

CITIGROUP INC. UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.1) dated 11 February 2019, CGMHI UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.1) dated 11 February 2019, CGMFL UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.1) dated 11 February 2019 and BASE PROSPECTUS SUPPLEMENT IN RESPECT OF SERIES CGMFL5430 NOTES



CITIGROUP INC.
(incorporated in Delaware)

and

CITIGROUP GLOBAL MARKETS HOLDINGS INC.
(a corporation duly incorporated and existing under the laws of the state of New York)
(CGMHI)

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 B 169199) (CGMFL)

each an issuer under the
Citi U.S.\$60,000,000,000 Global Medium Term Note Programme

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

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

This base prospectus supplement (the **Citigroup Inc. ULN Base Prospectus Supplement (No.1)**) constitutes a supplement for the purposes of (i) Article 16 of Directive 2003/71/EC, as amended or superseded (the **Prospectus Directive**) as implemented in Ireland by the Prospectus (Directive 2003/71/EC) Regulations 2005 (as amended by the Prospectus (Directive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 (ii) Part IV of the Luxembourg Act dated 10 July 2005 relating to prospectuses for securities, as amended (the **Prospectus Act 2005**) and is supplemental to, and must be read in conjunction with, the Underlying Linked Notes Base Prospectus dated 25 January 2019 prepared by Citigroup Inc. (the **Citigroup Inc. ULN Base Prospectus**) with respect to the Citi U.S.\$60,000,000,000 Global Medium Term Note Programme (the **Programme**).

This base prospectus supplement (the **CGMHI ULN Base Prospectus Supplement (No.1)**) also constitutes a supplement for the purposes of (i) Article 16 of the Prospectus Directive and (ii) Part IV of the Prospectus Act 2005 and is supplemental to, and must be read in conjunction with, the Underlying Linked Notes Base Prospectus dated 25 January 2019, prepared by Citigroup Global Markets Holdings Inc. (**CGMHI**) and

Citigroup Inc. in its capacity as the CGMHI Guarantor (the **CGMHI ULN Base Prospectus**) with respect to the Programme.

This base prospectus supplement (the **CGMFL ULN Base Prospectus Supplement (No.1)**), together with the Citigroup Inc. ULN Base Prospectus Supplement (No.1) and the CGMHI ULN Base Prospectus Supplement (No.1), the **Supplement** and the **ULN Base Prospectus Supplement No.1**) also constitutes a supplement for the purposes of (i) Article 16 of the Prospectus Directive and (ii) Part IV of the Prospectus Act 2005 and is supplemental to, and must be read in conjunction with, the Underlying Linked Notes Base Prospectus dated 25 January 2019, prepared by Citigroup Global Markets Funding Luxembourg S.C.A. (**CGMFL**) and Citigroup Global Markets Limited in its capacity as the CGMFL Guarantor (the **CGMFL ULN Base Prospectus** and, together with the Citigroup Inc. ULN Base Prospectus and the CGMHI ULN Base Prospectus, the **Base Prospectus**) with respect to the Programme.

This Supplement also constitutes a supplement for the purposes of Article 16 of the Prospectus Directive and the Irish Prospectus Regulations only with respect to Series CGMFL5430 (the **CGMFL Series CGMFL5430 Supplement**) of SEK 80,000,000 Worst of Snowballing Autocall Notes linked to a Basket of Shares due February 2024 (ISIN: SE0011973866) to be issued by CGMFL under the Programme (the "**Notes**"). The Notes have been the subject of an offer under the Underlying Linked Notes Base Prospectus dated 2 February 2018 (as supplemented, the **ULN Base Prospectus 2018**), with respect to the Citi U.S.\$60,000,000,000 Global Medium Term Note Programme (the **Programme**). The offer period has now closed, and the Issuer expects that the Notes will be issued on 13 February 2019. Application will be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Regulated Market of the NASDAQ Stockholm AB and to listing on the official list of the NASDAQ Stockholm AB with effect from on or around the Issue Date. The ULN Base Prospectus 2018 has since been replaced and superseded under the Programme by the Underlying Linked Notes Base Prospectus dated 25 January 2019 (the **ULN Base Prospectus 2019**). Accordingly, a new final terms will be published in respect of the Notes under the ULN Base Prospectus 2019 for purposes of such listing application. The CGMFL Series CGMFL5430 Supplement constitutes a supplement for the purposes of (i) 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 (ii) Part IV of the Luxembourg Act dated 10 July 2005 relating to prospectuses for securities, as amended (the **Prospectus Act 2005**) and is supplemental to, and must be read in conjunction with, the ULN Base Prospectus 2019 in relation to Notes issued by CGMFL (the **CGMFL ULN Base Prospectus 2019**), with respect to the Notes and 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. This Supplement (other than with respect to Series CGMFL5430) has also been approved by the Luxembourg Stock Exchange under Part IV of the Prospectus Act 2005.

