

CITIGROUP INC. GMI BASE PROSPECTUS SUPPLEMENT (No.3) dated 7 May 2025;
CGMHI GMI BASE PROSPECTUS SUPPLEMENT (No.3) dated 7 May 2025; and
CGMFL GMI BASE PROSPECTUS SUPPLEMENT (No.3) dated 7 May 2025



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

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

Citigroup Inc. GMI Base Prospectus Supplement (No.3)

This base prospectus supplement ("**Citigroup Inc. GMI Base Prospectus Supplement (No.3)**") 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 18 November 2024 ("**Citigroup Inc. GMI Base Prospectus 2024**"), as supplemented by a Citigroup Inc. GMI Base Prospectus Supplement (No.1) dated 31 January 2025 (the "**Citigroup Inc. GMI Base Prospectus Supplement (No.1)**") and a Citigroup Inc. GMI Base Prospectus Supplement (No.2) dated 31 March 2025 (the "**Citigroup Inc. GMI Base Prospectus Supplement (No.2)**"), in each case, prepared by Citigroup Inc. (the Citigroup Inc. GMI Base Prospectus 2024, the Citigroup Inc. GMI Base Prospectus Supplement (No.1) and the Citigroup Inc. GMI Base Prospectus Supplement (No.2), 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.3)

This base prospectus supplement ("**CGMHI GMI Base Prospectus Supplement (No.3)**") 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 18 November 2024 (the "**CGMHI GMI Base Prospectus 2024**"), as supplemented by a CGMHI GMI Base Prospectus Supplement (No.1) dated 31 January 2025 (the "**CGMHI GMI Base Prospectus**").

Supplement (No.1)") and a CGMHI GMI Base Prospectus Supplement (No.2) dated 31 March 2025 (the "**CGMHI GMI Base Prospectus Supplement (No.2)**"), in each case, prepared by Citigroup Global Markets Holdings Inc. ("**CGMHI**") and Citigroup Inc. in its capacity as the CGMHI Guarantor ("**CGMHI Guarantor**") (the CGMHI GMI Base Prospectus 2024, the CGMHI GMI Base Prospectus Supplement (No.1) and the CGMHI GMI Base Prospectus Supplement (No.2), together the "**CGMHI Underlying Linked Notes Base Prospectus**") with respect to the Programme.

CGMFL GMI Base Prospectus Supplement (No.3)

This base prospectus supplement ("**CGMFL GMI Base Prospectus Supplement (No.3)**") and, together with the Citigroup Inc. GMI Base Prospectus Supplement (No.3) and the CGMHI GMI Base Prospectus Supplement (No.3), 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 18 November 2024 (the "**CGMFL GMI Base Prospectus 2024**") as supplemented by a CGMFL GMI Base Prospectus Supplement (No.1) dated 31 January 2025 (the "**CGMFL GMI Base Prospectus Supplement (No.1)**") and a CGMFL GMI Base Prospectus Supplement (No.2) dated 31 March 2025 (the "**CGMFL GMI Base Prospectus Supplement (No.2)**"), in each case, prepared by Citigroup Global Markets Funding Luxembourg S.C.A. ("**CGMFL**") and Citigroup Global Markets Limited in its capacity as the CGMFL Guarantor ("**CGMFL Guarantor**") (the CGMFL GMI Base Prospectus 2024, CGMFL GMI Base Prospectus Supplement (No.1) and the CGMFL GMI Base Prospectus Supplement (No.2), 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.3), the CGMHI GMI Base Prospectus Supplement (No.3) and the CGMFL GMI Base Prospectus Supplement (No.3) as Base Listing Particulars Supplements (respectively, the "**Citigroup Inc. GMI Base Listing Particulars Supplement (No.3)**", the "**CGMHI GMI Base Listing Particulars Supplement (No.3)**" and the "**CGMFL GMI Base Listing Particulars Supplement (No.3)**" respectively, and, together, the "**Base Listing Particulars Supplement**"). Save where expressly provided or the context otherwise requires, where Securities are to be admitted to trading on the Global Exchange Market references herein to "Supplement", "Citigroup Inc. GMI Base Prospectus Supplement (No.3)", "CGMHI GMI s Base Prospectus Supplement (No.3)" and "CGMFL GMI Base Prospectus Supplement (No.3)" shall be construed to be to "Base Listing Particulars Supplement", "Citigroup Inc. GMI Base Listing Particulars Supplement (No.3)", "CGMHI GMI Base Listing Particulars Supplement (No.3)" and "CGMFL GMI Base Listing Particulars Supplement (No.3)", 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.

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 2025 Q1 Form 8-K of Citigroup Inc. on 15 April 2025

On 15 April 2025, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 2025 Q1 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 31 March 2025. A copy of the Citigroup Inc. 2025 Q1 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-prod-nr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202504/df95330a-47ae-453d-adb9-db5f80bbbacd.pdf>) Citigroup Inc. is an Issuer under the Programme. By virtue of this Supplement, the Citigroup Inc. 2025 Q1 Form 8-K is incorporated by reference in, 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. 2025 Q1 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 15 April 2025, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-19
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 March 2025.	Exhibit Number 99.2 on pages 20-42

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2025 Q1 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 Notices

The section of the Citigroup Inc. GMI Base Prospectus entitled "*Important Notices*" 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 B – Risk Factors

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

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

The section of the Citigroup Inc. GMI Base Prospectus entitled "*General Information relating to the Issue of Securities under this 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, and all struck-out text will be deleted from, the Citigroup Inc. GMI Base Prospectus.

Amendments to Section G.4 – Description of the return on the Securities

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

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

The section of the Citigroup Inc. GMI Base Prospectus entitled "*Subscription and Sale and Transfer and Selling Restrictions*" shall be amended as set out in Schedule 5 to this Supplement.

Amendments to Section H.1 – General Conditions of the Notes and Certificates

The section of the Citigroup Inc. GMI Base Prospectus entitled "*General Conditions of the Notes and Certificates*" 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 Part A: Valuation and Settlement Schedule for Notes and Certificates

The section of the Citigroup Inc. GMI Base Prospectus entitled "*Part A: Valuation and Settlement Schedule for Notes and Certificates*" shall be amended as set out in Schedule 7 to this Supplement.

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

The section of the Citigroup Inc. GMI Base Prospectus entitled "*Form of Final Terms – Notes and Certificates*" 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.5 – Form of Pricing Supplement – Notes and Certificates

The section of the Citigroup Inc. GMI Base Prospectus entitled "*Form of Pricing Supplement – Notes and Certificates*" 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.6 – Forms of Final Terms – Warrants and Exercisable Certificates

The section of the Citigroup Inc. GMI Base Prospectus entitled "*Forms of Final Terms – Warrants and Exercisable Certificates*" 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.7 – Forms of Pricing Supplement – Warrants and Exercisable Certificates

The section of the Citigroup Inc. GMI Base Prospectus entitled "*Forms of Pricing Supplement – Warrants and Exercisable Certificates*" 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.

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.2).

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 2024, the Citigroup Inc. GMI Base Prospectus Supplement (No.1), the Citigroup Inc. GMI Base Prospectus Supplement (No.2) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Securities remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference in the Citigroup Inc. GMI Base Prospectus 2024 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 2024 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 2024, the statements in (a) above will prevail.

Withdrawal rights

In accordance with Article 23 of the EU Prospectus Regulation, investors who have already agreed to purchase or subscribe for securities pursuant to the Citigroup Inc. 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 13 May 2025.

INFORMATION RELATING TO THE CGMHI GMI BASE PROSPECTUS

Publication of the 2025 Q1 Form 8-K of Citigroup Inc. on 15 April 2025

On 15 April 2025, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 2025 Q1 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 31 March 2025. A copy of the Citigroup Inc. 2025 Q1 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-prod-nr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202504/df95330a-47ae-453d-adb9-db5f80bbbacd.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. 2025 Q1 Form 8-K is incorporated by reference in, 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. 2025 Q1 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 15 April 2025, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-19
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 March 2025.	Exhibit Number 99.2 on pages 20-42

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2025 Q1 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 Notices

The section of the CGMHI GMI Base Prospectus entitled "*Important Notices*" 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 B – Risk Factors

The section of the CGMHI GMI Base Prospectus entitled "*Risk Factors*" shall be amended as set out in Schedule 2 to this Supplement.

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

The section of the CGMHI GMI Base Prospectus entitled "*General Information relating to the Issue of Securities under this 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, and all struck-out text will be deleted from, the CGMHI GMI Base Prospectus.

Amendments to Section G.4 – Description of the return on the Securities

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

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

The section of the CGMHI GMI Base Prospectus entitled "*Subscription and Sale and Transfer and Selling Restrictions*" shall be amended as set out in Schedule 5 to this Supplement.

