



CITIGROUP INC.
(incorporated in Delaware)

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 and registered with the Register of Trade and Companies of Luxembourg under
number B169 199)**

each an issuer under the
Citi U.S.\$30,000,000,000 Global Medium Term Note Programme

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

This base prospectus supplement (the **Citigroup Inc. Rates Base Prospectus Supplement (No.2)**) constitutes a supplement for the purposes of Article 16 of Directive 2003/71/EC, as amended (the **Prospectus Directive**) as implemented in Ireland by the Prospectus (Directive 2003/71/EC) Regulations 2005 (as amended by the Prospectus (Directive 2003/71/EC) Amending Regulations 2012, the **Irish Prospectus Regulations**) and is supplemental to, and must be read in conjunction with, the Rates Base Prospectus (the **Citigroup Inc. Rates Base Prospectus 2013**) dated 28 June 2013, as supplemented by a Citigroup Inc. Rates Base Prospectus Supplement (No.1) dated 16 August 2013 (the **Citigroup Inc. Rates Base Prospectus Supplement (No.1)**), in each case, prepared by Citigroup Inc. (**Citigroup Inc.**) (the Citigroup Inc. Rates Base Prospectus 2013 and the Citigroup Inc. Rates Base Prospectus Supplement (No.1), together the **Citigroup Inc. Rates Base Prospectus**) with respect to the Citi U.S.\$30,000,000,000 Global Medium Term Note Programme (the **Programme**).

This base prospectus supplement (the **CGMFL Rates Base Prospectus Supplement (No.2)**) and, together with the Citigroup Inc. Rates Base Prospectus Supplement (No.2), the **Supplement**) also constitutes a supplement for the purposes of Article 16 of the Prospectus Directive and is supplemental to, and must be read in conjunction with, the Rates Base Prospectus dated 28 June 2013 (the **CGMFL Rates Base Prospectus 2013**), as supplemented by a CGMFL Rates Base Prospectus Supplement (No.1) dated 16 August 2013 (the **CGMFL Rates Base Prospectus Supplement (No.1)**), in each case, prepared by Citigroup Global Markets Funding Luxembourg S.C.A. (**CGMFL**) and Citigroup Global Markets Limited in its capacity as the CGMFL Guarantor (the CGMFL Rates Base Prospectus 2013 and the CGMFL Rates Base Prospectus Supplement (No.1), together the **CGMFL Rates Base Prospectus** and, together with the Citigroup Inc. Rates Base Prospectus, the **Base Prospectus**) with respect to the Programme.

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

This Supplement has been approved by the Central Bank of Ireland (the **Central Bank**), as competent authority under the Prospectus Directive. The Central Bank only approves this Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive.

Application has been made to the Irish Stock Exchange for the approval of the Citigroup Inc. Rates Base Prospectus Supplement (No.2) and the CGMFL Rates Base Prospectus Supplement (No.2) as Base Listing Particulars Supplements (the **Citigroup Inc. Rates Base Listing Particulars Supplement (No.2)** and the **CGMFL Rates Base Listing Particulars Supplement (No.2)**), respectively, and together, the **Base Listing Particulars Supplement (No.2)**). Save where expressly provided or the context otherwise requires, where Notes are to be admitted to trading on the Global Exchange Market references herein to "Supplement", "Citigroup Inc. Rates Base Prospectus Supplement (No.2)" and "CGMFL Rates Base Prospectus Supplement (No.2)" shall be construed to be to "Base Listing Particulars Supplement", "Citigroup Inc. Rates Base Listing Particulars Supplement (No.2)" and "CGMFL Rates Base Listing Particulars Supplement (No.2)", respectively.

Citigroup Inc. accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the heading "**Information relating to the CGMFL Rates Base Prospectus**" below). To the best of the knowledge of Citigroup Inc. (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement (excluding the paragraphs set out under the heading "**Information relating to the CGMFL Rates Base Prospectus**" below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

Each of CGMFL and the CGMFL Guarantor accept responsibility for the information contained in this Supplement (excluding the paragraphs set out under the heading "**Information relating to the Citigroup Inc. Rates Base Prospectus**" below). To the best of the knowledge of CGMFL and the CGMFL Guarantor (each having taken all reasonable care to ensure that such is the case), the information contained in this Supplement (excluding the paragraphs set out under the heading "**Information relating to the Citigroup Inc. Rates Base Prospectus**" below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

Information relating to the Citigroup Inc. Rates Base Prospectus

Publication of the Q3 Form 10-Q of Citigroup Inc. on 1 November 2013

On 1 November 2013, Citigroup Inc. (an Issuer under the Programme) filed its Quarterly Report on Form 10-Q (the **Citigroup Inc. Q3 Form 10-Q**) for the three and nine months ended 30 September 2013 with the Securities and Exchange Commission of the United States (the **SEC**). A copy of the Citigroup Inc. Q3 Form 10-Q has been filed with the *Commission de Surveillance du Secteur Financier* (the **CSSF**) and has been published on the website of Citigroup Inc. (<http://www.citigroup.com/citi/investor/data/q1303c.pdf?ieNocache=313>). By virtue of this Supplement, the Citigroup Inc. Q3 Form 10-Q is incorporated by reference in, and forms part of, the Citigroup Inc. Rates Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. Q3 Form 10-Q as set out below:

1.	Unaudited interim financial information of Citigroup Inc. in respect of the three and nine months ended 30 September 2013, as set out in the Citigroup Inc. Q3 Form 10-Q:	
		Page(s)
(a)	Consolidated Statement of Income	109
(b)	Consolidated Balance Sheet	111-112
(c)	Consolidated Statements of Changes in Stockholders' Equity	113
(d)	Consolidated Statement of Cash Flows	114

(e)	Notes and Accounting Policies	115-243
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2. Other information relating to Citigroup Inc., as set out in the Q3 Form 10-Q:

		Page(s)
(a)	Description of the principal activities of Citigroup Inc.	5-33,38-55
(b)	Description of the principal markets in which Citigroup Inc. competes	5-33
(c)	Description of the principal investments of Citigroup Inc.	35,134-145
(d)	Description of trends and events affecting Citigroup Inc.	5-33, 101-106, 244
(e)	Description of litigation involving Citigroup Inc.	72-74, 241-243, 244
(f)	Risk Management	55-100

Any information not listed in the cross-reference list above but included in the Citigroup Inc. Q3 Form 10-Q is additional information given for information purposes only.

Significant change and material adverse change

There has been no significant change in the financial or trading position of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 30 September 2013 (the date of Citigroup Inc.'s most recently published unaudited interim financial statements), and there has been no material adverse change in the financial position or prospects of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2012 (the date of Citigroup Inc.'s most recently published audited financial statements).

Amendments to the Pro Forma Final Terms and the Pro Forma Pricing Supplement

The Pro Forma Final Terms set out in Section F.2 of the Citigroup Inc. Rates Base Prospectus and the Pro Forma Pricing Supplement set out in Section F.3 shall each be amended as set out in Schedule 1 and Schedule 2, respectively, attached hereto.

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 inaccuracy relating to information included in the Citigroup Inc. Rates Base Prospectus since the publication of the Citigroup Inc. Rates Base Prospectus Supplement (No.1).

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

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Citigroup Inc. Rates Base Prospectus 2013 by this Supplement and (b) any

statement in the Citigroup Inc. Rates Base Prospectus or otherwise incorporated by reference into the Citigroup Inc. Rates Base Prospectus 2013, the statements in (a) above will prevail.

Withdrawal rights

Filing of the Citigroup Inc. Q3 Form 10-Q occurred prior to the admission to trading on the regulated market of the Irish Stock Exchange of certain non-exempt offers of Notes to the public made by Citigroup Inc. as Issuer pursuant to the Citigroup Inc. Rates Base Prospectus and, consequently, in accordance with regulation 52 of the Irish Prospectus Regulations, investors who had already agreed to purchase or subscribe for such Notes before the Citigroup Inc. Rates Base Prospectus Supplement (No.2) was published have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which the Citigroup Inc. Rates Base Prospectus Supplement No.2 was published, to withdraw their acceptances. The final date of such right of withdrawal is 13 November 2013.

Information relating to the CGMFL Rates Base Prospectus

Publication of the Q3 Form 10-Q of Citigroup Inc. on 1 November 2013

On 1 November 2013, Citigroup Inc. (as Issuer under the Programme) filed its Quarterly Report on Form 10-Q (the **Citigroup Inc. Q3 Form 10-Q**) for the three and nine months ended 30 September 2013 with the Securities and Exchange Commission of the United States (the **SEC**). A copy of the Citigroup Inc. Q3 Form 10-Q has been filed with the *Commission de Surveillance du Secteur Financier* (the **CSSF**) and has been published on the website of Citigroup Inc. (<http://www.citigroup.com/citi/investor/data/q1303c.pdf?ieNocache=313>). By virtue of this Supplement, the Citigroup Inc. Q3 Form 10-Q incorporated by reference in, and forms part of, the CGMFL Rates Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. Q3 Form 10-Q as set out below:

1. Unaudited interim financial information of Citigroup Inc. in respect of the three and nine months ended 30 September 2013, as set out in the Citigroup Inc. Q3 Form 10-Q:

	Page(s)
(a) Consolidated Statement of Income	109
(b) Consolidated Balance Sheet	111-112
(c) Consolidated Statements of Changes in Stockholders' Equity	113
(d) Consolidated Statement of Cash Flows	114
(e) Notes and Accounting Policies	115-243

2. Other information relating to Citigroup Inc., as set out in the Q3 Form 10-Q:

	Page(s)
(a) Description of the principal activities of Citigroup Inc.	5-33,38-55
(b) Description of the principal markets in which Citigroup Inc. competes	5-33
(c) Description of the principal investments of Citigroup	35,134-145

Inc.

- | | | |
|-----|---|---------------------|
| (d) | Description of trends and events affecting Citigroup Inc. | 5-33, 101-106, 244 |
| (e) | Description of litigation involving Citigroup Inc. | 72-74, 241-243, 244 |
| (f) | Risk Management | 55-100 |

Any information not listed in the cross-reference list above but included in the Citigroup Inc. Q3 Form 10-Q is additional information given for information purposes only.

Amendments to the Pro Forma Final Terms and the Pro Forma Pricing Supplement

The Pro Forma Final Terms set out in Section F.2 of the CGMFL Rates Base Prospectus and the Pro Forma Pricing Supplement set out in Section F.3 shall each be amended as set out in Schedule 1 and Schedule 2, respectively, attached hereto.

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 inaccuracy relating to information included in the CGMFL Rates Base Prospectus since the publication of the CGMFL Rates Base Prospectus Supplement (No.1).

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

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CGMFL Rates Base Prospectus 2013 by this Supplement and (b) any statement in the CGMFL Rates Base Prospectus or otherwise incorporated by reference into the CGMFL Rates Base Prospectus 2013, the statements in (a) above will prevail.

Withdrawal rights

No non-exempt offers of Notes to the public made by CGMFL as Issuer pursuant to the CGMFL Rates Base Prospectus are on-going as of the date hereof, and consequently, no rights of withdrawal arise in accordance with regulation 52 of the Irish Prospectus Regulations following the publication of the CGMFL Rates Base Prospectus Supplement No.2.

SCHEDULE 1

PRO FORMA FINAL TERMS

Final Terms dated []

Citigroup Inc./Citigroup Global Markets Funding Luxembourg S.C.A.]¹

Issue of [*Specify Aggregate Principal Amount of Tranche/(specify aggregate number of Units of Tranche)*
Units of (*specify principal amount of each Unit*)] [*Title of Notes*]
[Guaranteed by Citigroup Global Markets Limited]²
Under the U.S.\$30,000,000,000 Global Medium Term Note Programme

[The Notes do not constitute a participation in a collective investment scheme in the meaning of the Federal Act on Collective Investment Schemes and are not licensed by the Swiss Financial Market Supervisory Authority (FINMA) thereunder. Accordingly, neither the Notes nor holders of the Notes benefit from protection under the Federal Act on Collective Investment Schemes or supervision by the Swiss Financial Market Supervisory Authority (FINMA) and investors are exposed to the credit risk of the Issuer [and the CGMFL Guarantor].]³

[Any person making or intending to make an offer of the Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive may only do so]:

- (a) in those Public Offer Jurisdictions mentioned in item 8⁴ of Part B below, provided such person is one of the persons mentioned in item 9⁵ of Part B below and that such offer is made during the Offer Period specified for such purpose therein; or
- (b) or otherwise]⁵ in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer.

None of the Issuer[, the CGMFL Guarantor]² and any Dealer has authorised, nor do any of them authorise, the making of any offer of Notes in any other circumstances.]⁶

The expression **Prospectus Directive** means Directive 2003/71/EC, as amended (which includes the amendments made by Directive 2010/73/EU (the **2010 PD Amending Directive**) to the extent that such amendments have been implemented in the Relevant Member State).

The Notes [and the CGMFL Deed of Guarantee]² have not been and will not be registered under the United States Securities Act of 1933, as amended (the **Securities Act**) or any state securities law. [The Notes [and the CGMFL Deed of Guarantee] are being offered and sold outside the United States to non-U.S. persons in reliance on Regulation S under the Securities Act (**Regulation S**) and may not be offered or sold within the United States or to, or for the account or benefit of, any U.S. person (as defined in Regulation S). Each purchaser of the Notes or any beneficial interest therein will be deemed to have represented and agreed that it is outside the United States and is not a U.S. person and will not sell, pledge or otherwise transfer the Notes or any beneficial interest therein at any time within the United States or to, or for the account or benefit of, a

¹ Delete as applicable

² Delete where the Issuer is Citigroup Inc.

³ Include this legend where the Notes are offered in Switzerland.

⁴ By virtue of the Supplement dated 11 November 2013, the cross reference to item 10 of Part B is deleted and replaced by a cross reference to item 8 of Part B

⁵ By virtue of the Supplement dated 11 November 2013, the cross reference to item 10 of Part B is deleted and replaced by a cross reference to item 9 of Part B

⁶ Consider including this legend where a non-exempt offer of Notes is anticipated.

U.S. person, other than the Issuer or any affiliate thereof.]⁷ [The Notes are being offered and sold solely to "qualified institutional buyers" (**QIBs**) in reliance on the exemption from registration under the Securities Act provided by Rule 144A thereunder (**Rule 144A**). Each purchaser of the Notes or any beneficial interest therein will be deemed to have represented and agreed that it and each account for which it is purchasing (or holding) Notes is a QIB and that it will not sell, pledge or otherwise transfer the Notes or any beneficial interest therein at any time to any person other than (a) the Issuer or any affiliate thereof or (b) a person it reasonably believes to be a QIB purchasing the Notes for its own account or for the account of one or more QIBs in a transaction meeting the requirements of Rule 144A and in accordance with all applicable securities laws of any State of the United States and any other jurisdiction.]⁸ The Notes [and the CGMFL Deed of Guarantee]² do not constitute, and have not been marketed as, contracts of sale of a commodity for future delivery (or options thereon) subject to the United States Commodity Exchange Act, as amended, and trading in the Notes has not been approved by the United States Commodity Futures Trading Commission under the United States Commodity Exchange Act, as amended. For a description of certain restrictions on offers and sales of Notes, see "*General Information relating to the Programme and the Notes - Subscription and sale and transfer and selling restrictions*" in the Base Prospectus.

The Notes may not be offered or sold to, or acquired by, any person that is, or whose purchase and holding of the Notes is made on behalf of or with "plan assets" of, an employee benefit plan subject to Title I of the U.S. Employee Retirement Income Security Act of 1974, as amended (**ERISA**), a plan, individual retirement account or other arrangement subject to Section 4975 of the U.S. Internal Revenue Code of 1986, as amended (the **Code**) or an employee benefit plan or plan subject to any laws, rules or regulations substantially similar to Title I of ERISA or Section 4975 of the Code.

