Payment Date will be the Latest Level, where

"**Latest Level**" means, in respect of an Inflation Index, the latest level of such Inflation Index (excluding any "flash" estimate) published or announced by the relevant Index Sponsor;

(2) in the definition of DIR Index, if the Underlying Closing Level of the specified Inflation Index is not available for both Index Month A or (as the case may be) Index Month X and Index Month B or (as the case may be) Index Month Y, then Inflation Index Condition 6(d) (*Substitution of an Inflation Index*) will apply; and

if the Underlying Closing Level of an Inflation Index for a Reference Month is published or announced at any time after the Cut-off Date for the relevant Payment Date, then such Underlying Closing Level will not be used in any calculation. The Substitute Index Level determined pursuant to this Inflation Index Condition 3 will be the Underlying Closing Level in respect of the relevant Reference Month."

SCHEDULE 7

AMENDMENTS TO UNDERLYING SCHEDULE 13 – PREFERENCE SHARE CONDITIONS

The definition of "Underlying Closing Level" under paragraph 2 (*Valuation*) in the section entitled "*Underlying Schedule 13 – Preference Share Conditions*" of the Base Prospectus set out on page 711 of the Base Prospectus shall be amended as follows:

""**Underlying Closing Level**" means, in respect of a Preference Share and a Valuation Date, the fair market value of such Preference Share ~~displayed on the relevant Electronic Page~~ at the Valuation Time on such Valuation Date as determined by the Calculation Agent using its internal models and methodologies and taking into account such factor(s) as the Calculation Agent determines appropriate, including, but not limited to: (i) the time remaining to maturity of such Preference Share, (ii) prevailing interest rates (including inter-bank rates and the rates at which the Issuer or its Affiliates would be able to borrow cash), (iii) the value of the Preference Share Underlying (s) and/or any future performance or expected volatility of such Preference Share Underlying(s) and (iv) any other information which the Calculation Agent determines relevant. ~~The Underlying Closing Level is scheduled to be published by the Preference Share Company on each Business Day on the Electronic Page specified in the applicable Issue Terms or such other widely available replacement price source as is notified to the holder of the Preference Share Linked Securities in accordance with General Condition 15 (*Notices*).~~"

SCHEDULE 8

AMENDMENTS TO VALUATION AND SETTLEMENT SCHEDULE FOR NOTES AND CERTIFICATES

The section entitled "*Valuation and Settlement Schedule for Notes and Certificates*" of the Base Prospectus shall be amended as follows:

1. Paragraph (A) of the definition of "Final Performance" on pages 1147 to 1148 of the Base Prospectus shall be amended as follows:

"(A) where "Single Underlying Observation" is specified as applicable in respect of the Final Performance Provisions in the applicable Issue Terms and in respect of the Redemption Underlying, an amount expressed as a percentage and determined by reference to the following formula, where each relevant constituent value is determined in relation to the relevant Redemption Underlying:

$$\frac{\text{Final Reference Level} - \text{Redemption Strike Level}}{\cancel{\text{Redemption Initial}}\ \text{Final Performance Denominator}},$$

2. Paragraph (B) of the definition of "Final Performance" on page 1149 of the Base Prospectus shall be amended as follows:

"(B) where "Weighted Basket Observation" is specified as applicable in respect of the Final Performance Provisions in the applicable Issue Terms and in respect of all of the Redemption Underlyings, an amount expressed as a percentage and determined by reference to the following formula, where each relevant constituent value is determined in relation to the relevant Redemption Underlying:

$$\sum_{n=1}^{n} W_n \times \frac{\text{Final Reference Level} - \text{Redemption Strike Level}}{\cancel{\text{Redemption Initial}}\ \text{Final Performance Denominator}},$$

3. Paragraph (C) of the definition of "Final Performance" on pages 1150 to 1151 of the Base Prospectus shall be amended as follows:

"(C) where "Best of Basket Observation" or "Worst of Basket Observation" is specified as applicable in respect of the Final Performance Provisions in the applicable Issue Terms and in respect of each of the Redemption Underlyings, an amount expressed as a percentage and determined by reference to the following formula, where each relevant constituent value is determined in relation to the relevant Redemption Underlying:

$$\frac{\text{Final Reference Level} - \text{Redemption Strike Level}}{\cancel{\text{Redemption Initial}}\ \text{Final Performance Denominator}},$$

4. The following definition shall be added immediately before the definition of "Final Reference Level" on page 1171 of the Base Prospectus:

""**Final Performance Denominator**" means, in respect of a Redemption Underlying, the Final Performance Denominator 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 or, if none is so specified in the applicable Issue Terms, such Redemption Underlying's Redemption Initial Level, PROVIDED THAT, different Final Performance Denominators 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."