Application has been made to the Irish Stock Exchange plc, trading as Euronext Dublin (**Euronext Dublin**) for the approval of the Citigroup Inc. ULN Base Prospectus Supplement (No.1), the CGMHI ULN Base Prospectus Supplement (No.1) and the CGMFL ULN Base Prospectus Supplement (No.1) (other than with respect to Series CGMFL5430) as Base Listing Particulars Supplements (the **Citigroup Inc. ULN Base Listing Particulars Supplement (No.1)**, the **CGMHI ULN Base Listing Particulars Supplement (No.1)** and the **CGMFL ULN Base Listing Particulars Supplement (No.1)**), respectively, and together, the **Base Listing Particulars Supplement**). Save where expressly provided or the context otherwise requires, where Securities are to be admitted to trading on the Global Exchange Market references herein to "Supplement", "Citigroup Inc. ULN Base Prospectus Supplement (No.1)", "CGMHI ULN Base Prospectus Supplement (No.1)" and "CGMFL ULN Base Prospectus Supplement (No.1)" shall be construed to be to "Base Listing Particulars Supplement", "Citigroup Inc. ULN Base Listing Particulars Supplement (No.1)", "CGMHI ULN Base Listing Particulars Supplement (No.1)" and "CGMFL ULN Base Listing Particulars Supplement (No.1)", respectively.

Citigroup Inc. accepts responsibility for the information contained in this Supplement (other than the CGMFL Series CGMFL5430 Supplement). 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 (other than the

CGMFL Series CGMFL5430 Supplement) is in accordance with the facts and does not omit anything likely to affect the import of such information.

CGMHI accepts responsibility for the information contained in this Supplement (other than the CGMFL Series CGMFL5430 Supplement). To the best of the knowledge of CGMHI (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement (other than the CGMFL Series CGMFL5430 Supplement) is in accordance with the facts and does not omit anything likely to affect the import of such information.

The CGMHI Guarantor accepts responsibility for the information contained in this Supplement (other than the CGMFL Series CGMFL5430 Supplement). To the best of the knowledge of the CGMHI Guarantor (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement (other than the CGMFL Series CGMFL5430 Supplement) is in accordance with the facts and does not omit anything likely to affect the import of such information.

CGMFL accepts responsibility for the information contained in this Supplement. To the best of the knowledge of CGMFL (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The CGMFL Guarantor accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the CGMFL Guarantor (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

INFORMATION RELATING TO THE CITIGROUP INC. ULN BASE PROSPECTUS

Amendments to the Pro Forma Final Terms

The final six paragraphs on page 632 under Part A – Contractual Terms of the Final Terms are deleted in their entirety and replaced with the following:

[The following alternative language applies if (i) the first tranche of an issue which is being increased was issued under a Base Prospectus with an earlier date, (ii) a new Base Prospectus is published during the Offer Period of a Non-exempt Offer but prior to the Issue Date of the relevant Securities or (iii) a new Base Prospectus is published after the Offer Period of a Non-exempt Offer but prior to the Issue Date of the relevant Securities.]

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

This document constitutes the Final Terms of the Securities 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] to the Current Base Prospectus, 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] to the Base Prospectus] and are incorporated by reference into the Current Base Prospectus. Full information on the Issuer[, the CGMHI Guarantor]¹ [, the CGMFL Guarantor]² and the offer of the Securities is only available on the basis of the combination of this Final Terms and 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].

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 website of the Central Bank of Ireland (www.centralbank.ie). [In addition, this [Final Terms is available [on the website of the Central Bank of Ireland (www.centralbank.ie) [and] [on the website of Euronext Dublin (www.ise.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 Securities are not listed on Euronext Dublin 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./CGMHI/CGMFL] Underlying Linked Notes Base Prospectus relating to the Programme dated [26 June 2013]/[25 September 2013]/[25 September 2014]/[25 September 2015]/[4 February 2016]/[3 February 2017]/[2 February 2018].]

[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./CGMHI/CGMFL] Underlying Linked Notes Base Prospectus relating to the Programme dated [26 June 2013]/[25 September 2013]/[25 September 2014]/[25 September 2015]/[4 February 2016]/[3 February 2017]/[2 February 2018], 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**)].]

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. ULN Base Prospectus since the publication of the Citigroup Inc. ULN Base Prospectus.