PART A – CONTRACTUAL TERMS

The Notes are English Law Notes[that are also [Swedish Notes [(and therefore the Issuer shall have the right to obtain extracts from the register of creditors (*Sw.skuldbok*) from Euroclear Sweden)]] [and] [Finnish Notes [(and therefore the Issuer shall, subject to regulations of Euroclear Finland and applicable laws, be entitled to acquire from Euroclear Finland a list of the holders of Finnish Notes, provided that it is technically possible for Euroclear Finland to maintain such a list)].¹

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth under the section[s] entitled ["*Terms and Conditions of the Notes*", the Valuation and Settlement Schedule and the Underlying Schedule[s] applicable to [the/each] Underlying] in the Base Prospectus [and the Supplement[s]] which [together] constitute[s] a base prospectus for the purposes of the Prospectus Directive.

This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus [as so supplemented]. Full information on the Issuer[, the CGMFL Guarantor]² and the offer of the Notes is only available on the basis of the combination of this Final Terms and the Base Prospectus [as so supplemented].

The Base Prospectus [and the Supplement[s]] [and the translation of the Summary into [*insert language required by any relevant Public Offer Jurisdictions*]] [is] [are] available for viewing at the offices of the Paying Agents and on the web-site of the Central Bank of Ireland (www.centralbank.ie). [In addition, this Final Terms is available [on the web-site of the Central Bank of Ireland (www.centralbank.ie) and] [*insert method of publication required in any relevant Public Offer Jurisdiction(s)*].] (*N.B. Consideration should be given as to how the Final Terms will be published in the event that the Notes are not listed on the Irish Stock Exchange but are publicly offered*).

⁷ Include for Notes offered in reliance on Regulation S

⁸ Include for Notes offered in reliance on Rule 144A

[Use this paragraph if the Base Prospectus has not been supplemented: For the purposes hereof, **Base Prospectus** means the [Citigroup Inc./CGMFL] Rates⁹ Base Prospectus in relation to the Programme dated [].]

[Use this paragraph if the Base Prospectus has been supplemented: For the purposes hereof, **Base Prospectus** means the [Citigroup Inc./CGMFL] Rates⁸ Base Prospectus relating to the Programme dated [], as supplemented by a Supplement (No.[]) dated [] ([the] **Supplement** [No.[]]) [and a Supplement (No.[]) dated [] (**Supplement No.**[] and, together with Supplement No.[], the **Supplements**)).]

[The following alternative language applies if the first tranche of an issue which is being increased was issued under a Base Prospectus with an earlier date.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the **Conditions**) set forth under the section[s] entitled "Terms and Conditions of the Notes" [and the Underlying Schedule[s] applicable to [the/each] Underlying] in the Base Prospectus [as supplemented by the Supplement[s]].

This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Current Base Prospectus [and the Supplement[s] thereto, which [together] constitute[s] a base prospectus for the purposes of the Prospectus Directive, save in respect of the Conditions which are extracted from the Base Prospectus [as supplemented by the Supplement[s] thereto] and are incorporated by reference into the Current Base Prospectus. Full information on the Issuer[, the CGMFL Guarantor]² and the offer of the Notes is only available on the basis of the combination of this Final Terms and the Base Prospectus [and the Supplement[s] thereto] and the Current Base Prospectus [and the Supplement[s] thereto].

The Base Prospectus [and the Supplement[s] to the Base Prospectus] and the Current Base Prospectus [and the Supplement[s] to the Current Base Prospectus [and the translation of the Summary into *[insert language required by any relevant Public Offer Jurisdictions]*] are available for viewing at the offices of the Paying Agents and on the web-site of the Central Bank of Ireland (www.centralbank.ie). [In addition, this [Final Terms is available [on the web-site of the Central Bank of Ireland (www.centralbank.ie) and] *[insert method of publication required in any relevant Public Offer Jurisdiction(s)]*.] (N.B. Consideration should be given as to how the Final Terms will be published in the event that the Notes are not listed on the Irish Stock Exchange but are publicly offered).

[Use this paragraph if the Conditions have not been amended by way of a Supplement to the Base Prospectus: For the purposes hereof, **Base Prospectus** means the [Citigroup Inc./CGMFL] Rates⁸ Base Prospectus relating to the Programme dated [].]

[Use this paragraph if the Conditions have been amended by way of a Supplement to the Base Prospectus: For the purposes hereof, **Base Prospectus** means the [Citigroup Inc./CGMFL] Rates⁸ Base Prospectus relating to the Programme dated [], as supplemented by a Supplement (No.[]) dated [] ([the] **Supplement** [to the Base Prospectus] [No.[]]) [and a Supplement (No.[]) dated [] (**Supplement No.**[] and, together with Supplement No.[], the **Supplements to the Base [Prospectus]**)).]

[Use this paragraph if the Current Base Prospectus has not been supplemented: For the purposes hereof, **Current Base Prospectus** means the [Citigroup Inc./CGMFL] Rates⁸ Base Prospectus relating to the Programme dated [].]

[Use this paragraph if the Current Base Prospectus has been supplemented: For the purposes hereof, **Current Base Prospectus** means the [Citigroup Inc./CGMFL] Rates⁸ Base Prospectus relating to the Programme dated [], as supplemented by a Supplement (No.[]) dated [] ([the] **Supplement** [to the

⁹ By virtue of the Supplement dated 11 November 2013, the words "Underlying Linked Notes" are deleted and replaced by the word "Rates"

Current Base Prospectus] [No.[]] [and a Supplement (No.[]) dated [] (**Supplement No.[]** and, together with Supplement No.[], the **Supplements to the Current Base Prospectus**)]].]

[Include whichever of the following apply or specify as "Not Applicable" (N/A). Note that the numbering should remain as set out below, even if "Not Applicable" is indicated for individual paragraphs or sub paragraphs. Italics denote guidance for completing the Final Terms]

[When completing any final terms consideration should be given as to whether such terms or information constitute "significant new factors" and consequently trigger the need for a supplement to the Base Prospectus under Article 16 of the Prospectus Directive.]

1. (i) Issuer: [Citigroup Inc./Citigroup Global Markets Funding Luxembourg S.C.A.]¹
- (ii) Guarantor: [Citigroup Global Markets Limited/Not Applicable]

(N.B. Only Notes issued by Citigroup Global Markets Funding Luxembourg S.C.A are guaranteed by Citigroup Global Markets Limited)
2. (i) Series Number: []
- (ii) Tranche Number: []

(If fungible with an existing Series, details of that Series, including the date on which the Notes become fungible)]
- (iii) Date on which the Notes will be consolidated and form a single Series: [Not Applicable] [The Notes will be consolidated and form a single Series with [identify earlier Tranches] on []/[the Issue Date]]
3. Specified Currency or Currencies: [*specify currency*]
4. Aggregate Principal Amount:
 - (i) Series: [] [Units (each Unit being [] in principal amount of the Notes)]
 - (ii) Tranche: [] [Units (each Unit being [] in principal amount of the Notes)]

[The Notes are issued in Units. Accordingly, references herein to Units shall be deemed to be references to [] in principal amount of the Notes and all references in the Conditions to payments being made in respect of a Calculation Amount shall be construed to such payments being made in respect of a Unit]
5. Issue Price: [] per cent. of the Aggregate Principal Amount [plus accrued interest from [*insert date*]](*insert for fungible issues, if applicable*)

6. (i) Specified Denominations: [] [Unit]
- (in the case of Registered Notes, this means the minimum integral amount in which transfers can be made)*
- (The minimum Specified Denomination/principal amount represented by a Unit is EUR1,000)*
- (In respect of Swedish Notes and Finnish Notes, there shall be one denomination only.)*
- (ii) Calculation Amount: [] [Unit]
- (If only one Specified Denomination, insert the Specified Denomination. If more than one Specified Denomination, insert the highest common factor. N.B. There must be a common factor in the case of two or more Specified Denominations)*
7. (i) Issue Date: []
- (ii) Interest Commencement Date: [specify/Issue Date/Not Applicable]
- (Where there is more than one interest basis then the Interest Commencement Date for each interest basis should be specified)*
8. Maturity Date: [specify date][, subject to adjustment in accordance with the [Modified][Preceding][Following] Business Day Convention] [Interest Payment Date falling in or nearest to [●]]
9. Type of Notes: [Fixed Rate Notes/Floating Rate Notes/Inflation Rate Notes/DIR Inflation Linked Notes/CMS Interest Linked Notes/Inverse Floating Rate Notes/Range Accrual Notes/Digital [Band]¹⁰ Notes/Spread Notes] [The Notes are Zero Coupon Notes and do not bear or pay any interest.]
- (The Notes may be one or more of the types described above and as further set out below)*
10. Change of Type of Note: [Applicable [Describe changes]/Not Applicable]
11. Put/Call Options: [Issuer Call as specified in item 16(i) below]
- [Investor Put as specified in item 16(ii) below]
- [Not Applicable]
12. (i) Status of the Notes: Senior

¹⁰ By virtue of the Supplement dated 11 November 2013, the word "[Band]" is inserted

- (ii) Status of the CGMFL Deed of [Senior][Not Applicable]
Guarantee:

(Not applicable for Notes issued by Citigroup Inc.)

PROVISIONS RELATING TO UNDERLYING LINKED NOTES

13. Underlying Linked Notes Provisions: [Applicable – the provisions in the Valuation and Settlement Schedule apply (subject as provided in any relevant Underlying Schedule)][Not Applicable]
- (i) Underlying: *[If not applicable, delete the remaining sub-paragraphs of this paragraph]*
- (A) Description of Underlying(s): *[specify each Underlying]*
- (B) Classification: *[Inflation Index (this applies for both Inflation Rate Notes and DIR Inflation Linked Notes)]/[Rate (this would normally only apply for Range Accrual Notes and can otherwise be deleted)]*
(specify for each Underlying)
- (C) Electronic Page: *[] (specify for each Underlying)*
- (ii) Particulars in respect of each Underlying: *(Delete the sub-paragraphs which are not applicable)*
- Inflation Index/Indices: *(specify for each Inflation Index)*
- (A) Fallback Bond: [Applicable: The definition set out in Condition 1 of the Inflation Index Conditions shall apply/(specify)][Not Applicable]
- (B) Revision of level of Inflation Index: [Revision/No Revision]
- (NB: If neither "Revision" nor "No Revision" is specified, "No Revision" will be deemed to apply)*
- [Rate(s):
- (A) Valuation Time: *[(specify)]*
- (B) Scheduled Trading Day: [A Business Day][A day on which commercial banks are open for general business (including dealings in foreign exchange and foreign currency deposit) in [●] (specify each)]
- (This would normally only apply for certain Range Accrual Notes and can otherwise be deleted)*
- (iii) Elections in respect of each type of *(Delete the sub-paragraphs which are not*

Underlying: *applicable*
(the following information may be tabulated)

[Inflation Index/Indices:

- (A) Reference Month(s): [In respect of a Valuation Date [(specify)]]
- (B) Manifest Error Cut-off Date: [2 Business Days prior to the [relevant] Payment Date/specify]

(NB: If no Manifest Error Cut-off Date is specified, the cut-off date will be 2 Business Days prior to any relevant Payment Date)

- (C) Revision Cut-off Date: [2 Business Days prior to the [relevant] Payment Date/specify]

(NB: If no Revision Cut-off Date is specified, the cut-off date will be 2 Business Days prior to any relevant Payment Date)]

[Rate/Rates:

- (A) ISDA Fallback Determination: [Applicable/Not Applicable]

(if Not Applicable, the following provisions are Not Applicable)

I. Floating Option: Rate [(specify)/Not Applicable]

II. Designated Maturity: [(specify)/Not Applicable]

- (B) Correction Provisions: [Applicable/Not Applicable]

- (iv) Trade Date: []

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

PROVISIONS RELATING TO ANY INTEREST AMOUNT

14. Interest Provisions: [Applicable/Not Applicable – the Notes do not bear or pay interest]

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

- (i) (A) Fixed Rate Note Provisions: [Applicable/Not Applicable]

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

Interest Rate[s]: [[] per cent. per annum (*specify each rate of interest if more than one*)] [Not Applicable]

Interest Amount[s]: [[] per Calculation Amount (*specify each amount if more than one*)] [Not Applicable]

Broken Amount(s): [[] per Calculation Amount, payable on the Interest Payment Date falling [in/on][]] [Not Applicable]

Interest Payment Dates to which Fixed Rate Note provisions apply: [] [in each year] [adjusted in accordance with (*Specify Business Day Convention*) not adjusted] (See Condition 6(j))

(if more than one fixed rate, specify Interest Payment Dates to which each fixed rate applies)

[EITHER:

I. Accrual: Not Applicable

[OR:

I. Accrual: Applicable

II. Range Accrual Notes: [Applicable: see paragraph (v) below] [Not Applicable]

III. Interest Period End Date(s): [Interest Payment Date(s)/[] in each year [adjusted in accordance with [*specify Business Day Convention*]/not adjusted]]

(Insert particulars of any initial or final broken interest amounts which do not correspond with the Interest Amount)]

IV. Day Count Fraction: [30/360] [x Accrual Rate] (*Accrual Rate applies where the Notes are Range Accrual Notes*)

[Actual/Actual (ICMA)] [x Accrual Rate] (*Accrual Rate applies where the Notes are Range Accrual Notes*)

[Actual/365 (Fixed)] [x Accrual Rate] (*Accrual Rate applies where the Notes are Range Accrual Notes*)

[Actual/365 (Sterling)] [x Accrual Rate] (*Accrual Rate applies where the Notes are Range Accrual Notes*)¹¹

[Actual/360] [x Accrual Rate] (*Accrual Rate applies*

¹¹ By virtue of the Supplement dated 11 November 2013, the Day Count Fractions “Actual/365 (Fixed)” and “Actual/365 (Sterling)” are inserted

where the Notes are Range Accrual Notes)

[30E/360] [Eurobond Basis] [x Accrual Rate]
(Accrual Rate applies where the Notes are Range
Accrual Notes)

[1/1] [x Accrual Rate] (Accrual Rate applies where
the Notes are Range Accrual Notes)

V. [Determination Dates: [] in each year (insert regular interest payment
dates, ignoring issue date or maturity date in the
case of a long or short first or last coupon. N.B. only
relevant where Day Count Fraction is Actual/Actual
(ICMA))]]

(B) Floating Rate Note Provisions: [Applicable/Not Applicable]

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

I. Specified
Period(s)/Specified Interest
Payment Dates to which
Floating Rate Note
provisions apply: []

II. Interest Period End Date(s): [Interest Payment Date(s)/[] in each year
[adjusted in accordance with [specify Business Day
Convention]/not adjusted]] (See General Condition
6(j))

III. Manner in which the
Interest Rate(s) is/are to be
determined: [Screen Rate Determination/ISDA Determination]

IV. Party responsible for
calculating the Interest
Rate(s) and/or Interest
Amount(s): [Calculation Agent]/[]

V. Screen Rate Determination: [Applicable/Not Applicable]

- Reference Rate: [] month [(the **Designated Maturity**) (include
where Linear Interpolation is applicable)] [insert
currency] [EURIBOR / LIBOR / STIBOR / NIBOR
/ CIBOR / TIBOR / HIBOR] [BBSW (being the
Sydney average mid rate for AUD bills of
exchange)] [BKBM (being the Wellington rate for
New Zealand Dollar bills of exchange)]

- Specified Time: [] [Not Applicable]

- Relevant Financial
Centre: [] [Not Applicable]