5. The definition of "Specified Final Valuation Date" under paragraph 1.9(b)(i) on page 1207 of the Base Prospectus shall be amended as follows:

""**Specified Final Valuation Date**" means the Preference Share Valuation Date or, as the case may be, the number of Business Days following the Preference Share Valuation Date specified in the applicable Issue Terms. Such date shall be deemed to be a Specified Valuation Date and shall be adjusted as provided in these Valuation and Settlement Conditions and/or the applicable Issue Terms and such date, as so adjusted shall be the "**Final Valuation Date**"."

6. The definition of "Valid Date" on pages 1217 to 1218 of the Base Prospectus shall be amended as follows:

""**Valid Date**" means, in respect of a Valuation Date:

(i) Where the relevant Valuation Date is not specified to be an Averaging Date or is an Averaging Date to which "Postponement" is specified to apply in the applicable Issue Terms:

(A) in respect of Securities~~Warrants~~ linked to one Underlying, a Scheduled Trading Day which is not a Disrupted Day for the Underlying;

(B) in respect of Securities~~Warrants~~ linked to more than one Underlying if "Move In Block" is specified in the applicable Issue Terms, a Scheduled Trading Day for all the Underlyings which is not a Disrupted Day for all of the Underlyings; and

(C) in respect of Securities~~Warrants~~ linked to more than one Underlying if "Move In Block" is specified in the applicable Issue Terms and in respect of the Underlying for which the Specified Valuation Date is a Disrupted Day, a Scheduled Trading Day for such Underlying and which is not a Disrupted Day for such Underlying; and

(ii) Where the relevant Valuation Date is specified to be an Averaging Date to which "Modified Postponement" is specified to apply in the applicable Issue Terms:

(A) in respect of Securities~~Warrants~~ linked to one Underlying, a Scheduled Trading Day which is not a Disrupted Day for the Underlying and on which another Valuation Date in relation to the relevant Actual Exercise Date does not or is not deemed to occur;

(B) in respect of Securities~~Warrants~~ linked to more than one Underlying if "Move In Block" is specified in the applicable Issue Terms, a Scheduled Trading Day for all the Underlyings which is not a Disrupted Day for all of the Underlyings and on which another Valuation Date in relation to the relevant Actual Exercise Date does not or is not deemed to occur; and

(C) in respect of Securities~~Warrants~~ linked to more than one Underlying if "Move In Block" is specified in the applicable Issue Terms and in respect of the Underlying for which the Specified Valuation Date is a Disrupted Day, a Scheduled Trading Day for such Underlying which is not a Disrupted Day for such Underlying and on which another Valuation Date in relation to such Underlying and the relevant Actual Exercise Date does not or is not deemed to occur."

SCHEDULE 9

AMENDMENTS TO SECTION H.4 – FORM OF FINAL TERMS – NOTES AND CERTIFICATES

The section entitled "*Section H.4 – Form of Final Terms – Notes and Certificates*" of the Base Prospectus set out on pages 1398 to 1725 of the Base Prospectus shall be amended as follows:

3. The second paragraph beginning with "*[PROHIBITION OF SALES TO UK RETAIL INVESTORS…*" on page 1398 of the Base Prospectus shall be amended as follows:

"[**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – [Other than with respect to offers of the Securities in the United Kingdom for which a ~~UK PRIIPs KID or product summary~~disclosure document required by the FCA Product Disclosure Sourcebook ("**DISC**") is being prepared] [during the period[s] [●]-[●] (*repeat periods as necessary*),] [T]/[t]he Securities are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any "retail investor" in the United Kingdom ("**UK**"). For these purposes, a "retail investor" means a person who is ~~neither~~either one (or both) of the following: (i) not a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No. 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); ~~nor~~or (ii) not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024 (the "**POATRs**"). Consequently[, save as provided above,] no ~~key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**"), or~~ disclosure document required by [the FCA Product Disclosure Sourcebook ("**DISC**")]/[DISC], for offering, selling or distributing the Securities or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling or distributing the Securities or otherwise making them available to any retail investor in the UK may be unlawful under ~~the UK PRIIPs Regulation or~~ DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.][2]".