Amendments to Section H.1 – General Conditions of the Notes and Certificates

The section of the CGMHI GMI Base Prospectus entitled "*General Conditions of the Notes and Certificates*" 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 Part A: Valuation and Settlement Schedule for Notes and Certificates

The section of the CGMHI GMI Base Prospectus entitled "*Part A: Valuation and Settlement Schedule for Notes and Certificates*" shall be amended as set out in Schedule 7 to this Supplement.

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

The section of the CGMHI GMI Base Prospectus entitled "*Form of Final Terms – Notes and Certificates*" 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.5 – Form of Pricing Supplement – Notes and Certificates

The section of the CGMHI GMI Base Prospectus entitled "*Form of Pricing Supplement – Notes and Certificates*" 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.6 – Forms of Final Terms – Warrants and Exercisable Certificates

The section of the CGMHI GMI Base Prospectus entitled "*Forms of Final Terms – Warrants and Exercisable Certificates*" 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.7 – Forms of Pricing Supplement – Warrants and Exercisable Certificates

The section of the CGMHI GMI Base Prospectus entitled "*Forms of Pricing Supplement – Warrants and Exercisable Certificates*" 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.

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.2).

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 2024, the CGMHI GMI Base Prospectus Supplement (No.1), the CGMHI GMI Base Prospectus Supplement (No.2) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Securities remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference in the CGMHI GMI Base Prospectus 2024 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 2024 by this Supplement and (b) any statement

in the CGMHI GMI Base Prospectus or otherwise incorporated by reference into the CGMHI GMI Base Prospectus 2024, the statements in (a) above will prevail.

Withdrawal rights

In accordance with Article 23 of the EU Prospectus Regulation, investors who have already agreed to purchase or subscribe for securities pursuant to the CGMHI 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 13 May 2025.

INFORMATION RELATING TO THE CGMFL GMI BASE PROSPECTUS

Publication of the 2025 Q1 Form 8-K of Citigroup Inc. on 15 April 2025

On 15 April 2025, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 2025 Q1 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 31 March 2025. A copy of the Citigroup Inc. 2025 Q1 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-prod-nr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202504/df95330a-47ae-453d-adb9-db5f80bbbacd.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. 2025 Q1 Form 8-K is incorporated by reference in, 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. 2025 Q1 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 15 April 2025, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-19
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 March 2025.	Exhibit Number 99.2 on pages 20-42

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2025 Q1 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 Notices

The section of the CGMFL GMI Base Prospectus entitled "*Important Notices*" 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 B – Risk Factors

The section of the CGMFL GMI Base Prospectus entitled "*Risk Factors*" shall be amended as set out in Schedule 2 to this Supplement.

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

The section of the CGMFL GMI Base Prospectus entitled "*General Information relating to the Issue of Securities under this 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, and all struck-out text will be deleted from, the CGMFL GMI Base Prospectus.

Amendments to Section G.4 – Description of the return on the Securities

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

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

The section of the CGMFL GMI Base Prospectus entitled "*Subscription and Sale and Transfer and Selling Restrictions*" shall be amended as set out in Schedule 5 to this Supplement.

Amendments to Section H.1 – General Conditions of the Notes and Certificates

The section of the CGMFL GMI Base Prospectus entitled "*General Conditions of the Notes and Certificates*" 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 Part A: Valuation and Settlement Schedule for Notes and Certificates

The section of the CGMFL GMI Base Prospectus entitled "*Part A: Valuation and Settlement Schedule for Notes and Certificates*" shall be amended as set out in Schedule 7 to this Supplement.

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

The section of the CGMFL GMI Base Prospectus entitled "*Form of Final Terms – Notes and Certificates*" 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.5 – Form of Pricing Supplement – Notes and Certificates

The section of the CGMFL GMI Base Prospectus entitled "*Form of Pricing Supplement – Notes and Certificates*" 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.6 – Forms of Final Terms – Warrants and Exercisable Certificates

The section of the CGMFL GMI Base Prospectus entitled "*Forms of Final Terms – Warrants and Exercisable Certificates*" 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.7 – Forms of Pricing Supplement – Warrants and Exercisable Certificates

The section of the CGMFL GMI Base Prospectus entitled "*Forms of Pricing Supplement – Warrants and Exercisable Certificates*" 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.

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 Prospectus since the publication of the CGMFL GMI Base Prospectus Supplement (No.2).

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 2024, the CGMFL GMI Base Prospectus Supplement (No.1), the CGMFL GMI Base Prospectus Supplement (No.2) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Securities remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference in the CGMFL GMI Base Prospectus 2024 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 2024 by this Supplement and (b) any statement

in the CGMFL GMI Base Prospectus or otherwise incorporated by reference into the CGMFL GMI Base Prospectus 2024, the statements in (a) above will prevail.

Withdrawal rights

In accordance with Article 23 of the EU Prospectus Regulation, investors who have already agreed to purchase or subscribe for securities pursuant to the CGMFL 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 13 May 2025.

SCHEDULE 1

AMENDMENTS TO IMPORTANT NOTICES

The section entitled "*Important Notices*" set out on pages ii to ix of the Base Prospectus shall be amended as follows:

1. The sixth paragraph of the sub-section entitled (*Approvals of the Base Prospectus*) on page iv of the Base Prospectus is updated as follows:

"The requirement to publish a prospectus under the EU Prospectus Regulation only applies to Securities which are to be admitted to trading on a regulated market in the EEA and/or offered to the public in the EEA other than in circumstances where an exemption is available under Article 1(4) and/or 3(2) of the EU Prospectus Regulation. References in this Base Prospectus to "Exempt Securities" are to Securities for which no prospectus is required to be published under the EU Prospectus Regulation. The CSSF has neither approved nor reviewed information contained in this Base Prospectus in connection with Exempt Securities and has neither reviewed nor approved any information in relation to the admission to trading of Securities on a multi trading facility ("**MTF**") or any market which is not a regulated market for the purposes of MiFID II, including, for the avoidance of doubt, the KASE (as defined below). The CSSF has neither approved nor reviewed information contained in this Base Prospectus in connection with Securities to be listed on and/or admitted to trading, in the case of Notes, in the "Bonds" category of the "Debt Securities" sector or, in the case of Warrants and Exercisable Certificates, in the "Derivative Securities" sector of the "Main" market of the Kazakhstan Stock Exchange JSC. Application has been made to the Luxembourg Stock Exchange for the approval of the Citigroup Inc. Base Prospectus, the CGMHI Base Prospectus and the CGMFL Base Prospectus as Base Listing Particulars (the "Citigroup Inc. Base Listing Particulars", the "CGMHI Base Listing Particulars" and the "CGMFL Base Listing Particulars", respectively, and together, (the "Base Listing Particulars") with respect to Securities (including the Exempt Securities) issued by CGMFL and Exempt Securities issued by Citigroup Inc. and CGMHI as a base prospectus for the purposes of Part IV of the Luxembourg act dated 16 July 2019 on prospectus for securities. Application has also been made to the Luxembourg Stock Exchange for Securities (including Exempt Securities) issued by each Issuer during the 12 months from the date of the Base Listing Particulars to be admitted to the Official List of the Luxembourg Stock Exchange and to trading on the Luxembourg Stock Exchange's Euro MTF Market (the "**Euro MTF**")."

2. The eleventh paragraph of the sub-section entitled (*Approvals of the Base Prospectus*) on pages iv to v of the Base Prospectus is amended to update the options for listing and admission to trading, as follows:

"Application may also be made for Securities issued under the Programme:

- (i) to be listed and/or admitted to trading (i) on the Electronic Bond Market organised and managed by Borsa Italiana S.p.A. ("**MOT**") and (ii) on the multilateral trading facility of EuroTLX, Bond-X Segment, organised and managed by Borsa Italiana S.p.A. ("**EuroTLX – Bond-X**") or any other relevant market organised and managed by Borsa Italiana S.p.A.;
- (ii) to be admitted to trading (i) on the multilateral trading facility of securitised derivatives financial instruments, organised and managed by Borsa Italiana S.p.A. (the "**SeDeX**") and (ii) on the multilateral trading facility of EuroTLX, Cert-X Segment, organised and managed by Borsa Italiana S.p.A. ("**EuroTLX – Cert-X**") or any other relevant market organised and managed by Borsa Italiana S.p.A.;
- (iii) to be listed on the official list and admitted to trading on the Open Market (Regulated Unofficial Market) (*Freiverkehr*) of the Frankfurt Stock Exchange (*Börse Frankfurt AG*) (the "**Frankfurt Freiverkehr**");
- (iv) to be listed on the Vienna Stock Exchange and admitted to trading on the Vienna MTF of the Vienna Stock Exchange (*Wiener Börse AG*), which is a multilateral trading facility (the "**Vienna MTF**");

- (v) to be listed on and/or admitted to trading, in the case of Notes, in the "Bonds" category of the "Debt Securities" sector or, in the case of Warrants and Exercisable Certificates, in the "Derivative Securities" sector of the "Main" market of the Kazakhstan Stock Exchange JSC (the "KASE");
- (vi) during the period of 12 months after the date of this Base Prospectus to be listed on NASDAQ Stockholm AB and admitted to trading on the NASDAQ First North Sweden of NASDAQ Stockholm AB which is a multilateral trading facility (the "**NASDAQ Stockholm MTF**"); and
- (vii) during the period of 12 months after the date of this Base Prospectus to be admitted to trading on SPECTRUM, which is a multilateral trading facility operated by Spectrum MTF Operator GmbH ("**SPECTRUM**"),

but, in each such case, there can be no assurance that any such listing will occur on or prior to the date of issue of any Securities, as the case may be, or at all. None of the Euro MTF, the Global Exchange Market, the ISM and the stock exchanges or markets listed at (i) to ~~(vi)~~(vii) above are regulated markets for the purposes of MiFID II.