- Interest Determination Date(s): [(Specify e.g. any relevant Valuation Date(s))/(specify)] day on which commercial banks are open for business (including dealing in foreign exchange and foreign currency deposits) in [(specify)] prior to the start of each Interest Period/First day of each Interest Period/[(specify)] day on which the TARGET2 System is open prior to the start of each Interest Period]
 - Page: []
 - Reference Banks: []
- VI. ISDA Determination: [Applicable/Not Applicable]
- Floating Rate Option: []
 - Designated Maturity: []
 - Reset Date: [] [First day of the relevant Interest Period]
- VII. Linear Interpolation: [Not Applicable/Applicable - the Interest Rate for the [long/short] [first/last] Interest Period shall be calculated using Linear Interpolation (specify for each short or long interest period)]
- VIII. Margin(s): [Not Applicable/[+/-][] per cent. per annum]
- IX. Minimum Interest Rate: [●][Not Applicable]
(Specify for each Interest Payment Date if different)
- X. Maximum Interest Rate: [●][Not Applicable]
(Specify for each Interest Payment Date if different)
- XI. Day Count Fraction: [Actual/Actual] / [Actual/Actual (ISDA)]
[Actual/365 (Fixed)]
[Actual/365 (Sterling)]
[Actual/360]
[30/360] / [360/360] / [Bond Basis]
[30E/360] / [Eurobond Basis]
[30E/360 (ISDA)]
- XII. Interest Participation Rate: []/[Not Applicable]

- (C) Inflation Rate Note Provisions: [Applicable/Not Applicable]
- (If not applicable, delete the remaining sub-paragraphs of this paragraph)*
- I. Interest Payment Dates to which Inflation Rate Note provisions apply: [] [in each year] [adjusted in accordance with *[specify Business Day Convention]*/not adjusted] (See Condition 6(j))
- II. Interest Amount Inflation Index: (*specify Underlying*)
- III. Margin(s): [Not Applicable/[+/-][] per cent. per annum]
- IV. UCL Relevant Months Prior: (*specify*) months
- V. UCL 12 + Relevant Months Prior: (*specify*) months
- VI. DCF: [30/360]
- [Actual/Actual] / [Actual/Actual (ISDA)]
- [Actual/365 (Fixed)]
- [Actual/365 (Sterling)]
- [Actual/360]
- [1/1]
- VII. Interest Participation Rate: [] [Not Applicable]
- VIII. Minimum Interest Amount: [[●] per Calculation Amount] [Not Applicable]
- IX. Maximum Interest Amount: [[●] per Calculation Amount] [Not Applicable]
- (D) DIR Inflation Linked Note Provisions [Applicable / Not Applicable]
- (If not applicable, delete the remaining sub-paragraph of this paragraph)*
- I. Interest Payment Dates to which DIR Inflation Linked Note provisions apply: [][in each year][adjusted in accordance with *[specify Business Day Convention]*/not adjusted] (See Condition 6(j))
- II. DIR Index: (*Specify Underlying*)
- III. Base Index Figure: []
- IV. Margin: [Non Applicable / [+1-] [] per amount per annum]

- V. Index Month A: (Specify) months
- VI. Index Month B: (Specify) months
- VII. DCF: [30/360]
- [Actual/Actual] / [Actual/Actual (ISDA)]
- [Actual/365 (Fixed)]
- [Actual/365 (●)]
- [Actual/360]
- [1/1]
- VIII. Interest Participation Rate: [] [Not Applicable]
- IX. Minimum Interest Amount: [[●] per Calculation Amount] [Not Applicable]
- X. Maximum Interest Amount: [[●] per Calculation Amount] [Not Applicable]
- (E) CMS Interest Linked Note Provisions: [Applicable/Not Applicable]
- (If not applicable, delete the remaining sub-paragraphs of this paragraph)*
- I. Interest Payment Date(s) to which CMS Interest Linked Note provisions apply: []
- II. Interest Period End Date(s): [Interest Payment Date(s)/[] in each year [adjusted in accordance with [specify Business Day Convention]/not adjusted]]
- III. Party responsible for calculating the Interest Rate(s) and/or Interest Amount(s): [Calculation Agent]/[]
- Reference Rate: [] years [(the **Designated Maturity**) (include where Linear Interpolation is applicable)] [insert currency] CMS Reference Rate
 - Relevant Financial Centre: [] [Not Applicable]
 - Relevant Time: [] [Not Applicable]
 - Reference Currency: [] [Not Applicable]
 - Interest []

Determination
Date(s):

• Page: []

• Reference Banks: []

IV. Linear Interpolation: [Not Applicable/Applicable - the Interest Rate for the [long/short] [first/last] Interest Period shall be calculated using Linear Interpolation (*specify for each short or long interest period*)]

V. Margin(s): [Not Applicable/[+/-][] per cent. per annum]

VI. Minimum Interest Rate: [●]/[Not Applicable]
(*Specify for each Interest Payment Date if different*)

VII. Maximum Interest Rate: [●]/[Not Applicable]
(*Specify for each Interest Payment Date if different*)

VIII. Day Count Fraction: [Actual/Actual] / [Actual/Actual (ISDA)]
[Actual/365 (Fixed)]
[Actual/365 (Sterling)]
[Actual/360]
[30/360] / [360/360] / [Bond Basis]
[30E/360] / [Eurobond Basis]
[30E/360 (ISDA)]

IX. Interest Participation Rate: []/[Not Applicable]

(ii) [Interest Underlying Valuation Provisions:

(A) Valuation Disruption (Scheduled Trading Days): [Move in Block/Value What You Can/Not Applicable][The provisions of Condition 2(c)(i) of the Valuation and Settlement Schedule [applies/do not apply.]

[Modified Following Scheduled Trading Day/Preceding Scheduled Trading Day] (*specify for a Rate only and where the provisions of Condition 2(c) of the Valuation and Settlement Schedule do not apply to that Rate*)

(B) Valuation Disruption (Disrupted Days): [Move in Block/Value What You Can/Not Applicable] [Condition 2(d)(i) of the Valuation and Settlement Schedule applies]

(C) Valuation Roll: []/[eight] [Not Applicable]

(If no Valuation Roll is stated, Specified Maximum Days of Disruption will be equal to eight) *(This would normally only apply for certain Range Accrual Notes and can otherwise be deleted)*

(In the case of Range Accrual Notes, the provisions of Condition 2 of the Valuation and Settlement Schedule will apply instead of this paragraph (ii))

(iii) Inverse Floating Rate Note Provisions: [Applicable/Non Applicable]

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

I. Interest Periods and/or Interest Payment Dates to which Inverse Floating Rate Note provisions apply: []

II. Inverse Fixed Rate: []

III. Inverse Reference Rate: []

(Include details of whether the Inverse Reference Rate is (A) one reference rate (a "Specified Rate") or (B) one reference rate (a "Specified Rate") minus another reference rate (a "Specified Rate"). Also include details in relation to the Inverse Reference Rate and each Specified Rate whether it is to be determined by reference to (i) the Floating Rate provisions and whether Screen Rate Determination applies or ISDA Determination applies or (ii) the CMS Interest Linked Note provisions, and in all cases specify details of all other relevant terms e.g. Interest Determination Date, Margin, Interest Participation Rate, any Minimum Interest Rate and/or any Maximum Interest Rate: in all cases this would include being determined by reference to the Spread Notes provisions as appropriate)

IV. Minimum Interest Rate: [●][Not Applicable]

V. Maximum Interest Rate: [●][Not Applicable]

(iv) Range Accrual Note Provisions: [Applicable/Non Applicable]

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

I. Interest Periods and/or Interest Payment Dates to which Range Accrual Notes provisions apply: [] [in each year [adjusted in accordance with [specify Business Day Convention]/not adjusted] (See Condition 6(j))

- II. Interest Rate[s]: [] per cent. per annum (*specify each rate of interest if more than one*)
- III. Reference Observation: [*specify what the Reference Observation will be from the options set out in Condition 4 of the Valuation and Settlement Schedule and specify details of the or each Reference Rate and where more than one Reference Rate whether the Barrier is different for each Reference Rate for each relevant interest period*]
- IV. Barrier: [*specify for each relevant interest period and where more than one Reference Rate whether the Barrier is different for each Reference Rate*] [Not Applicable]
- V. Lower Range: [*specify for each relevant interest period*] [Not Applicable]
- Option: [Above and equal []/[Above]]
- VI. Upper Range: [*specify for each relevant interest period*] [Not Applicable]
- Option: [Below and equal []/[Below]]
- VII. calendar days or Business Days [calendar days/Business Days]
- VIII. Definition of Business Day (for [] Accrual Cut-Off Date): []
- IX. Reference Rate [One(s)]: [*Details of the or each Reference Rate One, including any Margin and/or Interest Participation Rate*] [Not Applicable]
- X. Reference Rate Two(s): [*Details of the or each Reference Rate Two, including any Margin and/or Interest Participation Factor*] [Not Applicable]
- XI. Barrier Reference: [Greater than the Barrier/Greater than or equal to the Barrier/Less than the Barrier/Less than or equal to the Barrier]
- XII. In respect of the Accrual Cut-Off Date, the Specified Number (*the "Specified Number" is the specified number of calendar days or Business Days, preceding the last day of the relevant Interest Period and shall be five if none is specified*): []
- XIII. Any or All: [Any][All][Not Applicable]

- XIV. Minimum Interest Rate: ☐[Not Applicable]
- XV. Maximum Interest Rate: ☐[Not Applicable]
- XVI. Minimum Interest Amount: ☐[] per Calculation Amount] [Not Applicable]
- XVII. Maximum Interest Amount: ☐[] per Calculation Amount] [Not Applicable]
- (v) Digital Note Provisions: [Applicable/Not Applicable]
- (If not applicable, delete the remaining sub-paragraphs of this paragraph)*
- I. Interest Periods and/or Interest Payment Dates to which Digital Note provisions apply: [] [in each year] [adjusted in accordance with [specify Business Day Convention]/not adjusted] (See Condition 6(j))
- II. Back Up Rate: []
- [Include details of whether the Back Up Rate is to be (i) a fixed rate or (ii) determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date, Margin, Interest Participation Rate, any Minimum Interest Rate and/or any Maximum Interest Rate: in all cases this would include being determined by reference to the Spread Note provisions as appropriate]*
- III. Digital Reference Rate: []
- [Include details of whether the Digital Reference Rate is to be (i) a fixed rate or (ii) determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date, Margin, Interest Participation Rate, any Minimum Interest Rate and/or any Maximum Interest Rate: in all cases this would include being determined by reference to the Spread Note provisions as appropriate]*
- IV. Reserve Rate: []
- [Include details of whether the Reserve Rate is to be the sum of more than one rate (each a "Specified Rate") or one rate less another rate (each a "Specified Rate") and whether the Reserve Rate or*

each Specified Rate is to be (i) a fixed rate or (ii) determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date, Margin, Interest Participation Rate, any Minimum Interest Rate and/or any Maximum Interest Rate: in all cases this would include being determined by reference to the Spread Note provisions as appropriate]

V. Digital Rate: []

[Include details of whether the Digital Rate is to be (i) a fixed rate or (ii) determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, and in all cases specify details of all other relevant terms e.g. relevant Interest Determination Date, Margin and/or Interest Participation Rate: in all cases this would include being determined by reference to the Spread Note provisions as appropriate]

VI. Reserve Rate Reference: [Greater than the Reserve Rate/Greater than or equal to the Reserve Rate/Less than the Reserve Rate/Less than or equal to the Reserve Rate]

VII. Minimum Interest Rate: [●][Not Applicable]

VIII. Maximum Interest Rate: [●][Not Applicable]

(vi) Digital Band Note Provisions: [Applicable/Not Applicable]

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

I. Interest Periods and/or Interest Payment Dates to which Digital Band Note provisions apply: [] [in each year] [adjusted in accordance with *[specify Business Day Convention]* / not adjusted] (See Condition 6(j))

II. Reference Rate Only or Reference Rate One minus Reference Rate Two: [Reference Rate Only]/Reference Rate One minus Reference Rate Two]

III. [Reference Rate:] []

Where there are different Reference Rate(s) for different Interest Periods and/or Interest Payment Dates, specify in relation to each Reference Rate(s), the Interest Period(s) and/or Interest Payment Dates,

to which it applies

[Include details of the or each Reference Rate, as applicable, and whether the Reference Rate is to be determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date, Margin and/or Interest Participation Rate]

[Reference Rate One:]

[]

Where there are different Reference Rate Ones for different Interest Periods and/or Interest Payment Dates, specify in relation to each Reference Rate One, the Interest Period(s) and/or Interest Payment Dates, to which it applies

[Include details of the or each Reference Rate One, as applicable, and whether Reference Rate One is to be determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date, Margin and/or Interest Participation Rate]

[Reference Rate Two:]

[]

Where there are different Reference Rate Twos, for different Interest Periods and/or Interest Payment Dates specify in relation to each Reference Rate Two, the Interest Period(s) and/or Interest Payment Dates, to which it applies

[Include details of the or each Reference Rate Two, as applicable, and whether Reference Rate Two is to be determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date, Margin and/or Interest Participation Rate]

IV. Bands:

Where there are different Bands for different Interest Periods and/or Interest Payment Dates, specify in relation to each Band the Interest Period and/or

Interest Payment Dates to which it applies

- (i) Band 1: [The Reference Rate] [Reference Rate One minus Reference Rate Two] is [less than] [less than or equal to] [●] per cent.;
- (ii) Band 2: [The Reference Rate] [Reference Rate One minus Reference Rate Two] is [greater than][greater than or equal to] [●] but [less than] [less than or equal to] [●] per cent.;
- [(iii) *(only include Band 3 if applicable)*: [The Reference Rate] [Reference Rate One minus Reference Rate Two] is [greater than][greater than or equal to] [●] but [less than] [less than or equal to] [●] per cent.;]

(if there are additional bands occurring after band 3 but before the last occurring band which shall be as described below repeat (iii) above for such additional bands but with the relevant band levels)

- [(●) Band [●] *(to be numerically labelled as the last band so if four bands in total this would be "Band 4")* [The Reference Rate] [Reference Rate One minus Reference Rate Two] is [greater than] [greater than or equal to] [●] per cent.]