4. Item 8 "Scheduled Maturity Date" on page 1406 of the Base Prospectus shall be amended as follows:

"8.	[Scheduled Maturity Date:	[●][, subject to adjustment in accordance with the [Modified][Preceding][Following] Business Day Convention] [Interest Payment Date falling on or nearest to [●]] [[and] subject to extension in accordance with Credit Linked Condition 15 (*Scheduled Maturity Date Extension*)] (*Only applicable if the Securities are Credit-Linked Securities and "2014 Reference Entity" applies*) / [and extension in accordance with Credit Linked Condition 6 (*Scheduled Maturity Date Extension*)] (*Only applicable if the Securities are Credit-Linked Securities and "2003 Reference Entity" applies*) [*where EMTA provisions are applicable in respect of any FX Rate*: or, if later, the Number of Settlement Business Days following the [last occurring] [Final] Valuation Date] [The day falling [●] Business Days [(or, in respect of any Autocall Observation Date referred to in paragraph (ii) of the definition of "Preference Share Valuation

[2] Legend to be included on front of the Final Terms if the Securities potentially constitute ~~"packaged" products~~"consumer composite investments" or the issuer wishes to prohibit offers to UK retail investors for any other reason, in which case the selling restriction should be specified to be "Applicable".

Date" or the last delayed date in respect thereof, [●] Business Days)] after the Final Valuation Date [(expected to be [●])]]/[The Final Valuation Date] (*Specify for Preference Share Linked Securities only*)]"

5. Item 13 "Underlying Linked Securities Provisions and Early Termination:" on pages 1409 to 1410 of the Base Prospectus shall be amended as follows:

"13. **Underlying Linked Securities Provisions and Early Termination:**

A.	Underlying Linked Securities Provisions:	[Applicable – [the provisions in the Valuation and Settlement Schedule apply (subject as provided in any relevant Underlying Schedule)]] [Not Applicable] (*Only applicable if the Securities are Underlying Linked Securities. Otherwise, specify not applicable and delete the remaining sub-paragraphs of this paragraph*)
(i)	Underlying:	[Applicable/Not Applicable]
	(*the following information may be tabulated*)	(*If not applicable, delete the remaining sub-paragraphs of this paragraph*)
	(A) Description of Underlying(s):	[*specify each Underlying including ISIN, class number of Preference Share or other identification number where available, as appropriate*]
	(B) Classification:	[Security Index/Inflation Index ([Monthly/Daily] Publication Applicable)/Commodity Index/ Commodity/Share/Depositary Receipt/ETF Share/ Mutual Fund Interest/FX Rate (EMTA Provisions: [Applicable/Not Applicable])/Bespoke Index/Dividend Futures Contract/Rate/Preference Share/Bond] (*In respect of a Rate, note that only interest rates which are published on an Electronic Page may be specified*) (*specify for each Underlying*) (*N.B.: Preference Share Linked Securities may only be issued by CGMFL or CGMHI*)
	(C) Electronic Page:	[●]/[Not Applicable] (*specify for each Underlying*)"

6. Item 21 "Redemption Amount" on page 1580 of the Base Prospectus shall be amended as follows:

"21.	**Redemption Amount**:	[[●] per Security] [Maturity Redemption Amount] (*include for Credit Linked Notes*)] [See item (i) below] [DIR Inflation Linked Redemption Amount (see item 21(ii) below)] [Inflation Linked Redemption Amount (see item 21(iv) below [Lock-in Redemption Amount (see item 21(iv) below)] [Rate Linked Redemption Amount (see item 21(v) below)] [Interest Linked Redemption Amount (see item 21(vi) below)] [Redemption Reserve Amount (see item 21(vii)

below)] [Redemption by Instalments (see item 21(viii) below)] [,subject as provided in Valuation and Settlement Condition 9 (*Dual Currency Securities*)] [,subject as provided in Valuation and Settlement Condition 1.6 (*Mandatory Early Redemption Barrier Event*)] (*Include where "Mandatory Early Redemption Event override" applies*) [,subject as provided in Valuation and Settlement Condition 1.7 (*Mandatory Early Redemption Event*)] (*Include where "Mandatory Early Redemption Event override" applies*)