Save where expressly provided or the context otherwise requires, where Securities are to be listed and/or admitted to trading on the Euro MTF, the Global Exchange Market, the ISM and the stock exchanges or markets listed at (i) to ~~(vi)~~(vii) above references in this document to "Base Prospectus", "Citigroup Inc. Base Prospectus", "CGMHI Base Prospectus" and "CGMFL Base Prospectus" shall be construed to be to "**Base Listing Particulars**", "**Citigroup Inc. Base Listing Particulars**", "**CGMHI Base Listing Particulars**" and "**CGMFL Base Listing Particulars**", respectively."

SCHEDULE 2

AMENDMENTS TO SECTION B – RISK FACTORS

Section B (*Risk Factors*) on pages 11 to 113 of the Base Prospectus shall be updated as follows:

1. The risk factor entitled "*Mandatory Early Redemption or 'autocall'*" in the Section "*Risks associated with Notes and Certificates and certain types of Security and product features*" on pages 62 to 63 of the Base Prospectus is amended to reflect the inclusion of the "Mandatory Early Redemption Event override" option by the insertion of the following paragraph at the end thereof:

"Where "Mandatory Early Redemption Event override" is specified in the applicable Issue Terms and a Mandatory Early Redemption Event occurs prior to the Maturity Date of the Securities, the Securities will be early redeemed in accordance with the Mandatory Early Redemption provisions and not the final redemption provisions which may result in payment of a lower amount than would have been payable had the final redemption provisions prevailed."

SCHEDULE 3

AMENDMENTS TO THE GENERAL INFORMATION RELATING TO THE ISSUE OF SECURITIES UNDER THIS BASE PROSPECTUS

Section G.1 (*General Information relating to the Issue of Securities under this Base Prospectus*) set out on pages 223 to 225 of the Base Prospectus shall be amended as follows:

1. The second paragraph on pages 223 to 224 of the Base Prospectus is amended to correct the options for listing and admission to trading, as follows:

"Application has been made to the Luxembourg Stock Exchange for Exempt Securities to be admitted to the Official List of the Luxembourg Stock Exchange and to trading on the Euro MTF Market. The Luxembourg Stock Exchange has approved this Base Prospectus in relation to the Exempt Securities to be listed on the Euro MTF Market. The Euro MTF Market is not a regulated market for the purposes of MiFID II.

Application has been made to Euronext Dublin for Securities to be admitted to the Official List and to trading on Euronext Dublin's Global Exchange Market.

Application has been made to the London Stock Exchange for Securities to be admitted to trading on the ISM.

Application may be made for Securities issued pursuant to this Base Prospectus to be listed and/or admitted to trading on EuroTLX, Bond-X Segment, or any other relevant market organised and managed by Borsa Italiana S.p.A..

Application may be made for Securities issued under the Programme to be listed and/or admitted to trading (i) on the SeDeX and/or (ii) on EuroTLX – Cert X or any other relevant market organised and managed by Borsa Italiana S.p.A.

Application may be made for the Securities to be listed to the official list and admitted to trading on the Frankfurt Freiverkehr.

Application may be made for Securities to be listed on the Vienna Stock Exchange and admitted to trading on the Vienna MTF.

Application may be made for Securities to be listed on NASDAQ Stockholm AB and admitted to trading on the NASDAQ Stockholm MTF.

Application may be made for Securities to be admitted to trading on SPECTRUM.

[Application may be made for Securities to be listed and/or admitted to trading, in the case of Notes, in the "Bonds" category of the "Debt Securities" sector or, in the case of Warrants and Exercisable Certificates, in the "Derivative Securities" sector of the "Main" market of the Kazakhstan Stock Exchange JSC \("KASE"\). KASE has been recognised by ESMA as a third-country trading platform that meets European standards for post-trading transparency in accordance with the requirements of MiFID II/ MiFIR.](#)

Notwithstanding the above, there can be no assurance that any such listing will occur on or prior to the date of issue of any Securities or at all. None of the above stock exchanges or markets is a regulated market for the purposes of MiFID II."

SCHEDULE 4

AMENDMENTS TO SECTION G.4 – DESCRIPTION OF THE RETURN ON THE SECURITIES

Section G.4 (*Description of the return on the Securities*) set out on pages 235 to 256 of the Base Prospectus shall be amended as follows:

1. The Section headed "*Mandatory early redemption or 'Autocall'*" on pages 238 to 239 of the Base Prospectus is updated to reflect the inclusion of the "Mandatory Early Redemption Event override" option by the insertion of the following paragraph at the end thereof:

"Where "Mandatory Early Redemption Event override" is specified in the applicable Issue Terms and a Mandatory Early Redemption Event occurs prior to the Maturity Date of the Securities, the Securities will be early redeemed in accordance with the Mandatory Early Redemption provisions and not the final redemption provisions which may result in payment of a lower amount than would have been payable had the final redemption provisions prevailed."

SCHEDULE 5

AMENDMENTS TO THE SUBSCRIPTION AND SALE AND TRANSFER AND SELLING RESTRICTIONS

Section G.8 (*Subscription and Sale and Transfer and Selling Restrictions*) set out on pages 271 to 324 of the Base Prospectus shall be amended as follows:

1. A new sub-section entitled "Kazakhstan" on page 308 of the Base Prospectus is inserted immediately before the sub-section entitled "Republic of Korea (Korea)", as follows:

"Kazakhstan

This Base Prospectus does not constitute an offer, or an invitation to make offers, to sell, purchase, exchange or otherwise transfer securities in Kazakhstan to or for the benefit of any Kazakhstani person or entity, except for those persons or entities that are capable to do so under the legislation of the Republic of Kazakhstan and any other laws applicable to such capacity of such persons or entities. This Base Prospectus shall not be construed as an advertisement (i.e. information intended for an unlimited group of persons which is distributed and placed in any form and aimed to create or maintain interest in the Issuer and its merchandise, trademarks, works, services and/or its securities and promote their sales) in, and for the purpose of the laws of, Kazakhstan. The Securities will not, directly or indirectly, be offered for subscription or purchase in Kazakhstan, nor will invitations to subscribe for or buy or sell Securities be issued in Kazakhstan, nor will any draft or definitive document in relation to any such offer, invitation or sale be distributed in Kazakhstan, except in compliance with the laws of Kazakhstan and the rules and regulations of KASE."

SCHEDULE 6

AMENDMENTS TO THE GENERAL CONDITIONS OF THE NOTES AND CERTIFICATES

Section H.1 (*General Conditions of the Notes and Certificates*) set out on pages 436 to 510 of the Base Prospectus shall be amended as follows:

1. The seventh paragraph of the General Conditions on page 438 of the Base Prospectus is updated to reference the correct Clause numbers of the Fiscal Agency Agreement, as follows:

"The only provisions of the Fiscal Agency Agreement applicable to the Swedish Securities and the Finnish Securities are those in Clauses 2.2 ([Appointments - Calculation Agent and Determination Agent](#)), ~~18~~[6](#) ([Duties of Calculation Agent and Determination Agent](#)), ~~22.8~~[0](#) ([General – Meetings of Securityholders](#)), ~~29~~[6](#) ([Governing Law and Jurisdiction](#)), ~~27~~[30](#) ([Rights of Third Parties](#)) and ~~28~~[31](#) ([Counterparts](#)) and Schedule 5 (*Provisions for Meetings of Securityholders*) and Clauses ~~23~~[4](#) ([Changes in Agents](#)), ~~24~~[2](#) ([Agents as Securityholders](#)) and ~~26~~[3](#) ([Communications](#)) in relation to the appointment of the Calculation Agent only, in each case, as amended and restated, updated and/or superseded in the Fiscal Agency Agreement".