- V. (A) Band Rate in relation to Band 1: *Where there are different Band Rates for different Interest Periods and/or Interest Payment Dates, specify in relation to each Band Rate the Interest Periods and/or Interest Payment Dates to which it applies*

[Include details of the Band Rate for Band 1 and whether the Band Rate in relation to Band 1 is (i) a specified fixed rate of interest or is to be determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, or (ii) to be Band Rate One minus Band Rate Two, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date and Margin in relation to Band 1]

[Band Rate One:]

[]

[Include details of Band Rate One in relation to Band 1 and whether Band Rate One in relation to

Band 1 is to be determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date and Margin]

(Only applicable if the Band Rate in relation to Band 1 is determined pursuant to paragraph (ii) of "Band Rate in relation to Band 1 above")

[Band Rate Two:]

[]

[Include details of Band Rate Two in relation to Band 1 and whether Band Rate Two in relation to Band 1 is to be determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date and Margin]

(Only applicable if the Band Rate in relation to Band 1 is determined pursuant to (ii) above of "Band Rate in relation to Band 1 above")

(B) Band Rate in relation to []
Band 2:

[Include details of the Band Rate for Band 2 and whether the Band Rate in relation to Band 2 is (i) a specified fixed rate of interest or is to be determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, or (ii) to be Band Rate One minus Band Rate Two, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date and Margin in relation to Band 2]

[Band Rate One:]

[]

[Include details of Band Rate One in relation to Band 2 and whether Band Rate One in relation to Band 2 is to be determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date and Margin]

(Only applicable if the Band Rate in relation to Band 2 is determined pursuant to paragraph (ii) of "Band Rate in relation to Band 2 above")

[Band Rate Two:]

[]

[Include details of Band Rate Two in relation to Band 2 and whether Band Rate Two in relation to Band 2 is to be determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date and Margin]

(Only applicable if the Band Rate in relation to Band 2 is determined pursuant to paragraph (ii) of "Band Rate in relation to Band 2 above")

[(C) Band Rate in relation to Band 3 (only include if applicable):

[]

[Include details of the Band Rate for Band 3 and whether the Band Rate in relation to Band 3 is (i)a specified fixed rate of interest or is to be determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, or (ii) to be Band Rate One minus Band Rate Two, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date and Margin in relation to Band 3]

[Band Rate One:]

[]

[Include details of Band Rate One in relation to Band 3 and whether Band Rate One in relation to Band 3 is to be determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date and Margin]

(Only applicable if the Band Rate in relation to Band 3 is determined pursuant to paragraph (ii) of "Band Rate in relation to Band 3 above")

[Band Rate Two:]

[]

[Include details of Band Rate Two in relation to Band 3 and whether Band Rate Two in relation to Band 3 is to be determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date and Margin]

(Only applicable if the Band Rate in relation to Band 3 is determined pursuant to paragraph (ii) of "Band Rate in relation to Band 3 above")]

(if there are additional band rates occurring after the band rate in relation to band 3 but before the last occurring band rate which shall be as described below, repeat (C) above for all such additional band rates but with all the relevant band rate details)

[(D)] Band Rate in relation to []
Band [●]:

[Include details of the Band Rate for the last Band and whether the Band Rate in relation to the last Band is (i) a specified fixed rate of interest or is to be determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, or (ii) to be Band Rate One minus Band Rate Two, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date and Margin in relation to the last Band]

[Band Rate One:] []

[Include details of Band Rate One in relation to the last Band and whether Band Rate One in relation to the last Band is to be determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date and Margin]

(Only applicable if the Band Rate in relation to the last Band is determined pursuant to paragraph (ii) of "Band Rate in relation to Band [●] above")

[Band Rate Two:] []

[Include details of Band Rate Two in relation to the last Band and whether Band Rate Two in relation to the last Band is to be determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date and Margin]

(Only applicable if the Band Rate in relation to the last Band is determined pursuant to paragraph (ii) of "Band Rate in relation to Band [●] above")

(If there are additional bands repeat as necessary and modify as above for all additional bands)

(vii) Spread Note Provisions:

[Applicable/Non Applicable]

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

I. Interest Periods and/or Interest Payment Dates to which Spread Note provisions apply: [] [in each year] [adjusted in accordance with [specify Business Day Convention]/not adjusted] (See Condition 6(j))

II. Option One or No Option One: [Option One] [No Option One]

III. Spread Rate 1: []

(Specify whether Spread Rate 1 is (i) one reference rate or (ii) the sum of specified reference rates or (iii) one specified reference rate minus another specified reference rate and, in each case, if not a fixed rate, include details of in respect of each such rate as to whether such rate is to be determined by reference to (i) the Floating Rate Note provisions and whether Screen Rate Determination or ISDA Determination applies or (ii) the CMS Interest Linked Note provisions or (iii) the Inflation Rate provisions or (iv) the DIR Inflation Linked provisions, and in all cases specify details of all other relevant terms for each such rate e.g. any relevant Interest Determination Date, Margin, any Interest Participation Rate, any Minimum Interest Rate, Maximum Interest Rate, Minimum Interest Amount and/or any Maximum Interest Amount)

IV. Spread Rate 1 Interest Participation Rate: [] [Not Applicable]

V. Spread Rate 2: []

(Specify whether Spread Rate 2 is (i) one reference rate or (ii) the sum of specified reference rates or (iii) one specified reference rate minus another specified reference rate and, in each case, if not a fixed rate, include details in respect of each such rate as to whether such rate is to be determined by reference to (i) the Floating Rate Note provisions and whether Screen Rate Determination or ISDA Determination applies or (ii) the CMS Interest Linked Note provisions or (iii) the Inflation Rate provisions or (iv) the DIR Inflation Linked provisions, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date, Margin, any Interest Participation Rate, any Minimum Interest Rate, Maximum Interest Rate, Minimum Interest Amount and/or any Maximum Interest Amount)

VI. Spread Rate 2 Interest Participation Rate: [] [Not Applicable]

VII. Minimum Interest Rate: [●][Not Applicable]

VIII. Maximum Interest Rate: [●][Not Applicable]

PROVISIONS RELATING TO ZERO COUPON NOTES

15. **Zero Coupon Provisions** [Applicable/Not Applicable]
- (i) Amortisation Yield: [Not Applicable]/[] per cent. per annum.]
- (ii) Reference Price: []
- (iii) Day Count Fraction in relation to Early Redemption Amounts: [[30/360]
- [Actual/360]
- [Actual/365¹²]
- [Not Applicable]

PROVISIONS RELATING TO REDEMPTION

16. **Redemption Provisions:**
- (i) Issuer Call: [Applicable/Not Applicable]
- (If not applicable, delete the remaining subparagraphs of this paragraph)*

¹² By virtue of the Supplement dated 11 November 2013, the repetition of Day Count Fraction "[Actual/360]" is deleted and replaced by "[Actual/365]"

- (A) Optional Redemption []
Date(s):
- (B) Optional Redemption [] per Calculation Amount
Amount:
- (C) If redeemable in part:
- I. Minimum Redemption Amount: [[] per Calculation Amount][Not Applicable]
- II. Maximum Redemption Amount: [[] per Calculation Amount][Not Applicable]
- (D) Notice period: [As set out in the General Conditions] [Not less than [(specify)] Business Days]

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

- (ii) Investor Put: [Applicable/Not Applicable]

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

- (A) Optional Redemption []
Date(s):
- (B) Optional Redemption [] per Calculation Amount
Amount:
- (C) Notice period: [As set out in the General Conditions] [Not less than [(specify)] Business Days]

(N.B. If setting notice periods which are different to those provided in the General Conditions, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example clearing systems (which require a minimum of 15 business days' notice for a put) and custodians, as well as any other notice requirements which may apply, for example, as between the Issuer and the Fiscal Agent)

- (iii) Redemption Amount: [(specify) per Calculation Amount]
- (iv) Early Redemption Amount: [Fair Market Value]
[Principal Amount plus accrued interest]
[Amortised Face Amount]
[Other] (specify an amount only)

PROVISIONS RELATING TO SWITCHER OPTION

17. Switcher Option Provisions

- Switcher Option:** [Applicable/Not Applicable]
[if not applicable, delete the remaining sub-paragraphs of this paragraph]
- (A) Switcher Interest Commencement Date(s): []
- (B) New Interest Basis: *[include details of the New Interest Basis or the or each Switcher Interest Commencement Date including cross referring to relevant paragraphs herein and including any relevant Interest Determination Date and/or Margin and/or Interest Participation Rate]*
- (C) Conversion Amount per Calculation Amount payable by the Issuer: *[include details of any conversion amount payable by the Issuer and the relevant Switcher Interest Commencement Date in respect of which it is payable if more than one]*[Not Applicable]
- (D) Switcher Payment Date: [] [Not Applicable]

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18. **Form of Notes:** [Bearer Notes: []]
(N.B. Bearer Notes will only be issued subject to such immobilisation conditions as are agreed by the Issuer, such that the Notes are treated as issued in registered form for U.S. federal income tax purposes)
[Registered Notes]
Regulation S Global Registered Note Certificate (U.S.\$[] principal amount) registered in the name of a nominee for [DTC/a common depositary for Euroclear and Clearstream, Luxembourg/a common safekeeper for Euroclear and Clearstream, Luxembourg]/Rule 144A Global Registered Note

Certificate (U.S.\$[] principal amount registered in the name of a nominee for [DTC/ a common depositary for Euroclear and Clearstream, Luxembourg/a common safekeeper for Euroclear and Clearstream, Luxembourg])]

[Swedish Notes - *insert details (including details of the Swedish Notes Issuing and Paying Agent and the provisions of the Fiscal Agency Agreement which apply to the Notes)*]

[Finnish Notes – *insert details (including details of the Finnish Notes Issuing and Paying Agent)*]

- | | | |
|-----|---|--|
| 19. | New Global Note/New Safekeeping Structure: | [No/Yes – New [Global Note/Safekeeping Structure] applies] [Not Applicable] |
| 20. | Business Centres: | [] |
| | | <i>(N.B. this paragraph relates to the definition of Business Day)</i> |
| 21. | Business Day Jurisdiction(s) or other special provisions relating to payment dates: | [Not Applicable/give details] |
| | | <i>(N.B. this paragraph relates to the date and place of payment)</i> |
| 22. | Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): | [Yes, as the Notes have more than 27 coupon payments, Talons may be required if, on exchange into definitive form, more than 27 coupon payments are still to be made/No][Not Applicable] |
| 23. | Redenomination: | [Not Applicable/[Applicable: The provisions of Condition 16 of the General Conditions apply] |
| 24. | Consolidation provisions: | [Not Applicable/[The provisions of Condition 12 of the General Conditions apply] |
| | | [The Issuer shall have the right to obtain extracts from the register of creditors (<i>Sw.skuldbok</i>) from Euroclear Sweden - <i>only applicable in case of Swedish Notes</i>] |
| | | The Issuer shall, subject to regulations of Euroclear Finland and applicable laws, be entitled to acquire from Euroclear Finland a list of the holders of Finnish Notes, provided that it is technically possible for Euroclear Finland to maintain such a list] |
| 25. | Realisation Disruption: | [Applicable/Not Applicable] |
| 26. | Name and address of Calculation Agent: | [Citibank, N.A./Citigroup Global Markets Limited/Citigroup Global Markets Inc.] [(acting |

through its (*specify*) department/group (or any successor department/group)) at [●]

27. Determinations:

[Sole and Absolute Determination/Commercial Determination]

Signed on behalf of the Issuer:

By:
Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

Admission to trading and listing:

[Application [has been/is expected to be] made by the Issuer (or on its behalf) for the Notes to be admitted to trading on [*specify relevant regulated market (for example, the Regulated Market of the Irish Stock Exchange) and, if relevant, listing on an official list (for example, the official list of the Irish Stock Exchange)*] with effect from on or around []] [Not Applicable]

Tranche [] of the Notes has been admitted to trading on [*specify relevant regulated market (for example, the Regulated Market of the Irish Stock Exchange) and, if relevant, listing on an official list (for example, the official list of the Irish Stock Exchange)*] with effect from [] (Where documenting a fungible issue, need to indicate that original Notes are already admitted to trading)

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

2. RATINGS

Ratings:

The Notes are [not] rated. [The rating of the Notes is:

(i) [S&P: []]

(ii) [Moody's: []]

(iii) [Fitch: []]

(iv) [[Other]: []]

[*Need to include a brief explanation of the meaning of the ratings if this has previously been published by the rating provider*]*

[[*Insert the legal name of the relevant credit rating agency entity*] is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended). [As such [*insert the legal name of the relevant credit rating agency entity*] is included in the list of credit ratings agencies published by the European Securities and Markets Authority on its website (<http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>) in accordance with such Regulation.]]

[[Insert the legal name of the relevant non-EU credit rating agency entity] is not established in the European Union and is not registered in accordance with Regulation (EC) No. 1060/2009 (as amended). [[Insert the legal name of the relevant non-EU credit rating agency entity] is therefore not included in the list of credit rating agencies published by the European Securities and Markets Authority on its website <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs> in accordance with such Regulation.]

[[Insert the legal name of the relevant non-EU credit rating agency entity] is not established in the European Union and has not applied for registration under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**). The ratings have been endorsed by [insert the legal name of the relevant EU-registered credit rating agency entity] in accordance with the CRA Regulation. [Insert the legal name of the relevant EU-registered credit rating agency entity] is established in the European Union and registered under the CRA Regulation.[As such [insert the legal name of the relevant EU credit rating agency entity] is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs> in accordance with the CRA Regulation.]] The European Securities Markets Authority has indicated that ratings issued in [Japan / Australia / the USA / Canada / Hong Kong / Singapore / Argentina / Mexico (*delete as appropriate*)] which have been endorsed by [insert the legal name of the relevant EU CRA entity that applied for registration] may be used in the European Union by the relevant market participants.]

[[Insert the legal name of the relevant non-EU credit rating agency entity] is not established in the European Union and has not applied for registration under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**) but it [is]/[has applied to be] certified in accordance with the CRA Regulation[[EITHER:] and it is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs> in accordance with the CRA Regulation] [[OR:] although notification of the corresponding certification decision has not yet been provided by the European Securities and Markets

Authority and *[insert the legal name of the relevant non-EU credit rating agency entity]* is not included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation].

[[[Insert legal name of the relevant credit rating agency] is established in the European Union and has applied for registration under Regulation (EC) No. 1060/2009 (as amended), although notification of the corresponding registration decision has not yet been provided by the European Securities and Markets Authority *[and [insert the legal name of the relevant credit rating agency]* is not included in the list of credit rating agencies published by the European Securities and Markets Authority on its website <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs> in accordance with such Regulation].]

[[Insert the legal name of the relevant non-EU credit rating agency entity] is not established in the European Union and has not applied for registration under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**). However, the application for registration under the CRA Regulation of *[insert the legal name of the relevant EU credit rating agency entity that applied for registration]*, which is established in the European Union, disclosed the intention to endorse credit ratings of *[insert the legal name of the relevant non-EU credit rating agency entity]*[, although notification of the corresponding registration decision has not yet been provided by the European Securities and Markets Authority and *[insert the legal name of the relevant EU credit rating agency entity]* is not included in the list of credit rating agencies published by the European Securities and Markets Authority on its website <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs> in accordance with the CRA Regulation].

The European Securities Markets Authority has indicated that ratings issued in [Japan / Australia / the USA / Canada / Hong Kong / Singapore / Argentina / Mexico (*delete as appropriate*)] which have been endorsed by *[insert the legal name of the relevant EU CRA entity that applied for registration]* may be used in the EU by the relevant market participants.]]]

[If reference is made to the ratings of Citigroup Inc. then insert the legal name of the relevant credit rating agency entity and the status of its application

under the CRA Regulation]

[Include a brief explanation of the meaning of the ratings if this has previously been published by the rating provider]

(The above disclosure should reflect the rating allocated to Notes of the type being issued under the Programme generally or, where the issue has been specifically rated, that rating)

3. [INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER]

[Need to include a description of any interest, including conflicting ones, that is material to the issue/offer, detailing the persons involved and the nature of the interest. May be satisfied by the inclusion of the following statement:

[Save for any fees payable to [the Dealer[s]/the Distributors/specify]/Save as discussed in ["Subscription and sale and transfer and selling restrictions"]], so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the Offer[. The [Dealers/Distributors] and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer [and the CGMFL Guarantor] and [its/their] affiliates in the ordinary course of business - Amend as appropriate if there are other interests]]]

(When adding any other description, consideration should be given as to whether such matters described constitute "significant new factors" and consequently trigger the need for a supplement to the Prospectus under Article 16 of the Prospectus Directive)

4. [REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES]

(i) [Reasons for the Offer: []]

(See "Use of Proceeds" wording in Base Prospectus – if reasons for offer different from making profit and/or hedging certain risks will need to include those reasons here)]

(ii) Estimated net proceeds: []

(If proceeds are intended for more than one use will need to split out and present in order of priority. If proceeds insufficient to fund all proposed uses state amount and sources of other funding)

(iii) [Estimated total expenses: []]

*(Expenses are required to be broken down into each principal intended "use" and presented in order of priority of such "uses")]**

5. [YIELD (*Fixed Rate Notes only*)

[Indication of yield/Unified Yield Rate]: [specify rate of range of rates]

(specify Unified Yield Rate for non-Exempt offers in the Republic of Hungary only)

[Calculated as [include specific details of method of calculation in summary form] on the Issue Date]*

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.]