(*Specify each which applies*)"

7. The following new sub-paragraph (A) shall be added immediately before the existing sub-paragraph entitled "Single Underlying Observation" under the sub-section entitled "Final Performance Provisions" of item 21(i) (Underlying Linked Securities Redemption Provisions) on pages 1582 to 1587 of the Base Prospectus and all subsequent sub-paragraphs shall be renumbered accordingly:

"(A) [Final Performance Denominator:	[[*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 sub-paragraph 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 Final Performance Denominator specified for each Redemption Underlying below:

Redemption Underlying	Final Performance Denominator
[●]	[*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]]"

8. Sub-paragraph (A) "Averaging" under the sub-section entitled "*Redemption Underlying Valuation Provisions*" on pages 1616 to 1617 of the Base Prospectus shall be amended as follows:

"**(A) Averaging:**

[Not Applicable]

[Averaging [applies/does not apply] to the [Redemption Strike Dates/Final Valuation Dates ~~Redemption Valuation Dates~~] [*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]] (*Repeat as necessary*) (*Only applicable where "Arithmetic Average Closing Level on Redemption Strike Dates" is specified for Redemption Initial Level and/or "Arithmetic Average Closing Level on Final Valuation Dates" is specified for Final Reference Level*)

[In the event that a [Redemption Strike Date/Final Valuation Date ~~Redemption Valuation Dates~~] is a Disrupted Day [Omission /Postponement/Modified Postponement] will apply]"

9. Sub-paragraph (B) "Specified Final Valuation Date" under the sub-section entitled "Provisions relating to the Preference Share-Linked Redemption Amount in respect of Preference Share Linked Securities" on page 1617 of the Base Prospectus shall be amended as follows:

"(B) Specified Final Valuation Date: [[The Preference Share Valuation Date[, which is expected to be [●]]/[[●] Business Days [(or, in respect of any Autocall Observation Date referred to in paragraph (ii) of the definition of "Preference Share Valuation Date" or the last delayed date in respect thereof, [●] Business Days)] following the Preference Share Valuation Date"

10. Item 6 (INFORMATION ABOUT [THE PAST AND FUTURE PERFORMANCE AND VOLATILITY OF THE OR EACH UNDERLYING][AND][THE FLOATING RATE OF INTEREST]) of Part B on pages 1656 to 1657 of the Base Prospectus shall be amended as follows:

"[Information about the past and future performance of the or each [Underlying][Preference Share Underlying] is electronically available [free of charge][at a charge] from [the applicable

Electronic Page(s) specified for such [Underlying][Preference Share Underlying] [in Part A above][below: [●]][[●]]] [●].]

[Information relating to historic interest rates in the case of Floating Rate Securities is electronically available [free of charge][at a charge] from the relevant [Electronic Page][Page][●].]

(*Include details about where information about the past and future performance of the or each [Underlying][Preference Share Underlying] and its volatility can be obtained by electronic means, and whether or not it can be obtained free of charge.*)"

11. Item 10(xii) of Part B on page 1663 of the Base Prospectus shall be amended as follows:

"	(xii)	Prohibition of Sales to UK Retail Investors:	Not Applicable/Applicable [during the period[s] [●]-[●] (*repeat as necessary*)]] (*If the Securities clearly do not constitute ~~"packaged" products~~"consumer composite investments", "Not Applicable" should be specified. If the Securities may constitute ~~"packaged" products~~"consumer composite investments" and no ~~key information document~~disclosure document required by DISC will be prepared other than in the relevant specified jurisdiction(s) for the relevant specified period(s), "Applicable" should be specified and details provided accordingly*)"

12. The third paragraph of item 12 (UNITED STATES TAX CONSIDERATIONS) of Part B on pages 1664 to 1665 of the Base Prospectus shall be amended as follows:

"(*Use this paragraph if the Section 871(m) determinations are final.*) [The Issuer has determined that the Securities are Specified ELIs based on either the "delta" test or the "substantial equivalence" test, as indicated in the table below. Please see the table below for additional information with respect to Section 871(m), including information necessary to calculate the amounts of dividend equivalents for the Securities.]/[The Issuer has determined that the Securities are Specified ELIs because (i) the Issue Date for the Securities is prior to 2027 and (ii) the Securities have a "delta" of one.]/[The Issuer has determined that the underlying asset(s) consist solely of one or more Qualified Indices and/or Qualified Index Securities and, therefore, that the Securities are not Specified ELIs.]/[The Issuer has determined that the underlying asset(s) consist solely of one or more indices whose sole U.S. equity components are Qualified Indices and/or Qualified Index Securities and, therefore, that the Securities are not Specified ELIs.]/[The Issuer has determined that the underlying(s) for the Securities consists solely of (i) one or more Qualified Indices and/or Qualified Index Securities and/or (ii) underlying(s) that are neither U.S. equities nor indices that include U.S. equities and, therefore, that the Securities are not Specified ELIs.]/[The Issuer has determined that the Securities are not Specified ELIs based on either the "delta" test or the "substantial equivalence" test, as indicated in the table below.]/[The Issuer has determined that the Securities are not Specified ELIs because (i) the Issue Date for the Securities is prior to 2027 and (ii) the Securities do not have a "delta" of one.]/[The Issuer has determined that the Securities are not Specified ELIs for the purpose of Section 871(m).]"

SCHEDULE 10

AMENDMENTS TO SECTION H.5 – FORM OF PRICING SUPPLEMENT – NOTES AND CERTIFICATE

The section entitled "*Section H.5 – Form of Pricing Supplement – Notes and Certificates*" of the Base Prospectus set out on pages 1726 to 2047 of the Base Prospectus shall be amended as follows:

1. The second paragraph beginning with "*[PROHIBITION OF SALES TO UK RETAIL INVESTORS…*" on page 1726 of the Base Prospectus shall be amended as follows:

   "[**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – [Other than with respect to offers of the Securities in the United Kingdom for which a ~~UK PRIIPs KID or product summary~~disclosure document required by the FCA Product Disclosure Sourcebook ("**DISC**") is being prepared] [during the period[s] [●]-[●] (*repeat periods as necessary*),] [T]/[t]he Securities are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any "retail investor" in the United Kingdom ("**UK**"). For these purposes, a "retail investor" means a person who is ~~neither~~either one (or both) of the following: (i) not a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No. 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); ~~nor~~or (ii) not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024 (the "**POATRs**"). Consequently[, save as provided above,] no ~~key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**"), or~~ disclosure document required by [the FCA Product Disclosure Sourcebook ("**DISC**")]/[DISC], for offering, selling or distributing the Securities or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling or distributing the Securities or otherwise making them available to any retail investor in the UK may be unlawful under ~~the UK PRIIPs Regulation or~~ DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.][2] ".

2. Item 8 "Scheduled Maturity Date" on pages 1734 to 1735 of the Base Prospectus shall be amended as follows:

"8.	[Scheduled Maturity Date:	[●][, subject to adjustment in accordance with the [Modified][Preceding][Following] Business Day Convention] [Interest Payment Date falling on or nearest to [●]] [[and] subject to extension in accordance with Credit Linked Condition 15 (*Scheduled Maturity Date Extension*)] (*Only applicable if the Securities are Credit-Linked Securities and "2014 Reference Entity" applies*) / [and extension in accordance with Credit Linked Condition 6 (*Scheduled Maturity Date Extension*)] (*Only applicable if the Securities are Credit-Linked Securities and "2003 Reference Entity" applies*) [*where EMTA provisions are applicable in respect of any FX Rate*: or, if later, the Number of Settlement Business Days following the [last occurring] [Final] Valuation Date] [The day falling [●] Business Days [(or, in respect of any Autocall Observation Date referred to in paragraph (ii) of the definition of "Preference Share Valuation

[2] Legend to be included on front of the Pricing Supplement if the Securities potentially constitute ~~"packaged" products~~"consumer composite investments" or the issuer wishes to prohibit offers to UK retail investors for any other reason, in which case the selling restriction should be specified to be "Applicable".