¹ Delete where the Issuer is Citigroup Inc. or CGMFL.

² Delete where the Issuer is Citigroup Inc. or CGMHI.

Copies of the Citigroup Inc. ULN Base Prospectus and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Securities remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference in the Citigroup Inc. ULN Base Prospectus will be available on the website specified for each such document in the Citigroup Inc. ULN Base Prospectus.

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

Withdrawal rights

No non-exempt offers of Securities to the public made by Citigroup Inc. as Issuer pursuant to the Citigroup Inc. ULN Base Prospectus are on-going as of the date hereof, and consequently, no rights of withdrawal arise in accordance with regulation 52 of the Irish Prospectus Regulations following the publication of the Citigroup Inc. ULN Base Prospectus Supplement (No.1).

INFORMATION RELATING TO THE CGMHI ULN BASE PROSPECTUS

Amendments to the Pro Forma Final Terms

The final six paragraphs on page 632 under Part A – Contractual Terms of the Final Terms are deleted in their entirety and replaced with the following:

[The following alternative language applies if (i) the first tranche of an issue which is being increased was issued under a Base Prospectus with an earlier date, (ii) a new Base Prospectus is published during the Offer Period of a Non-exempt Offer but prior to the Issue Date of the relevant Securities or (iii) a new Base Prospectus is published after the Offer Period of a Non-exempt Offer but prior to the Issue Date of the relevant Securities.]

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

This document constitutes the Final Terms of the Securities 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] to the Current Base Prospectus, 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] to the Base Prospectus] and are incorporated by reference into the Current Base Prospectus. Full information on the Issuer[, the CGMHI Guarantor]³ [, the CGMFL Guarantor]⁴ and the offer of the Securities is only available on the basis of the combination of this Final Terms and 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].

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 website of the Central Bank of Ireland (www.centralbank.ie). [In addition, this [Final Terms is available [on the website of the Central Bank of Ireland (www.centralbank.ie) [and] [on the website of Euronext Dublin (www.ise.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 Securities are not listed on Euronext Dublin 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./CGMHI/CGMFL] Underlying Linked Notes Base Prospectus relating to the Programme dated [26 June 2013]/[25 September 2013]/[25 September 2014]/[25 September 2015]/[4 February 2016]/[3 February 2017]/[2 February 2018].]

[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./CGMHI/CGMFL] Underlying Linked Notes Base Prospectus relating to the Programme dated [26 June 2013]/[25 September 2013]/[25 September 2014]/[25 September 2015]/[4 February 2016]/[3 February 2017]/[2 February 2018], 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**)].]

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 CGMHI ULN Base Prospectus since the publication of the CGMHI ULN Base Prospectus.

³ Delete where the Issuer is Citigroup Inc. or CGMFL.

⁴ Delete where the Issuer is Citigroup Inc. or CGMHI.

Copies of the CGMHI ULN Base Prospectus and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Securities remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference in the CGMHI ULN Base Prospectus will be available on the website specified for each such document in the CGMHI ULN Base Prospectus.

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

Withdrawal rights

No non-exempt offers of Securities to the public made by CGMHI as Issuer pursuant to the CGMHI ULN Base Prospectus are on-going as of the date hereof, and consequently, no rights of withdrawal arise in accordance with regulation 52 of the Irish Prospectus Regulations following the publication of the CGMHI ULN Base Prospectus Supplement (No.1).

INFORMATION RELATING TO THE CGMFL ULN BASE PROSPECTUS

Amendments to the Pro Forma Final Terms

The final six paragraphs on page 632 under Part A – Contractual Terms of the Final Terms are deleted in their entirety and replaced with the following:

[The following alternative language applies if (i) the first tranche of an issue which is being increased was issued under a Base Prospectus with an earlier date, (ii) a new Base Prospectus is published during the Offer Period of a Non-exempt Offer but prior to the Issue Date of the relevant Securities or (iii) a new Base Prospectus is published after the Offer Period of a Non-exempt Offer but prior to the Issue Date of the relevant Securities.]

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

This document constitutes the Final Terms of the Securities 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] to the Current Base Prospectus, 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] to the Base Prospectus] and are incorporated by reference into the Current Base Prospectus. Full information on the Issuer[, the CGMHI Guarantor]¹ [, the CGMFL Guarantor]² and the offer of the Securities is only available on the basis of the combination of this Final Terms and 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].