6. HISTORICAL INFORMATION CONCERNING THE UNDERLYING

Details of historic [LIBOR/EURIBOR/NIBOR/STIBOR/CIBOR/TIBOR/HIBOR/BBSW/BKBM] rates can be obtained from [●]]

Performance of Inflation Index of effect on value of investment and associated risks and other information concerning the Inflation Index: (*Inflation Rate and DIR Inflation Linked Notes only*)

[Need to include a clear and comprehensive explanation of how the value of the investment is affected by the underlying and the circumstances when the risks are most evident]

[Need to include details of where past and future performances and volatility of [the/each] index can be obtained] [Need to include the name of [the/each] index need to include details of where the information about [the/each] index can be obtained]

[Include any disclaimer wording required by the Index Sponsor(s)]

The Issuer [intends to provide post-issuance information [specify what information will be reported and where it can be obtained]] [does not intend to provide post-issuance information]]

7. OPERATIONAL INFORMATION

ISIN Code: [●]

Common Code: [●] [Not Applicable]

CUSIP: [●] [Not Applicable]

WKN: [●] [Not Applicable]

Valoren: [●] [Not Applicable]

Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, société anonyme and DTC and the relevant [Not Applicable/give name(s) and number(s) [and references to the [Relevant Clearing System/(specify)] shall be deemed to be references to

¹³

By virtue of the Supplement dated 11 November 2013, the words “(It is only necessary to include disclosure of net proceeds and total expenses at (ii) and (iii) above where reasons for the offer are different from making profit and/or hedging certain risks and such reasons are included at (i) above)” are deleted

identification number(s) and details relating to the relevant depositary, if applicable:	such clearing system] [The Notes will be accepted for settlement in Euroclear UK & Ireland Limited (CREST) via the CREST Depositary Interest (CDI) mechanism] [Euroclear Sweden AB]/[Euroclear Finland Oy]
Delivery:	Delivery [versus/free of] payment
Names and address of the Swedish Notes Issuing and Paying Agent (if any):	[Nordea Bank AB (publ), Smålandsgatan 17, 105 71 Stockholm, Sweden]/[Not Applicable]
Names and address of the Finnish Notes Issuing and Paying Agent (if any):	[Nordea Bank Finland Plc, Aleksis Kiven Katu 3-5, Helsinki, Finland]/[Not Applicable]
Names and addresses of additional Paying Agent(s) (if any):	[] [Not Applicable]
Intended to be held in a manner which would allow Eurosystem eligibility:	<p>[Yes. Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper[, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper, that is, held under the New Safekeeping Structure,] <i>[Include this text for Registered Notes which are to be held under the New Safekeeping Structure or NSS]</i> and does not necessarily mean that the Notes will be recognized as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met] (include this text if “yes” selected in which case Bearer Notes must be issued in NGN form)</p> <p>[No. Whilst the designation is specified as “no” at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper[, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper, that is, held under the NSS,] <i>[Include this text for Registered Notes which are to be held under the NSS]</i>. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.]</p>

8. DISTRIBUTION

- (i) Method of distribution: [Syndicated/Non-syndicated]
- (ii) If syndicated, names [and addresses of the Lead Manager and the other Managers and underwriting commitments]*: [Not Applicable/give names, addresses and underwriting commitments]
(Include names and addresses of entities agreeing to underwrite the issue on a firm commitment basis and names and addresses of the entities agreeing to place the issue without a firm commitment or on a "best efforts" basis if such entities are not the same as the Managers)
- (iii) [Date of [Subscription] Agreement: [Not Applicable][specify]]
- (iv) Stabilising Manager(s) (if any): [Not Applicable/give name]
- (v) If non-syndicated, name and address of Dealer: [Not Applicable/give name and address]
- (vi) [Total commission and concession: [None/[] per cent. of the Aggregate Principal Amount/No commissions and concessions are payable by the Issuer to the Dealer. The [(specify type of fee or commission)] payable by the Dealer to any distributor is (specify) of the Aggregate Principal Amount. Investors can obtain more information about the fee by contacting the Dealer at the address set out herein/[up to] (specify) per cent. of the Aggregate Principal Amount which comprises the (specify type of fee or commission) payable to the [Authorised Offeror]. Investors can obtain more information about this fee by contacting the relevant [Authorised Offeror] or the Dealer at the relevant address(es) set out herein. It is anticipated that the exact amount of the (specify type of fee or commission) will be published by the Issuer on the web-site of the Irish Stock Exchange on or around (specify). In addition to (specify any relevant offer price), the [Authorised Offeror] may charge investors in (specify) a (specify type of fee or commission) of [up to] (specify) per cent. of the Aggregate Principal Amount. Investors can obtain more information about this fee by contacting the [Authorised Offeror] at the address(es) set out herein]
- (vii) Swiss selling restrictions: [Not Applicable] [The Notes may be offered, sold, advertised or otherwise distributed directly or indirectly, in, into or from Switzerland except to qualified investors as defined in article 10 of the Swiss Collective Investment Schemes Act. For the avoidance of doubt, such offer in Switzerland does

not constitute a Non-exempt Offer for the purposes of the Prospectus Directive] *(Include if the Notes are to be publicly offered in Switzerland)*

(viii) Non-exempt Offer:

[Not Applicable] [An offer [(the [●] **Offer**)] of the Notes may be made by [the Dealer(s)] [and [●]] (the [●] **Initial Authorised Offeror(s)**) other than pursuant to Article 3(2) of the Prospectus Directive [and [●]] during the period from (and including) [●] to (and including) [●] (the [●] **Offer Period**)] in¹⁴ [●] ([●]) [[and] any additional financial intermediaries who have or obtain the Issuer's consent to use the Base Prospectus and this Final Terms in connection with the Non-exempt Offer and who are identified on the Issuer's website at [www.[●]] as an Authorised Offeror] (together, being persons to whom the issuer has given consent, the [●] **Authorised Offerors**) other than pursuant to Article 3(2) of the Prospectus Directive in [●] during the period from [●] until [●] (the [●] **Offer Period**).

(specify for each jurisdiction in which a Non-exempt offer is being undertaken)

Offers (if any) in any Member State other than the public Offer Jurisdiction(s) will only be made pursuant to an exemption from the obligation under the Prospectus Directive as implemented in such countries to publish a prospectus

[Authorised Offeror(s)] means [●] [and [●]].]

[Initial Authorised Offeror(s)] means [●] [and [●]].]

Public Offer Jurisdiction(s) means [●] [and [●]]

See further Paragraph 9 Terms and Conditions of Offer below

(ix) [General Consent:

[Not Applicable][Applicable]]

(x) [Other conditions to consent:

[Not Applicable][*Add here any other conditions to which the consent given is subject*]

(N.B. Consider any local regulatory requirements necessary to be fulfilled so as to be able to make the Offer where there is no exemption from the obligation under the Prospectus Directive to publish a prospectus in relevant jurisdictions. No such offer should be made in any relevant jurisdiction until those requirements have been met. Offers may only

¹⁴

By virtue of the Supplement dated 11 November 2013, the word "in" is inserted

be made into jurisdictions in which the base prospectus (and any supplement) has been notified/passported)]

9. TERMS AND CONDITIONS OF THE OFFER

(Delete whole section if sub-paragraph 8(viii) above is specified to be Not Applicable)

Offer Price:	[Issue Price][specify]
Conditions to which the Offer is subject:	[Not Applicable/give details]
Description of the application process:	[Not Applicable/give details]
Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	[Not Applicable/give details]
Details of the minimum and/or maximum amount of application:	[Not Applicable/give details]
Details of the method and time limits for paying up and delivering the Notes:	[Not Applicable/give details]
Manner in and date on which results of the offer are to be made public:	[Not Applicable/give details]
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	[Not Applicable/give details]
Whether tranche(s) have been reserved for certain countries:	[Not Applicable/give details]
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	[Not Applicable/give details]
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	[Not Applicable/give details]
Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:	[None/give details]

10. UNITED STATES TAX CONSIDERATIONS

[For U.S. federal income tax purposes, the Issuer will treat the Notes as [fixed-rate debt/fixed-rate debt issued with OID/contingent payment debt instruments, [for which purpose, the comparable yield relating to the Notes will be [] per cent. compounded [semi-annually/quarterly/monthly], and that the projected payment schedule with respect to a Note consists of the following payments: []/for which purpose, the comparable yield and the projected payment schedule are available by contacting [] at []]/variable rate debt instruments/variable rate debt instruments issued with OID/foreign currency Notes/foreign currency Notes issued with OID/foreign currency contingent payment debt instruments, [for which purpose, the comparable yield relating to the Notes will be [] per cent. compounded [semi-annually/quarterly/monthly], and that the projected payment schedule with respect to a Note consists of the following payments: []/for which purpose, the comparable yield and the projected payment schedule are available by contacting [] at []]/short-term Notes.]

Notes:

- * Delete if the minimum denomination is greater than or equal to EUR100,000 (or its equivalent)
- ** Delete if the minimum denomination is less than EUR100,000 (or its equivalent)

[ANNEX]

SUMMARY OF THE NOTES

(insert completed Summary for the Notes where the denomination of the Notes is less than EUR100,000)

SCHEDULE 2

PRO FORMA PRICING SUPPLEMENT

Pricing Supplement dated []

[Citigroup Inc./Citigroup Global Markets Funding Luxembourg S.C.A.]¹

Issue of [*Specify Aggregate Principal Amount of Tranche/(specify aggregate number of Units of Tranche)*
Units of (*specify principal amount of each Unit*)] [*Title of Notes*]

[Guaranteed by Citigroup Global Markets Limited]²

Under the U.S.\$30,000,000,000 Global Medium Term Note Programme

[The Notes do not constitute a participation in a collective investment scheme in the meaning of the Federal Act on Collective Investment Schemes and are not licensed by the Swiss Financial Market Supervisory Authority (FINMA) thereunder. Accordingly, neither the Notes nor holders of the Notes benefit from protection under the Federal Act on Collective Investment Schemes or supervision by the Swiss Financial Market Supervisory Authority (FINMA) and investors are exposed to the credit risk of the Issuer [and the CGMFL Guarantor]^{2,3}.]

No prospectus is required in accordance with the Prospectus Directive (as defined below) in relation to Notes which are the subject of this Pricing Supplement.

The Base Listing Particulars referred to below (as completed by this Pricing Supplement) has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (each, a **Relevant Member State**) will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer in that Relevant Member State of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. None of the Issuer[, the CGMFL Guarantor]² and any Dealer has authorised, nor does any of them authorise, the making of any offer of Notes in any other circumstances.

The expression **Prospectus Directive** means Directive 2003/71/EC, as amended (which includes the amendments made by Directive 2010/73/EU (the **2010 PD Amending Directive**) to the extent that such amendments have been implemented in the Relevant Member State).

The Notes [and the CGMFL Deed of Guarantee]² have not been and will not be registered under the United States Securities Act of 1933, as amended (the **Securities Act**) or any state securities law. [The Notes [and the CGMFL Deed of Guarantee]³ are being offered and sold outside the United States to non-U.S. persons in reliance on Regulation S under the Securities Act (**Regulation S**) and may not be offered or sold within the United States or to, or for the account or benefit of, any U.S. person (as defined in Regulation S) Each purchaser of the Notes or any beneficial interest therein will be deemed to have represented and agreed that it is outside the United States and is not a U.S. person and will not sell, pledge or otherwise transfer the Notes or any beneficial interest therein at any time within the United States or to, or for the account or benefit of, a U.S. person, other than the Issuer or any affiliate thereof.]⁴ [The Notes are being offered and sold solely to "qualified institutional buyers" (**QIBs**) in reliance on the exemption from registration under the Securities Act provided by Rule 144A thereunder (**Rule 144A**). Each purchaser of the Notes or any beneficial interest therein will be deemed to have represented and agreed that it and each account for which it is purchasing (or

¹ Delete as applicable.

² Delete where the Issuer is Citigroup Inc.

³ Include this legend where the Notes are offered in Switzerland.

⁴ Include for Notes offered in reliance on Regulation S.

holding) Notes is a QIB and that it will not sell, pledge or otherwise transfer the Notes or any beneficial interest therein at any time to any person other than (a) the Issuer or any affiliate thereof or (b) a person it reasonably believes to be a QIB purchasing the Notes for its own account or for the account of one or more QIBs in a transaction meeting the requirements of Rule 144A and in accordance with all applicable securities laws of any State of the United States and any other jurisdiction.]⁵ The Notes [and the CGMFL Deed of Guarantee]² do not constitute, and have not been marketed as, contracts of sale of a commodity for future delivery (or options thereon) subject to the United States Commodity Exchange Act, as amended, and trading in the Notes has not been approved by the United States Commodity Futures Trading Commission under the United States Commodity Exchange Act, as amended. For a description of certain restrictions on offers and sales of Notes, see "*General Information relating to the Programme and the Notes - Subscription and sale and transfer and selling restrictions*" in the Base Listing Particulars.

The Notes may not be offered or sold to, or acquired by, any person that is, or whose purchase and holding of the Notes is made on behalf of or with "plan assets" of, an employee benefit plan subject to Title I of the U.S. Employee Retirement Income Security Act of 1974, as amended (**ERISA**), a plan, individual retirement account or other arrangement subject to Section 4975 of the U.S. Internal Revenue Code of 1986, as amended (the **Code**) or an employee benefit plan or plan subject to any laws, rules or regulations substantially similar to Title I of ERISA or Section 4975 of the Code.

PART A – CONTRACTUAL TERMS

The Notes are [Bearer Notes/Registered Notes]. [The Notes are also Swedish Notes./The Notes are also Finnish Notes.]¹

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth under the section[s] entitled ["*Terms and Conditions of the Notes*", the Valuation and Settlement Schedule and the Underlying Schedule[s] applicable to [the/each] Underlying] in the Base Listing Particulars [and the Supplement[s]].

This document constitutes the Pricing Supplement of the Notes described herein and must be read in conjunction with the Base Listing Particulars [as so supplemented]. Full information on the Issuer[, the CGMFL Guarantor]² and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Base Listing Particulars [as so supplemented].

The Base Listing Particulars [and the Supplement[s]] [is] [are] available for viewing at the offices of the Paying Agents and on the web-site of the Irish Stock Exchange (www.ise.ie)⁶. [In addition, this Pricing Supplement is available [(specify)]]¹.

[Use this paragraph if the Base Listing Particulars has not been supplemented: For the purposes hereof, **Base Listing Particulars** means the [Citigroup Inc./CGMFL] Rates Base Listing Particulars in relation to the Programme dated [].]

[Use this paragraph if the Base Listing Particulars has been supplemented: For the purposes hereof, **Base Listing Particulars** means the [Citigroup Inc./CGMFL] Rates Base⁷ Listing Particulars relating to the Programme dated [], as supplemented by a Supplement (No.[]) dated [] ([the] **Supplement** [No.[]]) [and a Supplement (No.[]) dated [] (**Supplement** No.[]) and, together with Supplement No.[], the **Supplements**)]].

[The following alternative language applies if the first tranche of an issue which is being increased was issued under a Base Listing Particulars with an earlier date.

⁵ Include for Notes offered in reliance on Rule 144A.

⁶ By virtue of the Supplement dated 11 November 2013, the words "Central Bank of Ireland (www.centralbank.ie)" are deleted and replaced by "Irish Stock Exchange (www.ise.ie)"

⁷ By virtue of the Supplement dated 11 November 2013, the repetition of the word "Base" is deleted

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the **Conditions**) set forth under the section[s] entitled "*Terms and Conditions of the Notes*", [and the Underlying Schedule[s] applicable to [the/each] Underlying] in the Base Listing Particulars [as supplemented by the Supplement[s]].

This document constitutes the Pricing Supplement of the Notes described herein and must be read in conjunction with the Current Base Listing Particulars [and the Supplement[s] thereto, save in respect of the Conditions which are extracted from the Base Listing Particulars [as supplemented by the Supplement[s] thereto] and are incorporated by reference into the Base Listing Particulars. Full information on the Issuer[, the CGMFL Guarantor]² and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Base Listing Particulars [and the Supplement[s] thereto] and the Current Base Listing Particulars [and the Supplement[s] thereto].