SCHEDULE 7

AMENDMENTS TO PART A: VALUATION AND SETTLEMENT SCHEDULE FOR NOTES AND CERTIFICATES

Part A (*Valuation and Settlement Schedule for Notes and Certificates*) set out on pages 992 to 1260 of the Base Prospectus shall be amended as follows:

1. The definition of "Performance-Linked Mandatory Early Redemption Amount" in Valuation and Settlement Condition 1.1(b)(iv) (*Definitions relating to the determination of the Mandatory Early Redemption Amount due if a Mandatory Early Redemption Barrier Event has occurred*) on pages 1065 to 1078 of the Base Prospectus is updated by the insertion of the following paragraph as a final paragraph (E) thereof:

"(E) where the relevant Performance-Linked Mandatory Early Redemption Amount is expressed in the applicable Issue Terms to be Greater of Option, an amount in the Settlement Currency determined to be the product of the Calculation Amount and the sum of (a) the Relevant Percentage and (b) the greater of (i) the MER Percentage ("**MERP**") and (ii) the Mandatory Early Redemption Performance of the Mandatory Early Redemption Performance Underlying(s) ("**MERPU**") for such Mandatory Early Redemption Date, expressed as a formula:

Calculation Amount x [Relevant Percentage + Max (MERP, MER Performance of MERPU)]

PROVIDED HOWEVER, that if a Minimum Mandatory Early Redemption Amount is specified in respect thereof in the applicable Issue Terms, then the Mandatory Early Redemption Amount is subject to such minimum amount (a floor); PROVIDED FURTHER THAT, different Minimum Mandatory Early Redemption Amounts may apply if specified in the applicable Issue Terms in respect of the satisfaction or non-satisfaction of a Mandatory Early Redemption Barrier Event and/or a Mandatory Early Redemption Upper Barrier Event and/or in respect of different Mandatory Early Redemption Dates;"

2. The definition of "Performance-Linked Redemption Amount" in Valuation and Settlement Condition 1.1(c)(iv) (*Definitions relating to the determination of the Redemption Amount due or the Entitlement deliverable in relation to the Physical Delivery Securities*) on pages 1116 to 1131 of the Base Prospectus is updated by the insertion of the following paragraph as a final paragraph (I) thereof:

"(I) where the relevant Performance-Linked Redemption Amount is expressed in the applicable Issue Terms to be Greater of Option, an amount in the Settlement Currency determined to be the product of the Calculation Amount and the sum of (a) the Relevant Percentage (as specified in the applicable Issue Terms) and (b) the greater of (i) the Final Redemption Percentage ("**FRP**") and (ii) the Final Performance of the Final Performance Underlying(s) ("**FPU**")", expressed as a formula:

Calculation Amount x [Relevant Percentage + Max (FRP, Final Performance of FPU)]

PROVIDED HOWEVER, that if a Minimum Redemption Amount is specified in respect thereof in the applicable Issue Terms, then the Redemption Amount is subject to such minimum amount (a floor).";

3. Valuation and Settlement Condition 1.7 (*Mandatory Early Redemption Event*) on page 1133 of the Base Prospectus is updated by the insertion of the following paragraph at the end thereof:

"Where "Mandatory Early Redemption Event override" is specified in the applicable Issue Terms and a Mandatory Early Redemption Event occurs prior to the Maturity Date of the Securities, the provisions of this Valuation and Settlement Condition 1.7 shall prevail over the provisions of Settlement Condition 1.8 (*Redemption Amount or Entitlement deliverable on the Maturity Date*) such that the Mandatory Early Redemption Amount will be payable on the Mandatory Early Redemption Date as provided above and no Redemption Amount will be paid or Entitlement delivered on the Maturity Date."

SCHEDULE 8

AMENDMENTS TO THE FORM OF FINAL TERMS – NOTES AND CERTIFICATES

Section H.4 (*Form of Final Terms – Notes and Certificates*) set out on pages 1318 to 1632 of the Base Prospectus shall be amended as follows:

1. The first paragraph of item 19 (*Mandatory Early Redemption Provisions*) of Part A of the Form of Final Terms for Notes and Certificates on page 1466 of the Base Prospectus is amended to include the option to specify "Mandatory Early Redemption Event override" as applicable, as follows:

"19. **Mandatory Early Redemption Provisions:** [Applicable~~[- for which purpose, "Mandatory Early Redemption Event override" applies]~~/Not Applicable]

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

2. Sub-paragraph (C) (*Performance-Linked Mandatory Early Redemption Amount*) of item 19 (*Mandatory Early Redemption Provisions*) of Part A of the Form of Final Terms for Notes and Certificates on pages 1487 to 1489 of the Base Prospectus is updated to include the "Greater of Option", as follows:

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

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

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

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

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

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

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

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

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

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

(repeat as necessary)

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

(repeat as necessary)"

3. The first paragraph of item 20 (*Redemption Amount*) of Part A of the Form of Final Terms for Notes and Certificates on page 1492 of the Base Prospectus is amended, as follows:

"20. **Redemption Amount:** *[[●] per Security] [Maturity Redemption Amount (include for Credit Linked Notes)] [See item (i) below] [DIR Inflation Linked Redemption Amount (see item 20(ii) below)] [Lock-in Redemption Amount (see item 20(iii) below)] [Rate Linked Redemption Amount (see item 20(iv) below)] [Interest Linked Redemption Amount (see item 20(v) below)] [Redemption Reserve Amount (see item 20(vi) below)] [Redemption by Instalments (see item 20(vii) below)] [, subject as provided in Valuation and Settlement Condition 8 (*Dual Currency Securities*)] [, subject as provided in Valuation and Settlement Condition 1.7 (*Mandatory Early Redemption Event*)] (Include where "*Mandatory Early Redemption Event override*" applies)"*

4. Sub-paragraph (*Performance-Linked Redemption Amount*) of item 20 (*Redemption Amount*) of Part A of the Form of Final Terms for Notes and Certificates on pages 1521 to 1525 of the Base Prospectus is updated to include the "Greater of Option", as follows:

"Performance-Linked Redemption Amount:

Put Option

[Applicable/Not Applicable] *[Insert as appropriate: if a Redemption [[Upper] [Lower] Barrier] [Lock-in] Event [does not] occur[s]]*

(repeat item as necessary) (If not applicable, delete the remaining sub-paragraphs of this paragraph)

- | | | |
|------|--|-------------------------------------|
| I. | Relevant Percentage: | <u><i>[[●]</i></u> |
| II. | Maximum Redemption Amount: | <u><i>[[●]/ Not Applicable]</i></u> |
| III. | Minimum Redemption Amount: | <u><i>[[●]/ Not Applicable]</i></u> |
| IV. | Maximum Redemption Amount (Barrier Event Satisfied): | <u><i>[[●]/ Not Applicable]</i></u> |
| V. | Minimum Redemption Amount (Barrier Event Satisfied): | <u><i>[[●]/ Not Applicable]</i></u> |

VI.	Maximum Redemption Amount (Barrier Event Not Satisfied):	[[●]/ Not Applicable]
VII.	Minimum Redemption Amount (Barrier Event Not Satisfied):	[[●]/ Not Applicable]
VIII.	Final Participation Rate ("FPR"):	[[●]/If a Redemption [Upper] [Lower] Barrier Event has occurred: [●]] [If a Redemption [Upper] [Lower] Barrier Event has not occurred: [●]]/ Not Applicable]
IX.	Redemption Adjustment:	[[●]/If a Redemption [Upper] [Lower] Barrier Event has occurred: [●]] [If a Redemption [Upper] [Lower] Barrier Event has not occurred: [●]]/ Not Applicable]
Call Option:		[Applicable/Not Applicable] <i>[Insert as appropriate: if a Redemption [[Upper] [Lower] Barrier] [Lock-in] Event [does not] occur[s]]</i> <i>(repeat item as necessary) (If not applicable, delete the remaining sub-paragraphs of this paragraph)</i>
I.	Maximum Redemption Amount:	[[●]/ Not Applicable]
II.	Minimum Redemption Amount:	[[●]/ Not Applicable]
III.	Maximum Redemption Amount (Barrier Event Satisfied):	[[●]/ Not Applicable]
IV.	Minimum Redemption Amount (Barrier Event Satisfied):	[[●]/ Not Applicable]
V.	Maximum Redemption Amount (Barrier Event Not Satisfied):	[[●]/ Not Applicable]
VI.	Minimum Redemption Amount (Barrier Event Not Satisfied):	[[●]/ Not Applicable]
VII.	Final Participation Rate ("FPR"):	[[●] [If a Redemption [Upper] [Lower] Barrier Event has occurred: [●]] [If a Redemption [Upper] [Lower] Barrier Event has not occurred: [●]]/ Not Applicable]
VIII.	Redemption Adjustment:	[[●]/If a Redemption [Upper] [Lower] Barrier Event has occurred: [●]] [If a Redemption [Upper] [Lower] Barrier Event has not occurred: [●]]/ Not Applicable]
Call Spread - Put Spread Option:		[Applicable/Not Applicable] <i>[Insert as appropriate: if a Redemption [[Upper] [Lower] Barrier] [Lock-in] Event [does not] occur[s]]</i> <i>(repeat item as necessary) (If not applicable, delete the remaining sub-paragraphs of this paragraph)</i>
I.	Call Cap:	[●]