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 website of the Central Bank of Ireland (www.centralbank.ie). [In addition, this [Final Terms is available [on the website of the Central Bank of Ireland (www.centralbank.ie) [and] [on the website of Euronext Dublin (www.ise.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 Securities are not listed on Euronext Dublin 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./CGMHI/CGMFL] Underlying Linked Notes Base Prospectus relating to the Programme dated [26 June 2013]/[25 September 2013]/[25 September 2014]/[25 September 2015]/[4 February 2016]/[3 February 2017]/[2 February 2018].]

[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./CGMHI/CGMFL] Underlying Linked Notes Base Prospectus relating to the Programme dated [26 June 2013]/[25 September 2013]/[25 September 2014]/[25 September 2015]/[4 February 2016]/[3 February 2017]/[2 February 2018], 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**)].]

Series CGMFL5430

The Issuer has determined to amend certain of the specified information relating to the Redemption Provisions in the Final Terms and the Summary appended to the Final Terms, as follows:

Amendment of the Final Terms

¹ Delete where the Issuer is Citigroup Inc. or CGMFL.

² Delete where the Issuer is Citigroup Inc. or CGMHI.

The following information in the Table under Item 13 on page 10 of the Final Terms is amended as follows:

- The heading "Interest Barrier Level (%)" in the third column in the row adjacent to "Interest Strike Level" is deleted in its entirety and replaced with "Lower/Upper Interest Barrier Level (%)"
- The phrase "Greater than or equal to 60%" in the third column in each of the rows adjacent to "Zero (0)" is deleted and in each case replaced with "Greater than or equal to 60% and less than 90%"
- The heading "Interest Lock-in Level (%)" in the fourth column in the row adjacent to "Interest Strike Level" is deleted in its entirety and replaced with "Lower/Upper Interest Lock-in Level (%)"

Summary

The issue specific Summary on page 38 is amended as follows:

- (a) the definition of **interest barrier event** in the third column in the row corresponding to Element C.18 under the sub-heading "*Definitions relating to the determination of an interest barrier event*" in the issue specific Summary attached to the Final Terms is deleted in its entirety and replaced with the following:

"An **interest barrier event** will occur in respect of an interest payment date if, in the determination of the calculation agent, on the related interest barrier observation date, the interim performance of the interim performance underlying (the **interest barrier underlying(s)**) is within the relevant interest barrier level (**interest barrier event european performance observation**);"

- (b) the definition of **interest barrier level** in the third column in the row corresponding to Element C.18 under the sub-heading "*Definitions relating to the determination of an interest barrier event*" in the issue specific Summary attached to the Final Terms is deleted in its entirety and replaced with the following:

"The **interest barrier level** is, in respect of an interest payment date, greater than (or equal to) the percentage specified as the lower interest barrier level (specified for such interest payment date in the Table below) and less than the percentage specified as the upper interest barrier level (specified for such interest payment date in the Table below).";

- (c) The following information in the Table under Element C18 in the issue specific Summary attached to the Final Terms is amended as follows:

- The heading "interest barrier level (%)" in the third column in the row adjacent to "interest strike level" is deleted in its entirety and replaced with "lower/upper interest barrier level (%)"
- The amount "60%" in each of the third column in the rows adjacent to "zero" is deleted and in each case replaced with "60% and 90%"

General

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the CGMFL ULN Base Prospectus and the Notes since the publication of the CGMFL ULN Base Prospectus 2019.

Copies of the CGMFL ULN Base Prospectus 2019 and this Supplement (and the new Final Terms) will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Securities remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference in the CGMFL ULN Base Prospectus 2019 will be available on the website specified for each such document in the CGMFL ULN Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CGMFL ULN Base Prospectus 2019 by this Supplement and (b) any

statement in the CGMFL ULN Base Prospectus or otherwise incorporated by reference into the CGMFL ULN Base Prospectus 2019, the statements in (a) above will prevail.

Withdrawal rights

No non-exempt offers of Securities to the public made by CGMFL as Issuer pursuant to the CGMFL ULN Base Prospectus are on-going as of the date hereof (save in respect of the CGMFL Series CGMFL5430 Supplement), and consequently, no rights of withdrawal arise in accordance with regulation 52 of the Irish Prospectus Regulations following the publication of the CGMFL ULN Base Prospectus Supplement (No.1).

In respect of the CGMFL Series CGMFL5430 Supplement only, the changes to be made in respect of the Final Terms were noted prior to the final closing of the offer in respect of the Notes and, consequently, in accordance with regulation 52 of the Irish Prospectus Regulations, investors who had already agreed to purchase or subscribe for such Notes following the publication of this Supplement have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which this Supplement was published, to withdraw their acceptances. The final date of such right of withdrawal is [●] February 2019.