The Base Listing Particulars [and the Supplement[s] to the Base Listing Particulars and the Current Base Listing Particulars [and the Supplement[s] to the Current Base Listing are available for viewing at the offices of the Paying Agents and on the web-site of the Irish Stock Exchange (www.ise.ie)⁶. In addition, this Pricing Supplement is available [(specify)].]

[Use this paragraph if the Conditions have not been amended by way of a Supplement to the Base Listing Particulars: For the purposes hereof, **Base Listing Particulars** means the [Citigroup Inc./CGMFL] Rates Base Listing Particulars relating to the Programme dated [].]

[Use this paragraph if the Conditions have been amended by way of a Supplement to the Base Listing Particulars: For the purposes hereof, **Base Listing Particulars** means the [Citigroup Inc./CGMFL] Rates Base Listing Particulars relating to the Programme dated [], as supplemented by a Supplement (No.[]) dated [] ([the] **Supplement [to the Base Listing Particulars]** [No.[]]) [and a Supplement (No.[]) dated [] (**Supplement No.[]** and, together with Supplement No.[], the **Supplements to the Base Listing Particulars**)].]

[Use this paragraph if the Current Base Listing Particulars has not been supplemented: For the purposes hereof, **Current Base Listing Particulars**] means the [Citigroup Inc./CGMFL] Rates Base Listing Particulars relating to the Programme dated [].]

[Use this paragraph if the Current Base Listing Particulars has been supplemented: For the purposes hereof, **Current Base Listing Particulars** means the [Citigroup Inc./CGMFL] Rates Base Listing Particulars relating to the Programme dated [], as supplemented by a Supplement (No.[]) dated [] ([the] **Supplement [to the Current Base Listing Particulars]** [No.[]]) [and a Supplement (No.[]) dated [] (**Supplement No.[]** and, together with Supplement No.[], the **Supplements to the Current Base Listing Particulars**)]].]

[Include whichever of the following apply or specify as "Not Applicable" (N/A). Note that the numbering should remain as set out below, even if "Not Applicable" is indicated for individual paragraphs or sub paragraphs. Italics denote guidance for completing the Pricing Supplement.]

1. (i) Issuer: [Citigroup Inc./Citigroup Global Markets Funding Luxembourg S.C.A.]¹
- (ii) Guarantor: [Citigroup Global Markets Limited/Not Applicable]
- (N.B. Only Notes issued by Citigroup Global Markets Funding Luxembourg S.C.A are guaranteed by Citigroup Global Markets Limited)
2. (i) Series Number: []

(ii) Tranche Number: []

(If fungible with an existing Series, details of that Series, including the date on which the Notes become fungible)]

(iii) Date on which the Notes will be consolidated and form a single Series: [Not Applicable] [The Notes will be consolidated and form a single Series with *[identify earlier Tranches]* on []/[the Issue Date]]

3. Specified Currency or Currencies: [*specify currency*]

4. Aggregate Principal Amount:

(i) Series: [] [Units (each Unit being [] in principal amount of the Notes)]

(ii) Tranche: [] [Units (each Unit being [] in principal amount of the Notes)]

[The Notes are issued in Units. Accordingly, references herein to Units shall be deemed to be references to [] in principal amount of the Notes and all references in the Conditions to payments being made in respect of a Calculation Amount shall be construed to such payments being made in respect of a Unit]

5. Issue Price: [] per cent. of the Aggregate Principal Amount [plus accrued interest from *[insert date]*](*insert for fungible issues, if applicable*)

6. (i) Specified Denominations: [] [Unit]

(in the case of Registered Notes, this means the minimum integral amount in which transfers can be made)

(In respect of Swedish Notes and Finnish Notes, there shall be one denomination only.)

(ii) Calculation Amount: [] [Unit]

(If only one Specified Denomination, insert the Specified Denomination. If more than one Specified Denomination, insert the highest common factor. N.B. There must be a common factor in the case of two or more Specified Denominations)

7. (i) Issue Date: []

(ii) Interest Commencement Date: [*specify*/Issue Date/Not Applicable]

(Where there is more than one interest basis then the Interest Commencement Date for each interest basis

should be specified)

8. Maturity Date: [specify date][, subject to adjustment in accordance with the [Modified][Preceding][Following] Business Day Convention] [Interest Payment Date falling in or nearest to [●]]
9. Type of Notes: [Fixed Rate Notes/Floating Rate Notes/Inflation Rate Notes/DIR Inflation Linked Notes/CMS Interest Linked Notes/Inverse Floating Rate Notes/Range Accrual Notes/Digital [Band]⁸ Notes/Spread Notes] [The Notes are Zero Coupon Notes and do not bear or pay any interest]
- The Notes may be one or more of the types described above and as further set out below.
10. Change of Type of Note: [Applicable [Describe changes]/Not Applicable]
11. Put/Call Options: [Issuer Call as specified in item 16(i) below⁹]
[Investor Put as specified in item 16(ii) below]
[Not Applicable]
12. (i) Status of the Notes: Senior
- (ii) Status of the CGMFL Deed of Guarantee: [Senior][Not Applicable]
- (Not applicable for Notes issued by Citigroup Inc.)*

PROVISIONS RELATING TO UNDERLYING LINKED NOTES

13. Underlying Linked Notes Provisions: [Applicable – the provisions in the Valuation and Settlement Schedule apply (subject as provided in any relevant Underlying Schedule)][Not Applicable]
- (i) Underlying: *[If not applicable, delete the remaining sub-paragraphs of this paragraph]*
- (A) Description of Underlying(s): *[specify each Underlying]*
- (B) Classification: *[Inflation Index (this applies for both Inflation Rate Notes and DIR Inflation Linked Notes)]/[Rate (this would normally only apply for Range Accrual Notes and can otherwise be deleted)]*
- (specify for each Underlying)*
- (C) Electronic Page: [] *(specify for each Underlying)*
- (ii) Particulars in respect of each Underlying: *(Delete the sub-paragraphs which are not applicable)*

⁸ By virtue of the Supplement dated 11 November 2013, the word “[Band]” is inserted

⁹ By virtue of the Supplement dated 11 November 2013, the word “above” is deleted and replaced by the word “below”

- Inflation Index/Indices: *(specify for each Inflation Index)*
- (A) Fallback Bond: [Applicable: The definition set out in Condition 1 of the Inflation Index Conditions shall apply/(specify)][Not Applicable]
- (B) Revision of level of Inflation Index: [Revision/No Revision]
(NB: If neither "Revision" nor "No Revision" is specified, "No Revision" will be deemed to apply)
- [Rate(s):
- (A) Valuation Time: *[(specify)]*
- (B) Scheduled Trading Day: [A Business Day][A day on which commercial banks are open for general business (including dealings in foreign exchange and foreign currency deposits) in [●] *(specify each)*
(This would normally only apply for certain Range Accrual Notes and can otherwise be deleted)
- (iii) Elections in respect of each type of Underlying: *(Delete the sub-paragraphs which are not applicable)*
(the following information may be tabulated)
- [Inflation Index/Indices:
- (A) Reference Month(s): [In respect of a Valuation Date *[(specify)]*]
- (B) Manifest Error Cut-off Date: [2 Business Days prior to the [relevant] Payment Date/specify]
(NB: If no Manifest Error Cut-off Date is specified, the cut-off date will be 2 Business Days prior to any relevant Payment Date)
- (C) Revision Cut-off Date: [2 Business Days prior to the [relevant] Payment Date/specify]
(NB: If no Revision Cut-off Date is specified, the cut-off date will be 2 Business Days prior to any relevant Payment Date)
- [Rate/Rates:
- (A) ISDA Fallback Determination: [Applicable/Not Applicable]
(if Not Applicable, the following provisions are Not Applicable)
- I. Floating Rate Option: *[(specify)/Not Applicable]*

II. Designated Maturity: [(specify)/Not Applicable]

(B) Correction Provisions [Applicable/Not Applicable]
(This would normally only apply for certain Range Accrual Notes and can otherwise be deleted)

(iv) Trade Date: []

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

PROVISIONS RELATING TO ANY INTEREST AMOUNT

14. Interest Provisions: [Applicable/Not Applicable – the Notes do not bear or pay interest]

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

(i) (A) Fixed Rate Note Provisions: [Applicable/Not Applicable]

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

Interest Rate[s]: [[] per cent. per annum (specify each rate of interest if more than one)] [Not Applicable]

Interest Amount[s]: [[] per Calculation Amount (specify each amount if more than one)] [Not Applicable]

Interest Payment Dates to which Fixed Rate Note provisions apply: [] [in each year] [adjusted in accordance with (specify Business Day Convention)/not adjusted] (See Condition 6(j)) (if more than one fixed rate, specify Interest Payment Dates to which each fixed rate applies)

[EITHER:

I. Accrual: Not Applicable

[OR:

I. Accrual: Applicable

II. Range Accrual Notes: [Applicable: see paragraph (v) below][Not Applicable]

III. Interest Period End Date(s): [Interest Payment Date(s)/[] in each year [adjusted in accordance with [specify Business Day Convention]/not adjusted]]

(Insert particulars of any initial or final broken interest amounts which do not correspond with the

		<i>Interest Amount</i>)]
IV.	Day Count Fraction:	<p>[30/360] [x Accrual Rate] (<i>Accrual Rate applies where the Notes are Range Accrual Notes</i>)</p> <p>[Actual/Actual (ICMA)] [x Accrual Rate] (<i>Accrual Rate applies where the Notes are Range Accrual Notes</i>)</p> <p>[Actual/365 (Fixed)] [x Accrual Rate] (<i>Accrual Rate applies where the Notes are Range Accrual Notes</i>)</p> <p>[Actual/365 (Sterling)] [x Accrual Rate] (<i>Accrual Rate applies where the Notes are Range Accrual Notes</i>)¹⁰</p> <p>[Actual/360] [x Accrual Rate] (<i>Accrual Rate applies where the Notes are Range Accrual Notes</i>)</p> <p>[30E/360] [Eurobond Basis] [x Accrual Rate] (<i>Accrual Rate applies where the Notes are Range Accrual Notes</i>)</p> <p>[1/1] [x Accrual Rate] (<i>Accrual Rate applies where the Notes are Range Accrual Notes</i>)</p>
V.	[Determination Dates:	[] in each year (<i>insert regular interest payment dates, ignoring issue date or maturity date in the case of a long or short first or last coupon. N.B. only relevant where Day Count Fraction is Actual/Actual (ICMA))</i>)]
(B)	Floating Rate Note Provisions:	<p>[Applicable/Not Applicable]</p> <p>(<i>If not applicable, delete the remaining subparagraphs of this paragraph</i>)</p>
I.	Specified Period(s)/Specified Interest Payment Dates to which Floating Rate Note provisions apply:	[]
II.	Interest Period End Date(s):	[Interest Payment Date(s)/ [] in each year [adjusted in accordance with [<i>specify Business Day Convention</i>]/not adjusted]] (<i>See Condition 6(j)</i>)
III.	Manner in which the Interest Rate(s) is/are to be determined:	[Screen Rate Determination/ISDA Determination]
IV.	Party responsible	[Calculation Agent]/[]

¹⁰ By virtue of the Supplement dated 11 November 2013, the Day Count Fractions “Actual/365 (Fixed)” and “Actual/365 (Sterling)” are inserted

for calculating the
Interest Rate(s)
and/or Interest
Amount(s):

- V. Screen Rate Determination: [Applicable/Not Applicable]
- Reference Rate: [] month [(the **Designated Maturity**) (*include where Linear Interpolation is applicable*)] [*insert currency*] [EURIBOR / LIBOR / STIBOR / NIBOR / CIBOR / TIBOR / HIBOR] [BBSW (being the Sydney average mid rate for AUD bills of exchange)] [BKBM (being the Wellington rate for New Zealand Dollar bills of exchange)]
 - Specified Time: [] [Not Applicable]
 - Relevant Financial Centre: [] [Not Applicable]
 - Interest Determination Date(s): [(Specify e.g. any relevant Valuation Date(s))/[(specify)] day on which commercial banks are open for business (including dealing in foreign exchange and foreign currency deposits) in [(specify)] prior to the start of each Interest Period/First day of each Interest Period/[(specify)] day on which the TARGET2 System is open prior to the start of each Interest Period]
 - Page: []
 - Reference Banks: []
- VI. ISDA Determination: [Applicable/Not Applicable]
- Floating Rate Option: []
 - Designated Maturity: []
 - Reset Date: [] [First day of the relevant Interest Period]
- VII. Linear Interpolation: [Not Applicable/Applicable - the Interest Rate for the [long/short] [first/last] Interest Period shall be calculated using Linear Interpolation (*specify for each*]

short or long interest period)]

- VIII. Margin(s): [Not Applicable/[+/-][] per cent. per annum]
- IX. Minimum Interest Rate: [●][Not Applicable]
(Specify for each Interest Payment Date if different)
- X. Maximum Interest Rate: [●][Not Applicable]
(Specify for each Interest Payment Date if different)
- XI. Day Count Fraction: [Actual/Actual] / [Actual/Actual (ISDA)]

[Actual/365 (Fixed)]

[Actual/365 (Sterling)]

[Actual/360]

[30/360] / [360/360] / [Bond Basis]

[30E/360] / [Eurobond Basis]

[30E/360 (ISDA)]
- XII. Interest Participation Rate: []/[Not Applicable]
- (C) Inflation Rate Note Provisions: [Applicable/Not Applicable]

(If not applicable, delete the remaining subparagraphs of this paragraph)
- I. Interest Payment Dates to which Inflation Rate Note provisions apply: [] [in each year] [adjusted in accordance with [specify Business Day Convention/not adjusted] (See Condition 6(j))]
- II. Interest Amount Inflation Index: (specify Underlying)
- III. Margin(s): [Not Applicable/[+/-][] per cent. per annum]
- IV. UCL Relevant Months Prior: (specify) months
- V. UCL 12 + Relevant Months Prior: (specify) months

- VI. DCF: [30/360]
- [Actual/Actual] / [Actual/Actual (ISDA)]
- [Actual/365 (Fixed)]
- [Actual/365 (Sterling)]
- [Actual/360]
- [1/1]
- VII. Interest Participation Rate: [] [Not Applicable]
- VIII. Minimum Interest Amount: [[●] per Calculation Amount] [Not Applicable]
- IX. Maximum Interest Amount: [[●] per Calculation Amount] [Not Applicable]
- (D) DIR Inflation Linked Note Provisions [Applicable / Not Applicable]
- (If not applicable, delete the remaining sub-paragraph of this paragraph)*
- I. Interest Payment Dates to which DIR Inflation Linked Note provisions apply: [] [in each year] [adjusted in accordance with *specify Business Day Convention/not adjusted*] (*See Condition 6(j)*)
- II. DIR Index: (*Specify Underlying*)
- III. Base Index Figure: []
- IV. Margin: [Non Applicable] / [+1-] [] per amount per annum
- V. Index Month A: (*Specify*) months
- VI. Index Month B: (*Specify*) months
- VII. DCF: [30/360]
- [Actual/Actual] / [Actual/Actual (ISDA)]
- [Actual/365 (Fixed)]
- [Actual/365 (●)]
- [Actual/360]
- [1/1]

- VIII. Interest Participation Rate: [] [Not Applicable]
- IX. Minimum Interest Amount: [[●] per Calculation Amount] [Not Applicable]
- X. Maximum Interest Amount: [[●] per Calculation Amount] [Not Applicable]
- (E) CMS Interest Linked Note Provisions: [Applicable/Not Applicable]
- (If not applicable, delete the remaining sub-paragraphs of this paragraph)*
- I. Interest Payment Date(s) to which CMS Interest Linked Note provisions apply: []
- II. Interest Period End Date(s): [Interest Payment Date(s)/ [] in each year [adjusted in accordance with [*specify Business Day Convention*]/not adjusted]]
- III. Party responsible for calculating the Interest Rate(s) and/or Interest Amount(s): [Calculation Agent]/[]
- Reference Rate: [] years [(the **Designated Maturity**) (*include where Linear Interpolation is applicable*)] [*insert currency*] CMS Reference Rate
 - Relevant Financial Centre: [] [Not Applicable]
 - Relevant Time: [] [Not Applicable]
 - Reference Currency: []/[Not Applicable]
 - Interest Determination Date(s): []
 - Page: []
 - Reference Banks: []

- | | | |
|-------|------------------------------|--|
| IV. | Linear Interpolation: | [Not Applicable/Applicable - the Interest Rate for the [long/short] [first/last] Interest Period shall be calculated using Linear Interpolation (<i>specify for each short or long interest period</i>)] |
| V. | Margin(s): | [Not Applicable/[+/-][] per cent. per annum] |
| VI. | Minimum Interest Rate: | [●]/[Not Applicable]

(Specify for each Interest Payment Date if different) |
| VII. | Maximum Interest Rate: | [●]/[Not Applicable]

(Specify for each Interest Payment Date if different) |
| VIII. | Day Count Fraction: | [Actual/Actual] / [Actual/Actual (ISDA)]

[Actual/365 (Fixed)]

[Actual/365 (Sterling)]

[Actual/360]

[30/360] / [360/360] / [Bond Basis]

[30E/360] / [Eurobond Basis]

[30E/360 (ISDA)] |
| IX. | Interest Participation Rate: | []/[Not Applicable] |
- (ii) [Interest Underlying Valuation Provisions:
- | | | |
|-----|--|--|
| (A) | Valuation Disruption (Scheduled Trading Days): | [Move in Block/Value What You Can/Not Applicable][The provisions of Condition 2(c)(i) of the Valuation and Settlement Schedule [applies/do not apply]

[Modified Following Scheduled Trading Day/Preceding Scheduled Trading Day] (<i>specify for a Rate only and where the provisions of Condition 2(c) of the Valuation and Settlement Schedule do not apply to that Rate</i>) |
| (B) | Valuation Disruption (Disrupted Days): | [Move in Block/Value What You Can/Not Applicable] [Condition 2(d)(i) of the Valuation and Settlement Schedule applies] |
| (C) | Valuation Roll: | []/[eight] [Not Applicable]

(If no Valuation Roll is stated, Specified Maximum |

Days of Disruption will be equal to eight) (This would normally only apply for certain Range Accrual Notes and can otherwise be deleted)]

(In the case of Range Accrual Notes, the provisions of Condition 2 of the Valuation and Settlement are expected to apply instead of this paragraph (ii))

(iii) Inverse Floating Rate Note Provisions: [Applicable/Not Applicable]

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

I. Interest Periods and/or Interest Payment Dates to which Inverse Floating Rate Note provisions apply: [] [in each year] [adjusted in accordance with *[specify Business Day Convention]*]/not adjusted] *(See Condition 6(j))*

II. Inverse Fixed Rate: []

III. Inverse Reference Rate: []

(Include details of whether the Inverse Reference Rate is (A) one reference rate (a "Specified Rate") or (B) one reference rate (a "Specified Rate") minus another reference rate (a "Specified Rate"). Also include details in relation to the Inverse Floating Rate and each Specified Rate whether it is to be determined by reference to (i) the Floating Rate provisions and whether Screen Rate Determination applies or ISDA Determination applies or (ii) the CMS Interest Linked Note provisions, and in all cases specify details of all other relevant terms e.g. Interest Determination Date, Margin, Interest Participation Rate, Minimum Interest Rate and/or any Maximum Interest Rate: in all cases this would include being determined by reference to the Spread Notes provisions as appropriate)

IV. Minimum Interest Rate: [●][Not Applicable]

V. Maximum Interest Rate: [●][Not Applicable]

(iv) Range Accrual Note Provisions: [Applicable/Not Applicable]

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

I. Interest Periods and/or Interest Payment Dates to which Range Accrual Notes provisions apply: [] [in each year] [adjusted in accordance with *[specify Business Day Convention]*]/not adjusted] *(See Condition 6(j))*

II. Interest Rate[s]: [] per cent. per annum *(specify each rate of interest*

if more than one)

- III. Reference Observation: *[specify what the Reference Observation will be from the options set out in Condition 4 of the Valuation and Settlement Schedule and specify details of the or each Reference Rate and where more than one Reference Rate whether the Barrier is different for each Reference Rate for each relevant interest period]*
- IV. Barrier: *[specify for each relevant interest period]* [Not Applicable]
- V. Lower Range *[specify for each relevant interest period and where more than one Reference Rate whether the Barrier is different for each Reference Rate]* [Not Applicable]
- Option: [Above and equal []/[Above]]
- VI. Upper Range: *[specify for each relevant interest period]* [Not Applicable]
- Option: [Below and equal []/[Below]]
- VII. calendar days or Business Days [calendar days/Business Days]
- VIII. Definition of Business Day (for Accrual Cut-Off Date): []
- IX. Reference Rate [One(s)]: *[Details of the or each Reference Rate One, including any Margin and/or Interest Participation Rate]* [Not Applicable]
- X. Reference Rate Two(s): *[Details of the or each Reference Rate Two, including any Margin and/or Interest Participation Factor]* [Not Applicable]
- XI. Barrier Reference: [Greater than the Barrier/Greater than or equal to the Barrier/less than the Barrier/less than or equal to the Barrier]
- XII. In respect of the Accrual Cut-Off Date, the Specified Number (the "Specified Number" is the specified number of calendar days or Business Days, preceding the last day of the relevant Interest Period and shall be five if none is specified). []
- XIII. Any or All: [Any][All][Not Applicable]

- XIV. Minimum Interest Rate: ☐[Not Applicable]
- XV. Maximum Interest Rate: ☐[Not Applicable]
- XVI. Minimum Interest Amount: ☐ per Calculation Amount] [Not Applicable]
- XVII. Maximum Interest Amount: ☐ per Calculation Amount] [Not Applicable]
- (v) Digital Note Provisions: [Applicable/Not Applicable]
- (If not applicable, delete the remaining subparagraphs of this paragraph)*
- I. Interest Periods and/or Interest Payment Dates to which Digital Note provisions apply: [] [in each year] [adjusted in accordance with *[specify Business Day Convention]*/not adjusted] *(See Condition 6(j))*
- II. Back Up Rate: []
- [Include details of whether the Back Up Rate is to be (i) a fixed rate or (ii) determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date, Margin, Interest Participation Rate, any Minimum Interest Rate and/or any Maximum Interest Rate: in all cases this would include being determined by reference to the Spread Note provisions as appropriate)]*
- III. Digital Reference Rate: []
- [Include details of whether the Digital Reference Rate is to be (i) a fixed rate or (ii) determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date, Margin, Interest Participation Rate, any Minimum Interest Rate and/or any Maximum Interest Rate: in all cases this would include being determined by reference to the Spread Note provisions as appropriate)]*
- IV. Reserve Rate: []
- [Include details of whether the Reserve Rate is to be*

the sum of more than one rate (each a "Specified Rate") or one rate less another rate (each a "Specified Rate") and whether the Reserve Rate or each Specified Rate is to be (i) a fixed rate or (ii) determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date, Margin, Interest Participation Rate, any Minimum Interest Rate and/or any Maximum Interest Rate: in all cases this would include being determined by reference to the Spread Note provisions as appropriate)]

V. Digital Rate: []

[Include details of whether the Digital Rate is to be (i) a fixed rate or (ii) determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, and in all cases specify details of all other relevant terms e.g. relevant Interest Determination Date, Margin, Interest Participation Rate, any Minimum Interest Rate and/or any Maximum Interest Rate: in all cases this would include being determined by reference to the Spread Note provisions as appropriate)

VI. Reserve Rate Reference: [Greater than the Reserve Rate/Greater than or equal to the Reserve Rate/Less than the Reserve Rate/Less than or equal to the Reserve Rate]

VII. Minimum Interest Rate: [●][Not Applicable]

VIII. Maximum Interest Rate: [●][Not Applicable]

(vi) Digital Band Note Provisions: [Applicable/Not Applicable]

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

I. Interest Periods and/or Interest Payment Dates to which Digital Band Note provisions apply: [] [in each year] [adjusted in accordance with *[specify Business Day Convention]* / not adjusted] (See Condition 6(j))

II. Reference Rate Only or Reference Rate One minus Reference Rate Two: [Reference Rate Only]/Reference Rate One minus Reference Rate Two]

III. [Reference Rate:] []

Where there are different Reference Rate(s) for different Interest Periods and/or Interest Payment Dates, specify in relation to each Reference Rate(s), the Interest Period(s) and/or Interest Payment Dates, to which it applies

[Include details of the or each Reference Rate, as applicable, and whether the Reference Rate is to be determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date, Margin and/or Interest Participation Rate]

[Reference Rate One:]

[]

Where there are different Reference Rate Ones for different Interest Periods and/or Interest Payment Dates, specify in relation to each Reference Rate One, the Interest Period(s) and/or Interest Payment Dates, to which it applies

[Include details of the or each Reference Rate One, as applicable, and whether Reference Rate One is to be determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date, Margin and/or Interest Participation Rate]

[Reference Rate Two:]

[]

Where there are different Reference Rate Twos, for different Interest Periods and/or Interest Payment Dates specify in relation to each Reference Rate Two, the Interest Period(s) and/or Interest Payment Dates, to which it applies

[Include details of the or each Reference Rate Two, as applicable, and whether Reference Rate Two is to be determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date, Margin and/or Interest Participation Rate]

IV. Bands

Where there are different Bands for different Interest

Periods and/or Interest Payment Dates, specify in relation to each Band the Interest Period and/or Interest Payment Dates to which it applies.

- (i) Band 1: [The Reference Rate] [Reference Rate One minus Reference Rate Two] is [less than] [less than or equal to] [●] per cent.;
- (ii) Band 2: [The Reference Rate] [Reference Rate One minus Reference Rate Two] is [greater than][greater than or equal to] [●] but [less than] [less than or equal to] [●] per cent.;
- [(iii) *(only include Band 3 if applicable)*: [The Reference Rate] [Reference Rate One minus Reference Rate Two] is [greater than][greater than or equal to] [●] but [less than] [less than or equal to] [●] per cent.;

(if there are additional bands occurring after band 3 but before the last occurring band which shall be as described below repeat (iii) above for such additional bands but with the relevant band levels)

- [(●) Band [●] *(to be numerically labelled as the last band so if four bands in total this would be "Band 4")* [The Reference Rate] [Reference Rate One minus Reference Rate Two] is [greater than] [greater than or equal to] [●] per cent.]

V. (A) Band Rate in relation to Band 1:

Where there are different Band Rates for different Interest Periods and/or Interest Payment Dates, specify in relation to each Band Rate the Interest Periods and/or Interest Payment Dates to which it applies.

[Include details of the Band Rate for Band 1 and whether the Band Rate in relation to Band 1 is (i) a specified fixed rate of interest or is to be determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, or (ii) to be Band Rate One minus Band Rate Two, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date and Margin in relation to Band 1]

[Band Rate One:]

[]

[Include details of Band Rate One in relation to Band 1 and whether Band Rate One in relation to Band 1 is

to be determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date and Margin]

(Only applicable if the Band Rate in relation to Band 1 is determined pursuant to paragraph (ii) of "Band Rate in relation to Band 1 above")

[Band Rate Two:]

[]

[Include details of Band Rate Two in relation to Band 1 and whether Band Rate Two in relation to Band 1 is to be determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date and Margin]

(Only applicable if the Band Rate in relation to Band 1 is determined pursuant to (ii) above of "Band Rate in relation to Band 1 above")

(B) Band Rate in relation to Band 2:

[]

[Include details of the Band Rate for Band 2 and whether the Band Rate in relation to Band 2 is (i) a specified fixed rate of interest or is to be determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, or (ii) to be Band Rate One minus Band Rate Two, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date and Margin in relation to Band 2]

[Band Rate One:]

[]

[Include details of Band Rate One in relation to Band 2 and whether Band Rate One in relation to Band 2 is to be determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date and Margin]

(Only applicable if the Band Rate in relation to Band 2 is determined pursuant to paragraph (ii) of "Band Rate in relation to Band 2 above")

[Band Rate Two:]

[]

[Include details of Band Rate Two in relation to Band 2 and whether Band Rate Two in relation to Band 2 is to be determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date and Margin]

(Only applicable if the Band Rate in relation to Band 2 is determined pursuant to paragraph (ii) of "Band Rate in relation to Band 2 above")

[(C) Band Rate in relation to Band 3 (only include if applicable):

[]

[Include details of the Band Rate for Band 3 and whether the Band Rate in relation to Band 3 is (i) a specified fixed rate of interest or is to be determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, or (ii) to be Band Rate One minus Band Rate Two, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date and Margin in relation to Band 3]

[Band Rate One:]

[]

[Include details of Band Rate One in relation to Band 3 and whether Band Rate One in relation to Band 3 is to be determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date and Margin]

(Only applicable if the Band Rate in relation to Band 3 is determined pursuant to paragraph (ii) of "Band Rate in relation to Band 3 above")

[Band Rate Two:]

[]

[Include details of Band Rate Two in relation to Band 3 and whether Band Rate Two in relation to Band 3 is to be determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, and in all cases specify details of all other relevant terms e.g.

any relevant Interest Determination Date and Margin]

(Only applicable if the Band Rate in relation to Band 3 is determined pursuant to paragraph (ii) of "Band Rate in relation to Band 3 above")]

(if there are additional band rates occurring after the band rate in relation to band 3 but before the last occurring band rate which shall be as described below, repeat (C) above for all such additional band rates but with all the relevant band rate details)

[(D)] Band Rate in relation to []
Band [●]:

[Include details of the Band Rate for the last Band and whether the Band Rate in relation to the last Band is (i) a specified fixed rate of interest or is to be determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, or (ii) to be Band Rate One minus Band Rate Two, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date and Margin in relation to the last Band]

[Band Rate One:] []

[Include details of Band Rate One in relation to the last Band and whether Band Rate One in relation to the last Band is to be determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date and Margin]

(Only applicable if the Band Rate in relation to the last Band is determined pursuant to paragraph (ii) of "Band Rate in relation to Band [●] above")

[Band Rate Two:] []

[Include details of Band Rate Two in relation to the last Band and whether Band Rate Two in relation to the last Band is to be determined by reference to (a) the Floating Rate Note provisions and whether Screen Rate Determination applies or ISDA Determination applies or (b) the CMS Interest Linked Note provisions, and in all cases specify details of all other relevant terms e.g. any relevant Interest Determination Date and Margin]

(Only applicable if the Band Rate in relation to the last Band is determined pursuant to paragraph (ii) of "Band Rate in relation to Band [●] above")

(If there are additional bands repeat as necessary and modify as above for all additional bands)

(vii) Spread Note Provisions:

[Applicable/Non Applicable]

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

I. Interest Periods and/or Interest Payment Dates to which Spread Note provisions apply: [] [in each year] [adjusted in accordance with [specify Business Day Convention]/not adjusted] *(See Condition 6(j))*

II. Option One or No Option One: [Option One] [No Option One]

III. Spread Rate 1: *(Specify whether Spread Rate 1 is (i) one reference rate or (ii) the sum of specified reference rates or (iii) one specified rate minus another specified reference rate and, in each case, if not a fixed rate, include details in respect of each such rate as to whether such rate is to be determined by reference to (i) the Floating Rate Note provisions and whether Screen Rate Determination or ISDA Determination applies or (ii) the CMS Interest Linked Note provisions or (iii) the Inflation Rate provisions or (iv) the DIR Inflation Linked provisions, and in all cases specify details of all other relevant terms for such rate e.g. any relevant Interest Determination Date, Margin, any Interest Participation Rate, any Minimum Interest Rate, any Maximum Interest Rate, any Minimum Interest Amount and/or any Minimum Interest Amount)*

IV. Spread Rate 1 Interest Participation Rate: [] [Not Applicable]

V. Spread Rate 2: []

(Specify whether Spread Rate 2 is (i) one reference rate or (ii) the sum of specified reference rates or (iii) one specified reference rate minus another specified reference rate and, in each case, if not a fixed rate, include details in respect of each such rate as to whether such rate is to be determined by reference to (i) the Floating Rate Note provisions and whether Screen Rate Determination or ISDA Determination applies or (ii) the CMS Interest Linked Note provisions or (iii) the Inflation Rate provisions or (iv) the DIR Inflation Linked provisions, and in all cases

specify details of all other relevant terms for such rate e.g. any relevant Interest Determination Date, Margin, any Interest Participation Rate, any Minimum Interest Rate, any Maximum Interest Rate, any Minimum Interest Amount and/or any Minimum Interest Amount)

VI. Spread Rate 2 Interest [] [Not Applicable]
Participation Rate:

VII. Minimum Interest Rate: [●][Not Applicable]

VIII. Maximum Interest Rate: [●][Not Applicable]

PROVISIONS RELATING TO ZERO COUPON NOTES

15. Zero Coupon Provisions [Applicable/Not Applicable]

(i) Amortisation Yield: [Not Applicable]/[] per cent. per annum.]