II.	Put Cap:	[●]
III.	Call Floor:	[●]
IV.	Put Floor:	[●]
V.	Minimum Redemption Amount:	[●]
VI.	Maximum Redemption Amount:	[●]
VII.	Maximum Redemption Amount (Barrier Event Satisfied):	[[●]/ Not Applicable]
VIII.	Minimum Redemption Amount (Barrier Event Satisfied):	[[●]/ Not Applicable]
IX.	Maximum Redemption Amount (Barrier Event Not Satisfied):	[[●]/ Not Applicable]
X.	Minimum Redemption Amount (Barrier Event Not Satisfied):	[[●]/ Not Applicable]
XI.	"Final Participation Rate Call" (FPR Call):	[[●]%/If a Redemption [Upper] [Lower] Barrier Event has occurred: [●].] [If a Redemption [Upper] [Lower] Barrier Event has not occurred: [●].]/ Not Applicable]
XII.	"Final Participation Rate Put" (FPR Put):	[[●]%/If a Redemption [Upper] [Lower] Barrier Event has occurred: [●].] [If a Redemption [Upper] [Lower] Barrier Event has not occurred: [●].]/ Not Applicable]
XIII.	Global Participation Rate:	[[●]/If a Redemption [Upper] [Lower] Barrier Event has occurred: [●].] [If a Redemption [Upper] [Lower] Barrier Event has not occurred: [●].]/ Not Applicable]
XIV.	Redemption Adjustment:	[[●]/If a Redemption [Upper] [Lower] Barrier Event has occurred: [●].] [If a Redemption [Upper] [Lower] Barrier Event has not occurred: [●].]/ Not Applicable]
Twin Win Option:		[Applicable/Not Applicable] <i>[Insert as appropriate: if a Redemption [[Upper] [Lower] Barrier] [Lock-in] Event [does not] occur[s]]</i> <i>(repeat item as necessary) (If not applicable, delete the remaining sub-paragraphs of this paragraph)]</i>
I.	Minimum Redemption Amount:	[●]
II.	Final Participation Rate ("FPR"):	[[●]%/If a Redemption [Upper] [Lower] Barrier Event has occurred: [●].] [If a Redemption [Upper] [Lower] Barrier Event has not occurred: [●].]/ Not Applicable]
III.	Relevant Percentage:	[●]

IV.	Redemption Adjustment:	[[●]/[If a Redemption [Upper] [Lower] Barrier Event has occurred: [●].] [If a Redemption [Upper] [Lower] Barrier Event has not occurred: [●].]/ Not Applicable]
	Market Timer:	[Applicable/Not Applicable] <i>[Insert as appropriate: if a Redemption [[Upper] [Lower] Barrier] [Lock-in] Event [does not] occur[s]]</i> <i>(repeat item as necessary) (If not applicable, delete the remaining sub-paragraphs of this paragraph)]</i>
I.	Specified Market Timer Redemption Strike Date(s):	[Not Applicable]/[[●]] [[●] [and [●]] [[●] Scheduled Trading Days prior to [●]]/ Each Scheduled Trading Day for the relevant Redemption Underlying which is not a Disrupted Day for that Redemption Underlying from [(and including)][(but excluding)] [●] to [(and including)][(but excluding)] [●] (where a different Specified Market Timer Redemption Strike Date applies for any Redemption Underlying, specify for each Redemption Underlying)
II.	Market Redemption Level:	Timer Initial [Lowest Closing Level on Market Timer Redemption Strike Dates][Lowest Intra-day Level on Market Timer Redemption Strike Dates] (specify for each Redemption Underlying)
III.	Final Participation Rate ("FPR"):	[[●]/[If a Redemption [Upper] [Lower] Barrier Event has occurred: [●].] [If a Redemption [Upper] [Lower] Barrier Event has not occurred: [●].]/ Not Applicable]
IV.	Maximum Market Timer Percentage:	[[●]/[If a Redemption [Upper] [Lower] Barrier Event has occurred: [●].] [If a Redemption [Upper] [Lower] Barrier Event has not occurred: [●].]/ Not Applicable]
V.	Minimum Market Timer Percentage:	[[●]/[If a Redemption [Upper] [Lower] Barrier Event has occurred: [●].] [If a Redemption [Upper] [Lower] Barrier Event has not occurred: [●].]/ Not Applicable]
VI.	Redemption Adjustment:	[[●]/[If a Redemption [Upper] [Lower] Barrier Event has occurred: [●].] [If a Redemption [Upper] [Lower] Barrier Event has not occurred: [●].]/ Not Applicable]
	Put Call Sum	[Applicable/Not Applicable] <i>[Insert as appropriate: if a Redemption [[Upper] [Lower] Barrier] [Lock-in] Event [does not] occur[s]]</i> <i>(repeat item as necessary) (If not applicable, delete the remaining sub-paragraphs of this paragraph)]</i>
I.	Final Participation Rate ("FPR"):	[[●]/[If a Redemption [Upper] [Lower] Barrier Event has occurred: [●].] [If a Redemption [Upper] [Lower] Barrier Event has not occurred: [●].]/ Not Applicable]
II.	Redemption Adjustment:	[[●]/[If a Redemption [Upper] [Lower] Barrier Event has occurred: [●].] [If a Redemption [Upper] [Lower] Barrier Event has not occurred: [●].]/ Not Applicable]
III.	Relevant Percentage:	[●]
IV.	Put Call Sum Floor:	[[●]%]

V. Maximum Redemption Amount: [[●]/ Not Applicable]

VI. Minimum Redemption Amount: [[●]/ Not Applicable]

VII. Maximum Redemption Amount (Barrier Event Satisfied): [[●]/ Not Applicable]

VIII. Minimum Redemption Amount (Barrier Event Satisfied): [[●]/ Not Applicable]

IX. Maximum Redemption Amount (Barrier Event Not Satisfied): [[●]/ Not Applicable]

X. Minimum Redemption Amount (Barrier Event Not Satisfied): [[●]/ Not Applicable]

Lock-in Option: [Applicable if a Redemption Lock-in Event occurs/Not Applicable]

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

I. Final Participation Rate ("FPR"): [●]

Swap: [Applicable/Not Applicable]

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

(A) Final Participation Rate ("FPR"): [●]

(B) Annuity Factor: [+/-] [●]

(C) Annuity Floor: [+/-] [●]%

(D) t: [●]

(E) Minimum Redemption Amount: [[●]/ Not Applicable]

Greater of Option: [Applicable/Not Applicable] [Insert as appropriate: if a Redemption [[Upper] [Lower] Barrier] [Lock-in] Event [does not] occur[s]]

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

I. Relevant Percentage: [●]

II. Final Redemption Percentage ("FRP"): [●]

III. Minimum Redemption Amount: [[●]/ Not Applicable]"

5. Paragraph 1 (*Listing and Admission to Trading*) of Part B of the Form of Final Terms for Notes and Certificates on pages 1558 to 1559 of the Base Prospectus is amended to update the options for listing and admission to trading, as follows:

"1. **LISTING AND ADMISSION TO TRADING:**

Admission to trading and listing:

[Application [has been/will be] made by the Issuer (or on its behalf) for the [Tranche [●]] Securities to be admitted to trading on

[the Regulated Market of [the Luxembourg Stock Exchange/Euronext Dublin/the NASDAQ Stockholm AB/the electronic "Bond Market" organised and managed by Borsa Italiana S.p.A. (the "MOT")/the Frankfurt Stock Exchange (*Börse Frankfurt AG*)/Euronext Paris/the AIAF Market]]/

[the Euro MTF market of the Luxembourg Stock Exchange] / [the Global Exchange Market of Euronext Dublin] / [the International Securities Market of the London Stock Exchange plc] / [the multilateral trading facility of securitised derivatives financial instruments, organised and managed by Borsa Italiana S.p.A. (the "SeDeX")] / [the multilateral trading facility of EuroTLX, [Cert-X][Bond-X] Segment, managed by Borsa Italiana S.p.A. ("EuroTLX – [Cert-X][Bond-X]")] / [the Open Market (Regulated Unofficial Market (*Freiverkehr*)) of the Frankfurt Stock Exchange (*Börse Frankfurt AG*)] / [the Vienna MTF of the Vienna Stock Exchange] / [the NASDAQ First North Sweden of NASDAQ Stockholm AB] / [SPECTRUM]

[the "Bonds" category of the "Debt Securities" sector of the "Main" market of the Kazakhstan Stock Exchange JSC]

[and to listing on [the official list of] [the Luxembourg Stock Exchange] / [Euronext Dublin] / [the NASDAQ Stockholm AB] / [the Italian Stock Exchange] / [the Frankfurt Stock Exchange (*Börse Frankfurt AG*)] / [Euronext Paris] / [the Spanish Stock Exchange] / [the Kazakhstan Stock Exchange JSC] with effect from on or around [●] [of the Tranche [●] Securities]] [Not Applicable]

(Where the Securities are listed and admitted to trading on more than one exchange, repeat as necessary)

(N.B. The Euro MTF, the Global Exchange Market, the EuroTLX, the SeDeX, the Frankfurt Freiverkehr, Vienna MTF, NASDAQ Stockholm MTF, ~~and~~ SPECTRUM and the Kazakhstan Stock Exchange