Date" or the last delayed date in respect thereof, [●] Business Days)] after the Final Valuation Date [(expected to be [●])]]/[The Final Valuation Date] (*Specify for Preference Share Linked Securities only*)]"

3. Item 13 "Underlying Linked Securities Provisions and Early Termination:" on pages 1738 to 1739 of the Base Prospectus shall be amended as follows:

"13. **Underlying Linked Securities Provisions and Early Termination:**

A.	Underlying Linked Securities Provisions:	[Applicable – [the provisions in the Valuation and Settlement Schedule apply (subject as provided in any relevant Underlying Schedule)]] [Not Applicable] (*Only applicable if the Securities are Underlying Linked Securities. Otherwise, specify not applicable and delete the remaining sub-paragraphs of this paragraph*)
(i)	Underlying: (*the following information may be tabulated*)	[Applicable/Not Applicable] (*If not applicable, delete the remaining sub-paragraphs of this paragraph*)
	(A) Description of Underlying(s):	[*specify each Underlying including ISIN, class number of Preference Share or other identification number where available, including definitions, as appropriate*]
	(B) Classification:	[Security Index/Inflation Index ([Monthly/Daily] Publication Applicable)/Commodity Index/ Commodity/Share/Depositary Receipt/ETF Share/ Mutual Fund Interest/FX Rate (EMTA Provisions: [Applicable/Not Applicable])/Bespoke Index/Dividend Futures Contract/Rate/Preference Share/Bond] (*In respect of a Rate, note that only interest rates which are published on an Electronic Page may be specified*) (*specify for each Underlying*) (*N.B.: Preference Share Linked Securities may only be issued by CGMFL or CGMHI*)
	(C) Electronic Page:	[●]/[Not Applicable] (*specify for each Underlying*)"

4. Item 21 "Redemption Amount" on page 1915 of the Base Prospectus shall be amended as follows:

"21. **Redemption Amount**:	[[●] per Security] [Maturity Redemption Amount] (*include for Credit Linked Notes*)] [See item 21(i) below] [DIR Inflation Linked Redemption Amount (see item 21(ii) below)] [Inflation Linked Redemption Amount (see item 21(iii) below] [Lock-in Redemption Amount (see item 21(iv) below)] [Rate Linked Redemption Amount (see item 21(v) below)] [Interest Linked Redemption Amount (see item 21(vi) below)] [Redemption Reserve Amount (see item 21(vii)

below)] [Redemption by Instalments (see item 21(viii) below)] [, subject as provided in Valuation and Settlement Condition 9 (*Dual Currency Securities*)] [,subject as provided in Valuation and Settlement Condition 1.6 (*Mandatory Early Redemption Barrier Event*)] (*Include where "Mandatory Early Redemption Event override" applies*) [, subject as provided in Valuation and Settlement Condition 1.7 (*Mandatory Early Redemption Event*)] (*Include where "Mandatory Early Redemption Event override" applies*)

(*Specify each which applies*)"

5. The following new sub-paragraph (A) shall be added immediately before the existing sub-paragraph entitled "Single Underlying Observation" under the sub-section entitled "Final Performance Provisions" of item 21(i) (Underlying Linked Securities Redemption Provisions) on pages 1918 to 1922 of the Base Prospectus and all subsequent sub-paragraphs shall be renumbered accordingly:

"(A) [Final Performance Denominator: [[*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 sub-paragraph 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 Final Performance Denominator specified for each Redemption Underlying below:

Redemption Underlying	Final Performance Denominator
[●]	[*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]]"

6. Sub-paragraph (A) "Averaging" under the sub-section entitled "*Redemption Underlying Valuation Provisions (for the purposes of Valuation and Settlement Condition 1.9(a) or 1.9(c)):*" on page 1949 of the Base Prospectus shall be amended as follows:

"**(A) Averaging:**	[Not Applicable] [Averaging [applies/does not apply] to the [Redemption Strike Dates/Final Valuation Dates ~~Redemption Valuation Dates~~] [*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]] (*Repeat as necessary*) (*Only applicable where "Arithmetic Average Closing Level on Redemption Strike Dates" is specified for Redemption Initial Level and/or "Arithmetic Average Closing Level on Final Valuation Dates" is specified for Final Reference Level*) [In the event that a [Redemption Strike Date/Final Valuation Date ~~Redemption Valuation Dates~~] is a Disrupted Day [Omission /Postponement/Modified Postponement] will apply]"

7. Sub-paragraph (B) "Specified Final Valuation Date" under the sub-section entitled "Provisions relating to the Preference Share-Linked Redemption Amount in respect of Preference Share Linked Securities" on pages 1949 to 1950 of the Base Prospectus shall be amended as follows:

"(B) Specified Final Valuation Date:	[[The Preference Share Valuation Date[, which is expected to be [●]]/[[●] Business Days [(or, in respect of any Autocall Observation Date referred to in paragraph (ii) of the definition of "Preference Share Valuation Date" or the last delayed date in respect thereof, [●] Business Days)] following the Preference Share Valuation Date"

8. Item 3 (INFORMATION ABOUT [THE PAST AND FUTURE PERFORMANCE AND VOLATILITY OF THE OR EACH UNDERLYING][AND][THE FLOATING RATE OF INTEREST]) of Part B on pages 1983 of the Base Prospectus shall be amended as follows:

"[Information about the past and future performance of the or each [Underlying][Preference Share Underlying] is electronically available [free of charge][at a charge] from [the applicable Electronic Page(s) specified for such [Underlying][Preference Share Underlying] [in Part A above][below: [●]][[●]]] [●].]

[Information relating to historic interest rates in the case of Floating Rate Securities is electronically available [free of charge][at a charge] from the relevant [Electronic Page][Page][●].]

(*Include details about where information about the past and future performance of the or each [Underlying][Preference Share Underlying] and its volatility can be obtained.*)"

9. Item 6(ix) of Part B on page 1988 of the Base Prospectus shall be amended as follows:

"	(ix)	Prohibition of Sales to UK Retail Investors:	Not Applicable/Applicable [during the period[s] [●]-[●] (*repeat as necessary*)]] (*If the Securities clearly do not constitute ~~"packaged" products~~"consumer composite investments", "Not Applicable" should be specified. If the Securities may constitute ~~"packaged" products~~"consumer composite investments" and no ~~key information document~~disclosure document required by DISC will be prepared other than in the relevant specified jurisdiction(s) for the relevant specified period(s), "Applicable" should be specified and details provided accordingly*)"

10. The third paragraph of item 7 (UNITED STATES TAX CONSIDERATIONS) of Part B on pages 1988 to 1989 of the Base Prospectus shall be amended as follows:

"(*Use this paragraph if the Section 871(m) determinations are final.*) [The Issuer has determined that the Securities are Specified ELIs based on either the "delta" test or the "substantial equivalence" test, as indicated in the table below. Please see the table below for additional information with respect to Section 871(m), including information necessary to calculate the amounts of dividend equivalents for the Securities.]/[The Issuer has determined that the Securities are Specified ELIs because (i) the Issue Date for the Securities is prior to 2027 and (ii) the Securities have a "delta" of one.]/[The Issuer has determined that the underlying asset(s) consist solely of one or more Qualified Indices and/or Qualified Index Securities and, therefore, that the Securities are not Specified ELIs.]/[The Issuer has determined that the underlying asset(s) consist solely of one or more indices whose sole U.S. equity components are Qualified Indices and/or Qualified Index Securities and, therefore, that the Securities are not Specified ELIs.]/[The Issuer has determined that the underlying(s) for the Securities consists solely of (i) one or more Qualified Indices and/or Qualified Index Securities and/or (ii) underlying(s) that are neither U.S. equities nor indices that include U.S. equities and, therefore, that the Securities are not Specified ELIs.]/[The Issuer has determined that the Securities are not Specified ELIs based on either the "delta" test or the "substantial equivalence" test, as indicated in the table below.]/[The Issuer has determined that the Securities are not Specified ELIs because (i) the Issue Date for the Securities is prior to 2027 and (ii) the Securities do not have a "delta" of one.]/[The Issuer has determined that the Securities are not Specified ELIs for the purpose of Section 871(m).]"

SCHEDULE 11

AMENDMENTS TO SECTION H.6 – FORM OF FINAL TERMS – WARRANTS AND EXERCISABLE CERTIFICATES

The section entitled "*Section H.6 – Form of Final Terms – Warrants and Exercisable Certificates*" of the Base Prospectus set out on pages 2048 to 2083 of the Base Prospectus shall be amended as follows:

1. The second (non-italicised) paragraph beginning with "*[PROHIBITION OF SALES TO UK RETAIL INVESTORS…*" on page 2048 of the Base Prospectus shall be amended as follows:

   "[**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – [Other than with respect to offers of the [Warrants/Exercisable Certificates] in the United Kingdom for which a ~~UK PRIIPs KID or product summary~~disclosure document required by the FCA Product Disclosure Sourcebook ("**DISC**") is being prepared] [during the period[s] [●]-[●] (*repeat periods as necessary*),] [T]/[t]he [Warrants/Exercisable Certificates] are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any "retail investor" in the United Kingdom ("**UK**"). For these purposes, a "retail investor" means a person who is ~~neither~~either one (or both) of the following: (i) not a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No. 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "**EUWA**"); ~~nor~~or (ii) not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024 (the "**POATRs**"). Consequently[, save as provided above,] no ~~key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**"), or~~ disclosure document required by [the FCA Product Disclosure Sourcebook ("**DISC**")]/[DISC], for offering, selling or distributing the [Warrants/Exercisable Certificates] or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling or distributing the [Warrants/Exercisable Certificates] or otherwise making them available to any retail investor in the UK may be unlawful under ~~the UK PRIIPs Regulation or~~ DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.]".

2. The ninth paragraph under item 11 of Part B on page 2081 of the Base Prospectus shall be amended as follows:

"	Prohibition of Sales to UK Retail Investors:	[Not Applicable/Applicable]
		(*If the Warrants/Exercisable Certificates clearly do not constitute ~~"packaged" products~~"consumer composite investments", "Not Applicable" should be specified. If the Warrants/Exercisable Certificates may constitute ~~"packaged" products~~"consumer composite investments", "Applicable" should be specified*)"

SCHEDULE 12

AMENDMENTS TO SECTION H.7 – FORM OF PRICING SUPPLEMENT – WARRANTS AND EXERCISABLE CERTIFICATES

The section entitled "*Section H.7 – Form of Pricing Supplement – Warrants and Exercisable Certificates*" of the Base Prospectus set out on pages 2084 to 2147 of the Base Prospectus shall be amended as follows:

1. The second (non-italicised) paragraph beginning with "*[PROHIBITION OF SALES TO UK RETAIL INVESTORS…*" on page 2084 of the Base Prospectus shall be amended as follows:

   "[**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – [Other than with respect to offers of the [Warrants/Exercisable Certificates] in the United Kingdom for which a ~~UK PRIIPs KID or product summary~~disclosure document required by the FCA Product Disclosure Sourcebook ("**DISC**") is being prepared] [during the period[s] [●]-[●] (*repeat periods as necessary*),] [T]/[t]he [Warrants/Exercisable Certificates] are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any retail investor in the United Kingdom ("**UK**"). For these purposes, a "retail investor" means a person who is ~~neither~~either one (or both) of the following: (i) not a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No. 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "**EUWA**"); ~~nor~~or (ii) not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024 (the "**POATRs**"). Consequently[, save as provided above,] no ~~key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**"), or~~ disclosure document required by [the FCA Product Disclosure Sourcebook ("**DISC**")]/[DISC], for offering, selling or distributing the [Warrants/Exercisable Certificates] or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling or distributing the [Warrants/Exercisable Certificates] or otherwise making them available to any retail investor in the UK may be unlawful under ~~the UK PRIIPs Regulation or~~ DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.]".

2. The ninth paragraph under item 5 of Part B on page 2129 of the Base Prospectus shall be amended as follows:

" Prohibition of Sales to UK Retail Investors:	[Not Applicable/Applicable] (*If the Warrants/Exercisable Certificates clearly do not constitute ~~"packaged" products~~"consumer composite investments", "Not Applicable" should be specified. If the Warrants/Exercisable Certificates may constitute ~~"packaged" products~~"consumer composite investments", "Applicable" should be specified*)"