(ii) Reference Price: []

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

[Actual/360]

[Actual/365¹¹]

[Not Applicable]

PROVISIONS RELATING TO REDEMPTION

16. Redemption Provisions

(i) Issuer Call [Applicable/Not Applicable]

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

(A) Optional Redemption []
Date(s):

(B) Optional Redemption [] per Calculation Amount
Amount:

(C) If redeemable in part:

I. Minimum Redemption Amount: [[] per Calculation Amount][Not Applicable]

II. Maximum [] per Calculation Amount][Not Applicable]

¹¹ By virtue of the Supplement dated 11 November 2013, the repetition of Day Count Fraction “[Actual/360]” is deleted and replaced by “[Actual/365]”

Redemption
Amount:

(D) Notice period: [As set out in the General Conditions] [Not less than [(specify)] Business Days]

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

(ii) Investor Put [Applicable/Not Applicable]

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

(A) Optional Redemption []
Date(s):

(B) Optional Redemption [] per Calculation Amount
Amount:

(C) Notice period: [As set out in the General Conditions] [Not less than [(specify)] Business Days]

(N.B. If setting notice periods which are different to those provided in the General Conditions, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example clearing systems (which require a minimum of 15 business days' notice for a put) and custodians, as well as any other notice requirements which may apply, for example, as between the Issuer and the Fiscal Agent)

(iii) Redemption Amount: [(specify) per Calculation Amount]

(iv) Early Redemption Amount: [Fair Market Value]
[Principal Amount plus accrued interest]
[Amortised Face Amount]
[Other]

PROVISIONS RELATING TO SWITCHER OPTION

17. Switcher Option Provisions

Switcher Option: [Applicable/Not Applicable]

[if not applicable, delete the remaining sub-

paragraphs of this paragraph]

- (A) Switcher Interest Commencement Date(s): []
- (B) New Interest Basis: *[include details of the New Interest Basis or the or each Switcher Interest Commencement Date including cross referring to relevant paragraphs herein and including any relevant Interest Determination Date and/or Margin and/or Interest Participation Rate]*
- (C) Conversion Amount per Calculation Amount payable by the Issuer: *[include details of any conversion amount payable by the Issuer and the relevant Switcher Interest Commencement Date in respect of which it is payable if more than one]*[Not Applicable]
- (D) Switcher Payment Date: [] [Not Applicable]

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18. **Form of Notes:** [Bearer Notes: []]

(N.B. Bearer Notes will only be issued subject to such immobilisation conditions as are agreed by the Issuer, such that the Notes are treated as issued in registered form for U.S. federal income tax purposes)

[Registered Notes

Regulation S Global Registered Note Certificate (U.S.\$[] principal amount) registered in the name of a nominee for [DTC/a common depositary for Euroclear and Clearstream, Luxembourg/a common safekeeper for Euroclear and Clearstream, Luxembourg]/Rule 144A Global Registered Note Certificate (U.S.\$[] principal amount) registered in the name of a nominee for [DTC/ a common depositary for Euroclear and Clearstream, Luxembourg/a common safekeeper for Euroclear and Clearstream, Luxembourg]]]

[Swedish Notes - insert details (including details of the Swedish Notes Issuing and Paying Agent and the provisions of the Fiscal Agency Agreement which apply to the Notes)]

[Finnish Notes – insert details (including details of the Finnish Notes Issuing and Paying Agent)]

19. New Global Note/New Safekeeping Structure: [No/Yes – New [Global Note/Safekeeping Structure] applies] [Not Applicable]

20. Business Centres: []
- (N.B. this paragraph relates to the definition of Business Day)*
21. Business Day Jurisdiction(s) or other special provisions relating to payment dates: [Not Applicable/*give details*]
- (N.B. this paragraph relates to the date and place of payment)*
22. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): [Yes, as the Notes have more than 27 coupon payments, Talons may be required if, on exchange into definitive form, more than 27 coupon payments are still to be made/No][Not Applicable]
23. Redenomination: [Not Applicable/[Applicable: The provisions of Condition 16 of the General Conditions apply]
24. Consolidation provisions: [Not Applicable/[The provisions of Condition 12 of the General Conditions apply]
25. Realisation Disruption: [Applicable/Not Applicable]
26. [Other final terms] [Not Applicable/*give details*]
- [The Issuer shall have the right to obtain extracts from the register of creditors (*Sw.skuldbok*) from Euroclear Sweden - *only applicable in case of Swedish Notes*]
- The Issuer shall, subject to regulations of Euroclear Finland and applicable laws, be entitled to acquire from Euroclear Finland a list of the holders of Finnish Notes, provided that it is technically possible for Euroclear Finland to maintain such a list.]¹⁰
27. Name and address of Calculation Agent: [Citibank, N.A./Citigroup Global Markets Limited/Citigroup Global Markets Inc.] [(acting through its (*specify*) department/group (or any successor department/group))] at [●]
28. Determinations: [Sole and Absolute Determination/Commercial Determination]
29. [Additional selling restrictions: [Not Applicable/*give details*]
- [The Notes may be offered, sold, advertised or otherwise distributed directly or indirectly, in, into or from Switzerland except to qualified investors as defined in article 10 of the Swiss Collective Investment Schemes Act] (*Include if the Notes are to be publicly offered in Switzerland*)]

[RESPONSIBILITY

[(*Relevant third party information*) has been extracted from (*specify source*). [Each of the]²/[The]¹² Issuer [and the CGMFL Guarantor]² confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by (*specify source*), no facts have been omitted which would render the reproduced information inaccurate or misleading.]]

Signed on behalf of the Issuer:

By:
Duly authorised

¹² Delete where the Issuer is CGMFL.

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

Admission to trading and listing: [Application [has been/is expected to be] made by the Issuer (or on its behalf) for the Notes to be admitted to trading on *[specify relevant non-EEA regulated market (for example, the Global Exchange Market of the Irish Stock Exchange) and, if relevant, listing on an official list (for example, the official list of the Irish Stock Exchange)]* with effect from on or around [] [Not Applicable]

Tranche [] of the Notes has been admitted to trading on *[specify relevant non-EEA regulated market (for example, the Global Exchange Market of the Irish Stock Exchange) and, if relevant, listing on an official list (for example, the official list of the Irish Stock Exchange)]* with effect from [] (Where documenting a fungible issue, need to indicate that original Notes are already admitted to trading)

Estimated expenses relating to admission to trading: [●]

2. RATINGS

Ratings: The Notes are [not] rated. The Notes are rated:

- (i) [S&P: []]
- (ii) [Moody's: []]
- (iii) [Fitch: []]
- (iv) [[Other]: []]

*[Need to include a brief explanation of the meaning of the ratings if this has previously been published by the rating provider]**

[[Insert the legal name of the relevant credit rating agency entity] is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended). [As such [insert the legal name of the relevant credit rating agency entity] is included in the list of credit ratings agencies published by the European Securities and Markets Authority on its website (<http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>) in accordance with such Regulation.]]

[[Insert the legal name of the relevant non-EU credit rating agency entity] is not established in the European Union and is not registered in accordance with Regulation (EC) No. 1060/2009 (as amended). [[Insert the legal name of the relevant non-EU credit rating agency entity] is therefore not included in the list of credit rating agencies published by the European Securities and Markets Authority on its website <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs> in accordance with such Regulation.]

[[Insert the legal name of the relevant non-EU credit rating agency entity] is not established in the European Union and has not applied for registration under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**). The ratings have been endorsed by [insert the legal name of the relevant EU-registered credit rating agency entity] in accordance with the CRA Regulation. [Insert the legal name of the relevant EU-registered credit rating agency entity] is established in the European Union and registered under the CRA Regulation.[As such [insert the legal name of the relevant EU credit rating agency entity] is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs> in accordance with the CRA Regulation.]] The European Securities Markets Authority has indicated that ratings issued in [Japan/Australia/the USA/Canada/Hong Kong/Singapore/Argentina/ Mexico (delete as appropriate)] which have been endorsed by [insert the legal name of the relevant EU CRA entity that applied for registration] may be used in the European Union by the relevant market participants.]

[[Insert the legal name of the relevant non-EU credit rating agency entity] is not established in the European Union and has not applied for registration under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**) but it [is]/[has applied to be] certified in accordance with the CRA Regulation[[EITHER:] and it is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs> in accordance with the CRA Regulation] [[OR:] although notification of the corresponding certification decision has not yet been provided by the European Securities and Markets

Authority and *[insert the legal name of the relevant non-EU credit rating agency entity]* is not included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation].

[[[Insert legal name of the relevant credit rating agency] is established in the European Union and has applied for registration under Regulation (EC) No. 1060/2009 (as amended), although notification of the corresponding registration decision has not yet been provided by the European Securities and Markets Authority *[and [insert the legal name of the relevant credit rating agency]* is not included in the list of credit rating agencies published by the European Securities and Markets Authority on its website <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs> in accordance with such Regulation].]

[[Insert the legal name of the relevant non-EU credit rating agency entity] is not established in the European Union and has not applied for registration under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**). However, the application for registration under the CRA Regulation of *[insert the legal name of the relevant EU credit rating agency entity that applied for registration]*, which is established in the European Union, disclosed the intention to endorse credit ratings of *[insert the legal name of the relevant non-EU credit rating agency entity]*[, although notification of the corresponding registration decision has not yet been provided by the European Securities and Markets Authority and *[insert the legal name of the relevant EU credit rating agency entity]* is not included in the list of credit rating agencies published by the European Securities and Markets Authority on its website <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs> in accordance with the CRA Regulation].

The European Securities Markets Authority has indicated that ratings issued in [Japan/Australia/the USA/Canada/Hong Kong/Singapore/Argentina/Mexico (*delete as appropriate*)] which have been endorsed by *[insert the legal name of the relevant EU CRA entity that applied for registration]* may be used in the EU by the relevant market participants.]]]

[If reference is made to the ratings of Citigroup Inc. then insert the legal name of the relevant credit rating agency entity and the status of its application under the CRA Regulation]

[Include a brief explanation of the meaning of the ratings if this has previously been published by the rating provider]

(The above disclosure should reflect the rating allocated to Notes of the type being issued under the Programme generally or, where the issue has been specifically rated, that rating)

3. OPERATIONAL INFORMATION

ISIN Code:	[●]
Common Code:	[●] [Not applicable]
CUSIP:	[●] [Not applicable]
WKN:	[●] [Not applicable]
Valoren:	[●] [Not applicable]
Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, société anonyme and DTC and the relevant identification number(s) and details relating to the relevant depositary, if applicable:	<p>[Not Applicable/give name(s) and number(s) [and references to the [Relevant Clearing System/(specify)] shall be deemed to be references to such clearing system]</p> <p>[The Notes will be accepted for settlement in Euroclear UK & Ireland Limited (CREST) via the CREST Depositary Interest (CDI) mechanism]</p> <p>[Euroclear Sweden AB]/[Euroclear Finland Oy]</p>
Delivery:	Delivery [versus/free of] payment
Names and address of the Swedish Notes Issuing and Paying Agent (if any):	[Nordea Bank AB (publ), Smålandsgatan 17, 105 71 Stockholm, Sweden]/[Not Applicable]
Names and address of the Finnish Notes Issuing and Paying Agent (if any):	[Nordea Bank Finland Plc, Aleksis Kiven Katu 3-5, Helsinki, Finland]/[Not Applicable]
Names and addresses of additional Paying Agent(s) (if any):	[] [Not Applicable]
Intended to be held in a manner which would allow Eurosystem eligibility:	<p>[Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper[, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper, that is, held under the New Safekeeping Structure,] <i>[Include this text for Registered Notes which are to be held under the New Safekeeping Structure or NSS]</i> and does not necessarily mean that the Notes will be recognized as eligible collateral for Eurosystem monetary policy and</p>

intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met] *(include this text if "yes" selected in which case Bearer Notes must be issued in NGN form)*

[No. Whilst the designation is specified as "no" at the date of this Pricing Supplement, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper[, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper, that is, held under the NSS,] *[include this text for Registered Notes which are to be held under the NSS]*. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.]

4. DISTRIBUTION

- | | | |
|-------|--|--|
| (i) | Method of distribution: | [Syndicated/Non-syndicated] |
| (ii) | If syndicated, names [and addresses of the Lead Manager and the other Managers and underwriting commitments]*: | [Not Applicable/ <i>give names, addresses and underwriting commitments</i>]

<i>(Include names and addresses of entities agreeing to underwrite the issue on a firm commitment basis and names and addresses of the entities agreeing to place the issue without a firm commitment or on a "best efforts" basis if such entities are not the same as the Managers)</i> |
| (iii) | [Date of [Subscription] Agreement: | [Not Applicable][<i>specify</i>]] |
| (iv) | Stabilising Manager(s) (if any): | [Not Applicable/ <i>give name</i>] |
| (v) | If non-syndicated, name and address of Dealer: | [Not Applicable/ <i>give name and address</i>] |
| (vi) | [Total commission and concession: | [None/[] per cent. of the Aggregate Principal Amount/No commissions and concessions are payable by the Issuer to the Dealer. The [<i>(specify type of fee or commission)</i>] payable by the Dealer to any distributor is (<i>specify</i>) of the Aggregate Principal Amount. Investors can obtain more information about the fee by contacting the Dealer at the address set out herein] |

5. UNITED STATES TAX CONSIDERATIONS

[For U.S. federal income tax purposes, the Issuer will treat the Notes as [fixed-rate debt/fixed-rate debt issued with OID/contingent payment debt instruments, [for which purpose, the comparable yield relating to the Notes will be []per cent. compounded [semi-annually/quarterly/monthly], and that the projected payment schedule with respect to a Note consists of the following payments: []/for which purpose, the comparable yield and the projected payment schedule are available by contacting [] at []]/variable rate debt instruments/variable rate debt instruments issued with OID/foreign currency Notes/foreign currency Notes issued with OID/foreign currency contingent payment debt instruments, [for which purpose, the comparable yield relating to the Notes will be []per cent. compounded [semi-annually/quarterly/monthly], and that the projected payment schedule with respect to a Note consists of the following payments: []/for which purpose, the comparable yield and the projected payment schedule are available by contacting [] at []]/short-term Notes/[specify other].]