JSC are not regulated markets for the purpose of MiFID II)

[Tranche [●] of the Securities has been admitted to trading on [the Regulated Market of [Euronext Dublin/Euronext Paris/the Luxembourg Stock Exchange/the NASDAQ Stockholm AB/ the Association of Financial Assets Intermediaries/ the electronic "Bond Market" organised and managed by Borsa Italiana S.p.A. (the "MOT")]/[the multilateral trading facility of securitised derivatives financial instruments, organised and managed by Borsa Italiana S.p.A. (the "SeDeX") / the multilateral trading facility of EuroTLX managed by Borsa Italiana, S.p.A., [Cert-X][Bond-X] Segment ("EuroTLX-[Cert-X][Bond-X")]/[the Open Market (Regulated Unofficial Market Freiverkehr) of the [Frankfurt Stock Exchange (Börse Frankfurt AG)]] [the multilateral trading facility of the Vienna MTF of the Vienna Stock Exchange]/ [the multilateral trading facility of the NASDAQ Stockholm MTF of NASDAQ Stockholm AB]/ [the multilateral trading facility of the International Securities Market of the London Stock Exchange]/ [the multilateral trading facility of the SPECTRUM] / [the "Bonds" category of the "Debt Securities" sector of the "Main" market of the Kazakhstan Stock Exchange JSC] [and to listing on the official list of [Euronext Dublin/Euronext Paris/the Luxembourg Stock Exchange/the NASDAQ Stockholm AB/the Spanish Stock Exchange/the Italian Stock Exchange/the Kazakhstan Stock Exchange JSC] [the Open Market (Regulated Unofficial Market Freiverkehr) of the [Frankfurt Stock Exchange (Börse Frankfurt AG)]]/[the Vienna Stock Exchange] with effect from [●]/[●] of the Tranche [●] Securities]] (Where documenting a fungible issue, need to indicate that original Securities are already admitted to trading)

(N.B. The Vienna MTF, NASDAQ Stockholm MTF, the Open Market (Regulated Unofficial Market Freiverkehr) of the Frankfurt Stock Exchange (Börse Frankfurt AG), SeDeX, EuroTLX, the International Securities Market, ~~and~~ SPECTRUM and the Kazakhstan Stock Exchange JSC are not regulated markets for the purpose of MiFID II)

[Include if applicable: The effectiveness of the offer of the Securities is conditional upon such admission to trading occurring by the Issue Date. In the event that admission to trading of the Securities does not take place by the Issue Date for whatever reason, the Issuer will withdraw the offer, the offer will be deemed to be null and void and the relevant Securities will not be issued.]"

6. Paragraph 12 (*United States Tax Considerations*) of Part B of the Form of Final Terms for Notes and Certificates on pages 1572 to 1573 of the Base Prospectus is amended by the inclusion of the following on page 1573 immediately after the table on such page:

"[General: For U.S. federal tax purposes, the proper treatment and characterisation of the Securities are unclear. As a result, there is a risk that payments on a Security made to a Non-U.S. Holder may be subject to withholding tax. The Issuer intends to treat the Securities as prepaid forward contracts or options. Except as discussed in the Base Prospectus under "*United States Federal Tax Considerations – Tax Consequences to Non-U.S. Holders*" and "*United States Federal Tax Considerations – FATCA*", amounts paid upon the redemption or maturity of a Security (other than any periodic coupons that are paid at such time) are not expected to be subject to U.S. withholding tax and, if the Issuer (including any of its affiliates) are the withholding agent, the Issuer does not intend to withhold on such amounts. However, it is possible that a withholding agent other than the Issuer may treat some or all of the amount(s) paid on a Security as subject to withholding tax at a rate of 30 per cent. (subject to reduction under an applicable income tax treaty) and in the future, the Issuer may determine that it should so withhold.

Gain realised by a Non-U.S. Holder on the taxable disposition of a Security generally will not be subject to U.S. federal withholding or income tax.

You should consult your tax advisor regarding all aspects of the U.S. federal withholding, income and estate tax consequences of an investment in the Securities and any tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction.

Section 871(m): The Issuer has determined that the Securities are not Specified ELIs for the purpose of Section 871(m).

If U.S. federal withholding tax applies to a payment on a Security as a result of the application of FATCA or Section 871(m) (or in certain other cases described in the Base Prospectus), the Issuer will not be required to pay additional amounts in respect of amounts withheld.] (*Only applicable for Securities issued by CGMHI which provide for Mandatory Early Redemption*)".

SCHEDULE 9

AMENDMENTS TO THE FORM OF PRICING SUPPLEMENT – NOTES AND CERTIFICATES

Section H.5 (*Form of Pricing Supplement – Notes and Certificates*) set out on pages 1633 to 1942 of the Base Prospectus shall be amended as follows:

1. The first paragraph of item 19 (*Mandatory Early Redemption Provisions*) of Part A of the Form of Final Terms for Notes and Certificates on page 1787 of the Base Prospectus is amended to include the option to specify "Mandatory Early Redemption Event override" as applicable, as follows:

"19. **Mandatory Early Redemption Provisions:** [Applicable~~- for which purpose, "Mandatory Early Redemption Event override" applies~~/Not Applicable]

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

2. Sub-paragraph (C) (*Performance-Linked Mandatory Early Redemption Amount*) of Item 19 (*Mandatory Early Redemption Provisions*) of Part A of the Form of Pricing Supplement for Notes and Certificates on pages 1808 to 1810 of the Base Prospectus is updated to include the "Greater of Option", as follows:

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

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

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

(repeat as necessary)

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

(repeat as necessary)"

3. The first paragraph of item 20 (*Redemption Amount*) of Part A of the Form of Final Terms for Notes and Certificates on page 1813 of the Base Prospectus (as amended by Supplement No.2 to the Base Prospectus date 31 March 2025) is further amended, as follows:

"20. **Redemption Amount:** [[●] per Security] [Maturity Redemption Amount (include for Credit Linked Notes)] [See item (i) below] [DIR Inflation Linked Redemption Amount (see item 20(ii) below)] [Lock-in Redemption Amount (see item 20(iii) below)] [Rate Linked Redemption Amount (see item 20(iv) below)] [Interest Linked Redemption Amount (see item 20(v) below)] [Redemption Reserve Amount (see item 20(vi) below)] [Redemption by Instalments (see item 20(vii) below)] [, subject as provided in Valuation and Settlement Condition 8 (*Dual Currency Securities*)] [, subject as provided in Valuation and Settlement Condition 1.7 (*Mandatory Early Redemption Event*)] (*Include where "Mandatory Early Redemption Event override" applies*)"

4. Sub-paragraph (*Performance-Linked Redemption Amount*) of Item 18 (*Redemption Amount*) of Part A of the Form of Pricing Supplement for Notes and Certificates on pages 1840 to 1845 of the Base Prospectus is updated to include the "Greater of Option".

"Performance-Linked Redemption Amount:

Put Option

[Applicable/Not Applicable] *[Insert as appropriate: if a Redemption [[Upper] [Lower] Barrier] [Lock-in] Event [does not] occur[s]]*

(repeat item as necessary) (If not applicable, delete the remaining sub-paragraphs of this paragraph)

- I. Relevant Percentage: [●]
- II. Maximum Redemption Amount: [[●]/ Not Applicable]
- III. Minimum Redemption Amount: [[●]/ Not Applicable]
- IV. Maximum Redemption Amount (Barrier Event Satisfied): [[●]/ Not Applicable]

V.	Minimum Redemption Amount (Barrier Event Satisfied):	[[●]/ Not Applicable]
VI.	Maximum Redemption Amount (Barrier Event Not Satisfied):	[[●]/ Not Applicable]
VII.	Minimum Redemption Amount (Barrier Event Not Satisfied):	[[●]/ Not Applicable]
VIII.	Final Participation Rate ("FPR"):	[[●]/If a Redemption [Upper] [Lower] Barrier Event has occurred: [●]] [If a Redemption [Upper] [Lower] Barrier Event has not occurred: [●]]/ Not Applicable]
IX.	Redemption Adjustment:	[[●]/If a Redemption [Upper] [Lower] Barrier Event has occurred: [●]] [If a Redemption [Upper] [Lower] Barrier Event has not occurred: [●]]/ Not Applicable]
Call Option:		[Applicable/Not Applicable] <i>[Insert as appropriate: if a Redemption [[Upper] [Lower] Barrier] [Lock-in] Event [does not] occur[s]]</i> <i>(repeat item as necessary) (If not applicable, delete the remaining sub-paragraphs of this paragraph)</i>
I.	Maximum Redemption Amount:	[[●]/ Not Applicable]
II.	Minimum Redemption Amount:	[[●]/ Not Applicable]
III.	Maximum Redemption Amount (Barrier Event Satisfied):	[[●]/ Not Applicable]
IV.	Minimum Redemption Amount (Barrier Event Satisfied):	[[●]/ Not Applicable]
V.	Maximum Redemption Amount (Barrier Event Not Satisfied):	[[●]/ Not Applicable]
VI.	Minimum Redemption Amount (Barrier Event Not Satisfied):	[[●]/ Not Applicable]
VII.	Final Participation Rate ("FPR"):	[[●] [If a Redemption [Upper] [Lower] Barrier Event has occurred: [●]] [If a Redemption [Upper] [Lower] Barrier Event has not occurred: [●]]/ Not Applicable]
VIII.	Redemption Adjustment:	[[●]/If a Redemption [Upper] [Lower] Barrier Event has occurred: [●]] [If a Redemption [Upper] [Lower] Barrier Event has not occurred: [●]]/ Not Applicable]
Call Spread - Put Spread Option:		[Applicable/Not Applicable] <i>[Insert as appropriate: if a Redemption [[Upper] [Lower] Barrier] [Lock-in] Event [does not] occur[s]]</i>

(repeat item as necessary) (If not applicable, delete the remaining sub-paragraphs of this paragraph)

- | | | |
|------------------|--|--|
| I. | Call Cap: | [●] |
| II. | Put Cap: | [●] |
| III. | Call Floor: | [●] |
| IV. | Put Floor: | [●] |
| V. | Minimum Redemption Amount: | [●] |
| VI. | Maximum Redemption Amount: | [●] |
| VII. | Maximum Redemption Amount (Barrier Event Satisfied): | [[●]/ Not Applicable] |
| VIII. | Minimum Redemption Amount (Barrier Event Satisfied): | [[●]/ Not Applicable] |
| IX. | Maximum Redemption Amount (Barrier Event Not Satisfied): | [[●]/ Not Applicable] |
| X. | Minimum Redemption Amount (Barrier Event Not Satisfied): | [[●]/ Not Applicable] |
| XI. | Final Participation Rate Call (FPR Call): | [[●]%/ [If a Redemption [Upper] [Lower] Barrier Event has occurred: [●].] [If a Redemption [Upper] [Lower] Barrier Event has not occurred: [●].]/ Not Applicable]] |
| XII. | Final Participation Rate Put (FPR Put): | [[●]%/ [If a Redemption [Upper] [Lower] Barrier Event has occurred: [●].] [If a Redemption [Upper] [Lower] Barrier Event has not occurred: [●].]/ Not Applicable]] |
| XIII. | Global Participation Rate: | [[●]/ [If a Redemption [Upper] [Lower] Barrier Event has occurred: [●].] [If a Redemption [Upper] [Lower] Barrier Event has not occurred: [●].]/ Not Applicable]] |
| XIV. | Redemption Adjustment: | [[●]/ [If a Redemption [Upper] [Lower] Barrier Event has occurred: [●].] [If a Redemption [Upper] [Lower] Barrier Event has not occurred: [●].]/ Not Applicable]] |
| Twin Win Option: | | [Applicable/Not Applicable] <i>[Insert as appropriate: if a Redemption [[Upper] [Lower] Barrier] [Lock-in] Event [does not] occur[s]]</i> |

(repeat item as necessary) (If not applicable, delete the remaining sub-paragraphs of this paragraph)

- | | | |
|----|----------------------------|-----|
| I. | Minimum Redemption Amount: | [●] |
|----|----------------------------|-----|

II.	Final Participation Rate ("FPR"):	[[●]%/If a Redemption [Upper] [Lower] Barrier Event has occurred: [●].] [If a Redemption [Upper] [Lower] Barrier Event has not occurred: [●].]/ Not Applicable]
III.	Relevant Percentage:	[●]
IV.	Redemption Adjustment:	[[●]/If a Redemption [Upper] [Lower] Barrier Event has occurred: [●].] [If a Redemption [Upper] [Lower] Barrier Event has not occurred: [●].]/ Not Applicable]
Market Timer:		[Applicable/Not Applicable] <i>Insert as appropriate: if a Redemption [[Upper] [Lower] Barrier] [Lock-in] Event [does not] occur[s]</i>
<i>(repeat item as necessary) (If not applicable, delete the remaining sub-paragraphs of this paragraph)</i>		
I.	Specified Market Timer Redemption Strike Date(s):	[Not Applicable]/[[●]] [[●] [and [●]] [[●] Scheduled Trading Days prior to [●]]/ Each Scheduled Trading Day for the relevant Redemption Underlying which is not a Disrupted Day for that Redemption Underlying from [(and including)][(but excluding)] [●] to [(and including)][(but excluding)] [●]] (where a different Specified Market Timer Redemption Strike Date applies for any Redemption Underlying, specify for each Redemption Underlying)
II.	Market Redemption Level:	Timer Initial [Lowest Closing Level on Market Timer Redemption Strike Dates][Lowest Intra-day Level on Market Timer Redemption Strike Dates] (specify for each Redemption Underlying)
III.	Final Participation Rate ("FPR"):	[[●]/If a Redemption [Upper] [Lower] Barrier Event has occurred: [●].] [If a Redemption [Upper] [Lower] Barrier Event has not occurred: [●].]/ Not Applicable]
IV.	Maximum Market Timer Percentage:	[[●]/If a Redemption [Upper] [Lower] Barrier Event has occurred: [●].] [If a Redemption [Upper] [Lower] Barrier Event has not occurred: [●].]/ Not Applicable]
V.	Minimum Market Timer Percentage	[[●]/If a Redemption [Upper] [Lower] Barrier Event has occurred: [●].] [If a Redemption [Upper] [Lower] Barrier Event has not occurred: [●].]/ Not Applicable]
VI.	Redemption Adjustment:	[[●]/If a Redemption [Upper] [Lower] Barrier Event has occurred: [●].] [If a Redemption [Upper] [Lower] Barrier Event has not occurred: [●].]/ Not Applicable]
Put Call Sum		[Applicable/Not Applicable] <i>Insert as appropriate: if a Redemption [[Upper] [Lower] Barrier] [Lock-in] Event [does not] occur[s]</i>
<i>(repeat item as necessary) (If not applicable, delete the remaining sub-paragraphs of this paragraph)</i>		
I.	Final Participation Rate ("FPR"):	[[●]/If a Redemption [Upper] [Lower] Barrier Event has occurred: [●].] [If a Redemption [Upper] [Lower] Barrier Event has not occurred: [●].]/ Not Applicable]

II.	Redemption Adjustment:	[[●]/[If a Redemption [Upper] [Lower] Barrier Event has occurred: [●].] [If a Redemption [Upper] [Lower] Barrier Event has not occurred: [●].]/ Not Applicable]
III.	Relevant Percentage:	[●]
IV.	Put Call Sum Floor:	[[●]%]
V.	Maximum Redemption Amount:	[[●]/ Not Applicable]
VI.	Minimum Redemption Amount:	[[●]/ Not Applicable]
VII.	Maximum Redemption Amount (Barrier Event Satisfied):	[[●]/ Not Applicable]
VIII.	Minimum Redemption Amount (Barrier Event Satisfied):	[[●]/ Not Applicable]
IX.	Maximum Redemption Amount (Barrier Event Not Satisfied):	[[●]/ Not Applicable]
X.	Minimum Redemption Amount (Barrier Event Not Satisfied):	[[●]/ Not Applicable]
Lock-in Option:		[Applicable if a Redemption Lock-in Event occurs/Not Applicable] <i>(If not applicable, delete the remaining sub-paragraph of this paragraph)</i>
I.	Final Participation Rate ("FPR"):	[●]
Swapion:		[Applicable/Not Applicable] <i>(If not applicable, delete the remaining sub-paragraphs of this paragraph)</i>
(A)	Final Participation Rate ("FPR"):	[●]
(B)	Annuity Factor:	[+/-] [●]
(C)	Annuity Floor:	[+/-] [●]%
(D)	t:	[●]
(E)	Minimum Redemption Amount:	[[●]/ Not Applicable]
<u>Greater of Option:</u>		<u>[Applicable/Not Applicable] [Insert as appropriate: if a Redemption [[Upper] [Lower] Barrier] [Lock-in] Event [does not] occur[s]]</u>
<u>I.</u>	<u>Relevant Percentage:</u>	<u>[●]</u>

II. Final Redemption [●]
Percentage ("FRP"):

III. Minimum Redemption [●/ Not Applicable]"
Amount:

5. Paragraph 1 (*Listing and Admission to Trading*) of Part B of the Form of Pricing Supplement for Notes and Certificates on pages 1878 to 1879 of the Base Prospectus is amended to update the options for listing and admission to trading, as follows:

"1. LISTING AND ADMISSION TO TRADING:

Admission to trading and listing:

[Application [has been/will be] made by the Issuer (or on its behalf) for the [Tranche [●]] Securities to be admitted to trading on

[the Euro MTF market of the Luxembourg Stock Exchange] / [the Global Exchange Market of Euronext Dublin] [the International Securities Market of the London Stock Exchange plc] / [the multilateral trading facility of securitised derivatives financial instruments, organised and managed by Borsa Italiana S.p.A. (the "SeDeX")] / [the multilateral trading facility of EuroTLX, [Bond-X]/[Cert-X] Segment, managed by Borsa Italiana S.p.A. ("EuroTLX - [Cert-X][Bond-X]")]/ [the Open Market (Regulated Unofficial Market (*Freiverkehr*)) of the Frankfurt Stock Exchange (*Börse Frankfurt AG*)] / [the Vienna MTF of the Vienna Stock Exchange] / [the NASDAQ First North Sweden of NASDAQ Stockholm AB] / [SPECTRUM]/[the "Bonds" category of the "Debt Securities" sector of the "Main" market of the [Kazakhstan Stock Exchange JSC](#)]/[specify other]

[and to listing on [the official list of] [the Luxembourg Stock Exchange] / [Euronext Dublin] / [the Italian Stock Exchange] [the Frankfurt Stock Exchange (*Börse Frankfurt AG*)] / [the Vienna Stock Exchange] / [the NASDAQ Stockholm AB] / [the [Kazakhstan Stock Exchange JSC](#)] / [specify other] with effect from on or around [●] [of the Tranche [●] Securities]] [Not Applicable]

(Where the Securities are listed and admitted to trading on more than one exchange, repeat as necessary)

[Tranche [●] of the Securities has been admitted to trading on [the Euro MTF market of the Luxembourg Stock Exchange]/[the Global Exchange Market of Euronext Dublin]/[the SeDeX] [the EuroTLX [Bond-X]/[Cert-X] Segment]]/[the Open Market (Regulated Unofficial Market (*Freiverkehr*)) of the [Frankfurt Stock Exchange (*Börse Frankfurt AG*)] [the multilateral trading facility of the Vienna MTF of the Vienna Stock Exchange]/ [the multilateral trading facility of the NASDAQ Stockholm MTF of NASDAQ

Stockholm AB]/ [the multilateral trading facility of the International Securities Market of the London Stock Exchange]/ [the multilateral trading facility of the SPECTRUM]/ [the "Bonds" category of the "Debt Securities" sector of the "Main" market of the Kazakhstan Stock Exchange JSC] [specify other]

[and to listing on the official list of [the Luxembourg Stock Exchange/Euronext Dublin/Euronext Paris/ the NASDAQ Stockholm AB/the Italian Stock Exchange/the Kazakhstan Stock Exchange JSC] [the Open Market (Regulated Unofficial Market (Freiverkehr)) of the [Frankfurt Stock Exchange (Börse Frankfurt AG)]]/[the Vienna Stock Exchange]/[specify other] with effect from [●]/[●] of the Tranche [●] Securities]] (Where documenting a fungible issue, need to indicate that original Securities are already admitted to trading)

[Estimated expenses relating to admission [●]]"
to trading:

6. Paragraph 7 (*United States Tax Considerations*) of Part B of the Form of Pricing Supplement for Notes and Certificates on pages 1884 to 1885 of the Base Prospectus is amended by the inclusion of the following on page 1885 immediately after the table on such page:

"[General: For U.S. federal tax purposes, the proper treatment and characterisation of the Securities are unclear. As a result, there is a risk that payments on a Security made to a Non-U.S. Holder may be subject to withholding tax. The Issuer intends to treat the Securities as prepaid forward contracts or options. Except as discussed in the Base Prospectus under "*United States Federal Tax Considerations – Tax Consequences to Non-U.S. Holders*" and "*United States Federal Tax Considerations – FATCA*", amounts paid upon the redemption or maturity of a Security (other than any periodic coupons that are paid at such time) are not expected to be subject to U.S. withholding tax and, if the Issuer (including any of its affiliates) are the withholding agent, the Issuer does not intend to withhold on such amounts. However, it is possible that a withholding agent other than the Issuer may treat some or all of the amount(s) paid on a Security as subject to withholding tax at a rate of 30 per cent. (subject to reduction under an applicable income tax treaty) and in the future, the Issuer may determine that it should so withhold.

Gain realised by a Non-U.S. Holder on the taxable disposition of a Security generally will not be subject to U.S. federal withholding or income tax.

You should consult your tax advisor regarding all aspects of the U.S. federal withholding, income and estate tax consequences of an investment in the Securities and any tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction.

Section 871(m): The Issuer has determined that the Securities are not Specified ELIs for the purpose of Section 871(m).

If U.S. federal withholding tax applies to a payment on a Security as a result of the application of FATCA or Section 871(m) (or in certain other cases described in the Base Prospectus), the Issuer will not be required to pay additional amounts in respect of amounts withheld.] (*Only applicable for Securities issued by CGMHI which provide for Mandatory Early Redemption*)".

SCHEDULE 10

AMENDMENTS TO THE FORMS OF FINAL TERMS – WARRANTS AND EXERCISABLE CERTIFICATES

Section H.6 (*Form of Final Terms – Warrants and Exercisable Certificates*) set out on pages 1943 to 1979 of the Base Prospectus shall be amended as follows:

1. Paragraph 1 (*Listing and Admission to Trading*) of Part B of the Form of Final Terms for Warrants and Exercisable Certificates on page 1974 of the Base Prospectus is amended to update the options for listing and admission to trading, as follows:

"1. LISTING AND ADMISSION TO TRADING

Listing and admission to trading:

[Application [has been/is expected to be] made by the Issuer (or on its behalf) for [Tranche [●]] of] the [Warrants/ Exercisable Certificates] to be admitted to trading on the [regulated market of Euronext Dublin and listed on the Official List of Euronext Dublin][the [Euro MTF Market][regulated market] of the Luxembourg Stock Exchange and listed on the Official List of the Luxembourg Stock Exchange][the multilateral trading facility of the Vienna MTF of the Vienna Stock Exchange][[the "Derivative Securities" sector of the "Mixed" market of the Kazakhstan Stock Exchange JSC](#)] with effect from on or around [●]]

[Tranche [●] of the [Warrants/Exercisable Certificates] has been admitted to trading on the regulated market of [Euronext Dublin and have been listed on the Official List of Euronext Dublin][the [Euro MTF Market][regulated market of the Luxembourg Stock Exchange] [the "Derivative Securities" sector of the "Mixed" market of the Kazakhstan Stock Exchange JSC](#)] and have been listed on [the Official List of the Luxembourg Stock Exchange][the multilateral trading facility of the Vienna MTF of the Vienna Stock Exchange][[the "Derivative Securities" sector of the "Mixed" market of the Kazakhstan Stock Exchange JSC](#)] with effect from [●]] (*Where documenting a fungible issue, need to indicate that original Warrants/Exercisable Certificates are already admitted to trading*))."

SCHEDULE 11

AMENDMENTS TO THE FORMS OF PRICING SUPPLEMENT – WARRANTS AND EXERCISABLE CERTIFICATES

Section H.7 (*Form of Pricing Supplement – Warrants and Exercisable Certificates*) set out on pages 1980 to 2042 of the Base Prospectus shall be amended as follows:

1. Paragraph 1 (*Listing and Admission to Trading*) of Part B of the Form of Pricing Supplement for Warrants and Exercisable Certificates on page 2021 of the Base Prospectus is amended to update the options for listing and admission to trading, as follows:

"1. LISTING AND ADMISSION TO TRADING

Admission to trading and listing: [Not Applicable]

[Application [has been/is expected to be] made by the Issuer (or on its behalf) for [Tranche [●] of] the [Warrants/Exercisable Certificates] to be [admitted to trading on [specify relevant non-EEA regulated market (for example, the Global Exchange Market of Euronext Dublin or the Euro MTF market or the Vienna MTF market) and, if relevant, listing on an official list (for example, the official list of Euronext Dublin, ~~or~~ of the Luxembourg Stock Exchange) or the "Derivative Securities" sector of the "Mixed" market of the Kazakhstan Stock Exchange JSC]] [listed on the Open Market (regulated Unofficial Market) (Freiverkehr) of the Frankfurt Stock Exchange (Börse Frankfurt AG)] [admitted to trading on the International Securities Market (the "ISM") of the London Stock Exchange plc] with effect from on or around [●] [●]

[Tranche [●] of the [Warrants/Exercisable Certificates] has been [admitted to trading on [specify relevant non-EEA regulated market (for example, the Global Exchange Market of Euronext Dublin or the Euro MTF market or the Vienna MTF market) and, if relevant, listing on an official list (for example, the official list of Euronext Dublin, ~~or~~ of the Luxembourg Stock) or the "Derivative Securities" sector of the "Mixed" market of the Kazakhstan Stock Exchange JSC] with effect from [●]] (Where documenting a fungible issue, need to indicate that original [Warrants/Exercisable Certificates] are already admitted to trading)] [listed on the Open Market (regulated Unofficial Market) (Freiverkehr) of the Frankfurt Stock Exchange (Börse Frankfurt AG)] [admitted to trading on the ISM of the London Stock Exchange plc].]

Estimated expenses relating to [●]"
admission to trading: