

CITIGROUP INC. RATES BASE PROSPECTUS SUPPLEMENT (No.7) dated 27 April 2021, CGMHI RATES BASE PROSPECTUS SUPPLEMENT (No.8) dated 27 April 2021 and CGMFL RATES BASE PROSPECTUS SUPPLEMENT (No.8) dated 27 April 2021



CITIGROUP INC.
(incorporated in Delaware)

and

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

and

CITIGROUP GLOBAL MARKETS FUNDING LUXEMBOURG S.C.A.
(incorporated as a corporate partnership limited by shares (*société en commandite par actions*) under Luxembourg law, with registered office at 31 - Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg and registered with the Register of Trade and Companies of Luxembourg (*Registre de commerce et des sociétés*, Luxembourg) under number B 169.199)

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

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

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.7)**") constitutes a supplement for the purposes of Article 23 of Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**") and is supplemental to, and must be read in conjunction with, the Rates Base Prospectus dated 8 July 2020 (the "**Citigroup Inc. Rates Base Prospectus 2020**"), as supplemented by a Citigroup Inc. Rates Base Prospectus Supplement (No.1) dated 27 July 2020 (the "**Citigroup Inc. Rates Base Prospectus Supplement (No.1)**"), a Citigroup Inc. Rates Base Prospectus Supplement (No.2) dated 13 August 2020 (the "**Citigroup Inc. Rates Base Prospectus Supplement (No.2)**"), a Citigroup Inc. Rates Base Prospectus Supplement (No.3) dated 23 October 2020 (the "**Citigroup Inc. Rates Base Prospectus Supplement (No.3)**"), a Citigroup Inc. Rates Base Prospectus Supplement (No.4) dated 17 November 2020 (the "**Citigroup Inc. Rates Base Prospectus Supplement (No.4)**"), a Citigroup Inc. Rates Base Prospectus Supplement (No.5) dated 16 February 2021 (the "**Citigroup Inc. Rates Base Prospectus Supplement (No.5)**") and a Citigroup Inc. Rates Base Prospectus Supplement (No.6) dated 16 March 2021 (the "**Citigroup Inc. Rates Base Prospectus Supplement (No.6)**"), in each case, prepared by Citigroup Inc. (the Citigroup Inc. Rates Base Prospectus 2020, the Citigroup Inc. Rates Base Prospectus Supplement (No.1), the Citigroup Inc. Rates Base Prospectus Supplement (No.2), the Citigroup Inc. Rates Base Prospectus Supplement (No.3), the Citigroup Inc. Rates Base Prospectus Supplement (No.4), the Citigroup Inc. Rates Base Prospectus Supplement (No.5) and the Citigroup Inc. Rates Base Prospectus Supplement (No.6), together the "**Citigroup Inc. Rates 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 Rates Base Prospectus Supplement (No.8)**") also constitutes a supplement for the purposes of Article 23 of the EU Prospectus Regulation and is supplemental to, and must be read in conjunction with, the Rates Base Prospectus dated 8 July 2020 (the "**CGMHI Rates Base Prospectus 2020**"), as supplemented by a CGMHI Rates Base Prospectus Supplement (No.1) dated 27 July 2020 (the "**CGMHI Rates Base Prospectus Supplement (No.1)**"), a CGMHI Rates Base Prospectus Supplement (No.2) dated 13 August 2020 (the "**CGMHI Rates Base Prospectus Supplement (No.2)**"), a CGMHI Rates Base Prospectus Supplement (No.3) dated 11 September 2020 (the "**CGMHI Rates Base Prospectus Supplement (No.3)**"), a CGMHI Rates Base Prospectus Supplement (No.4) dated 23 October 2020 (the "**CGMHI Rates Base**

Prospectus Supplement (No.4)"), a CGMHI Rates Base Prospectus Supplement (No.5) dated 17 November 2020 (the "**CGMHI Rates Base Prospectus Supplement (No.5)**"), a CGMHI Rates Base Prospectus Supplement (No.6) dated 16 February 2021 (the "**CGMHI Rates Base Prospectus Supplement (No.6)**") and a CGMHI Rates Base Prospectus Supplement (No.7) dated 16 March 2021 (the "**CGMHI Rates Base Prospectus Supplement (No.7)**"), in each case, prepared by Citigroup Global Markets Holdings Inc. ("**CGMHI**") and Citigroup Inc. in its capacity as the CGMHI Guarantor (the CGMHI Rates Base Prospectus 2020, the CGMHI Rates Base Prospectus Supplement (No.1), the CGMHI Rates Base Prospectus Supplement (No.2), the CGMHI Rates Base Prospectus Supplement (No.3), the CGMHI Rates Base Prospectus Supplement (No.4), the CGMHI Rates Base Prospectus Supplement (No.5), the CGMHI Rates Base Prospectus Supplement (No.6) and the CGMHI Rates Base Prospectus Supplement (No.7), together the "**CGMHI Rates Base Prospectus**") with respect to the Programme.

This base prospectus supplement (the "**CGMFL Rates Base Prospectus Supplement (No.8)**") and, together with the Citigroup Inc. Rates Base Prospectus Supplement (No.7) and the CGMHI Rates Base Prospectus Supplement (No.8), the "**Supplement**") also constitutes a supplement for the purposes of Article 23 of the EU Prospectus Regulation and is supplemental to, and must be read in conjunction with, the Rates Base Prospectus dated 8 July 2020 (the "**CGMFL Rates Base Prospectus 2020**"), as supplemented by a CGMFL Rates Base Prospectus Supplement (No.1) dated 27 July 2020 (the "**CGMFL Rates Base Prospectus Supplement (No.1)**"), a CGMFL Rates Base Prospectus Supplement (No.2) dated 13 August 2020 (the "**CGMFL Rates Base Prospectus Supplement (No.2)**"), a CGMFL Rates Base Prospectus Supplement (No.3) dated 13 October 2020 (the "**CGMFL Rates Base Prospectus Supplement (No.3)**"), a CGMFL Rates Base Prospectus Supplement (No.4) dated 23 October 2020 (the "**CGMFL Rates Base Prospectus Supplement (No.4)**"), a CGMFL Rates Base Prospectus Supplement (No.5) dated 17 November 2020 (the "**CGMFL Rates Base Prospectus Supplement (No.5)**"), a CGMFL Rates Base Prospectus Supplement (No.6) dated 16 February 2021 (the "**CGMFL Rates Base Prospectus Supplement (No.6)**") and a CGMFL Rates Base Prospectus Supplement (No.7) dated 16 March 2021 (the "**CGMFL Rates Base Prospectus Supplement (No.7)**"), 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 2020, the CGMFL Rates Base Prospectus Supplement (No.1), the CGMFL Rates Base Prospectus Supplement (No.2), the CGMFL Rates Base Prospectus Supplement (No.3), the CGMFL Rates Base Prospectus Supplement (No.4), the CGMFL Rates Base Prospectus Supplement (No.5), the CGMFL Rates Base Prospectus Supplement (No.6) and the CGMFL Rates Base Prospectus Supplement (No.7), together the "**CGMFL Rates Base Prospectus**" and, together with the Citigroup Inc. Rates Base Prospectus and the CGMHI Rates Base Prospectus, the "**Base Prospectus**") with respect to the Programme.

This Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**"), as competent authority under the EU Prospectus Regulation. The Central Bank only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the EU Prospectus Regulation. Such approval should not be considered an endorsement of the Issuer or of the quality of the Notes that are the subject of the Base Prospectus. Investors should make their own assessment as to the suitability of investing in the Notes.

Application has been made to the Irish Stock Exchange plc, trading as Euronext Dublin ("**Euronext Dublin**") for the approval of the Citigroup Inc. Rates Base Prospectus Supplement (No.7), the CGMHI Rates Base Prospectus Supplement (No.8) and the CGMFL Rates Base Prospectus Supplement (No.8) as Base Listing Particulars Supplements (the "**Citigroup Inc. Rates Base Listing Particulars Supplement (No.7)**", the "**CGMHI Rates Base Listing Particulars Supplement (No.8)**" and the "**CGMFL Rates Base Listing Particulars Supplement (No.8)**", respectively, and together, the "**Base Listing Particulars Supplement**"). 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.7)", "CGMHI Rates Base Prospectus Supplement (No.8)" and "CGMFL Rates Base Prospectus Supplement (No.8)" shall be construed to be to "Base Listing Particulars Supplement", "Citigroup Inc. Rates Base Listing Particulars Supplement (No.7)", "CGMHI Rates Base Listing Particulars Supplement (No.8)", and "CGMFL Rates Base Listing Particulars Supplement (No.8)", respectively.

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

Citigroup Inc. accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the CGMHI Rates Base Prospectus*" and "*Information relating to the CGMFL Rates Base Prospectus*" below). To the best of the knowledge of Citigroup Inc., the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the CGMHI Rates Base Prospectus*" and "*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.

CGMHI accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Rates Base Prospectus*" and "*Information relating to the CGMFL Rates Base Prospectus*" below). To the best of the knowledge of CGMHI, the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Rates Base Prospectus*" and "*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.

The CGMHI Guarantor accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Rates Base Prospectus*" and "*Information relating to the CGMFL Rates Base Prospectus*" below). To the best of the knowledge of the CGMHI Guarantor, the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Rates Base Prospectus*" and "*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.

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

The CGMFL Guarantor accepts responsibility for the information contained in this Supplement (excluding (i) the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Rates Base Prospectus*" and "*Information relating to the CGMHI Rates Base Prospectus*" below and (ii) the information set out in Schedule 1 hereto (*Alternative Performance Measures (Citigroup Inc. 2021 Q1 Form 8-K)*)). To the best of the knowledge of the CGMFL Guarantor, the information contained in this Supplement (excluding (i) the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Rates Base Prospectus*" and "*Information relating to the CGMHI Rates Base Prospectus*" below and (ii) the information set out in Schedule 1 hereto (*Alternative Performance Measures (Citigroup Inc. 2021 Q1 Form 8-K)*)) is in accordance with the facts and does not omit anything likely to affect the import of such information.

INFORMATION RELATING TO THE CITIGROUP INC. RATES BASE PROSPECTUS

Publication of the Form 8-K of Citigroup Inc. on 15 April 2021

On 15 April 2021, Citigroup Inc. (as an Issuer under the Programme) filed a Current Report on Form 8-K (the "**Citigroup Inc. 2021 Q1 Form 8-K**") with the Securities and Exchange Commission of the United States (the "SEC") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 31 March 2021. A copy of the Citigroup Inc. 2021 Q1 Form 8-K has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* (the "CSSF") and has been published on the website of the Luxembourg Stock Exchange (<https://dl.bourse.lu/dl/anonymous?v=XHnq25ZkHkR4BMg7/mlsPwHoVw/ca9GziEBPnNg+KYoyovOjVmyYMBxipKpHnFziYqbV43spouFIBF5gznlvLrg9SkD5icif/TR2Adw+EmmzDqqp86OakACQnCtyhknkw7FdXQtPmL9PWN05UDHptEGR2cVru/z1WCICezNxmR5z4KcI+jM0yCAXMGh5gMS>). By virtue of this Supplement, the Citigroup Inc. 2021 Q1 Form 8-K 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. 2021 Q1 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 15 April 2021, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-15
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 March 2021.	Exhibit Number 99.2 on pages 16-43

Any information not listed in the cross-reference list above but included in the Citigroup Inc. 2021 Q1 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or not relevant for investors.

Alternative Performance Measures

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

Amendments to the Introduction to the Base Prospectus

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

Amendments to Important Notices

The important notices set out in the cover pages of the Citigroup Inc. Rates Base Prospectus entitled "*Important Notices*" shall be amended as set out in Schedule 3 to this Supplement.

Amendments to Description of the Return on the Notes

The description of the return on the Notes set out in Section F.1 of the Citigroup Inc. Rates Base Prospectus entitled "*Description of the Return on the Notes*" shall be amended as set out in Schedule 4 to this Supplement.

Amendments to the Inflation Index Conditions

The Inflation Index Conditions set out in Underlying Schedule 1 of the Citigroup Inc. Rates Base Prospectus entitled "*Inflation Index Conditions*" shall be amended as set out in Schedule 5 to this Supplement.

Amendments to the Valuation and Settlement Schedule

The Valuation and Settlement Conditions set out in Section G of the Citigroup Inc. Rates Base Prospectus entitled "*Valuation and Settlement Schedule*" shall be amended as set out in Schedule 6 to this Supplement.

Amendments to the Pro Forma Final Terms

The Pro Forma Final Terms set out in Section G.3 of the Citigroup Inc. Rates Base Prospectus entitled "*Pro Forma Final Terms*" shall be amended as set out in Schedule 7 to this Supplement.

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in Section G.4 of the Citigroup Inc. Rates Base Prospectus entitled "*Pro Forma Pricing Supplement*" shall be amended as set out in Schedule 8 to this Supplement.

General

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Citigroup Inc. Rates Base Prospectus since the publication of the Citigroup Inc. Rates Base Prospectus Supplement (No.6).

Copies of the Citigroup Inc. Rates Base Prospectus 2020, the Citigroup Inc. Rates Base Prospectus Supplement (No.1), the Citigroup Inc. Rates Base Prospectus Supplement (No.2), the Citigroup Inc. Rates Base Prospectus Supplement (No.3), the Citigroup Inc. Rates Base Prospectus Supplement (No.4), the Citigroup Inc. Rates Base Prospectus Supplement (No.5), the Citigroup Inc. Rates Base Prospectus Supplement (No.6) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Notes 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. Rates Base Prospectus 2020 will be available 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 2020 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 2020, the statements in (a) above will prevail.

Withdrawal rights

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

INFORMATION RELATING TO THE CGMHI RATES BASE PROSPECTUS

Publication of the Form 8-K of Citigroup Inc. on 15 April 2021

On 15 April 2021, Citigroup Inc. (as CGMHI Guarantor under the Programme) filed a Current Report on Form 8-K (the "**Citigroup Inc. 2021 Q1 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 31 March 2021. A copy of the Citigroup Inc. 2021 Q1 Form 8-K has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") and has been published on the website of the Luxembourg Stock Exchange (<https://dl.bourse.lu/dl/anonymous?v=XHnq25ZkHkR4BMg7/mlsPwHoVw/ca9GziEBPnNg+KYoyovOjVmyYMBxipKpHnFziYqbV43spouFIBF5gznlvLrg9SkD5icifl/TR2Adw+EmmzDqqp86OakACQnCtyhknkw7FdXQtPmL9PWN05UDHptEGR2cVru/z1WCICezNxmR5z4KcI+jM0yCAXMGh5gMS>). By virtue of this Supplement, the Citigroup Inc. 2021 Q1 Form 8-K is incorporated by reference in, and forms part of, the CGMHI Rates Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2021 Q1 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 15 April 2021, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-15
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 March 2021.	Exhibit Number 99.2 on pages 16-43

Any information not listed in the cross-reference list above but included in the Citigroup Inc. 2021 Q1 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or not relevant for investors.

Alternative Performance Measures

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

Amendments to the Introduction to the Base Prospectus

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

Amendments to Important Notices

The important notices set out in the cover pages of the CGMHI Rates Base Prospectus entitled "*Important Notices*" shall be amended as set out in Schedule 3 to this Supplement.

Amendments to Description of the Return on the Notes

The description of the return on the Notes set out in Section F.1 of the CGMHI Rates Base Prospectus entitled "*Description of the Return on the Notes*" shall be amended as set out in Schedule 4 to this Supplement.

Amendments to the Inflation Index Conditions

The Inflation Index Conditions set out in Underlying Schedule 1 of the CGMHI Rates Base Prospectus entitled "*Inflation Index Conditions*" shall be amended as set out in Schedule 5 to this Supplement.

Amendments to the Valuation and Settlement Schedule

The Valuation and Settlement Conditions set out in Section G of the CGMHI Rates Base Prospectus entitled "*Valuation and Settlement Schedule*" shall be amended as set out in Schedule 6 to this Supplement.

Amendments to the Pro Forma Final Terms

The Pro Forma Final Terms set out in Section G.3 of the CGMHI Rates Base Prospectus entitled "*Pro Forma Final Terms*" shall be amended as set out in Schedule 7 to this Supplement.

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in Section G.4 of the CGMHI Rates Base Prospectus entitled "*Pro Forma Pricing Supplement*" shall be amended as set out in Schedule 8 to this Supplement.

General

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the CGMHI Rates Base Prospectus since the publication of the CGMHI Rates Base Prospectus Supplement (No.7).

Copies of the CGMHI Rates Base Prospectus 2020, the CGMHI Rates Base Prospectus Supplement (No.1), the CGMHI Rates Base Prospectus Supplement (No.2), the CGMHI Rates Base Prospectus Supplement (No.3), the CGMHI Rates Base Prospectus Supplement (No.4), the CGMHI Rates Base Prospectus Supplement (No.5), the CGMHI Rates Base Prospectus Supplement (No.6), the CGMHI Rates Base Prospectus Supplement (No.7) and this Supplement will be obtainable free of charge 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 other Paying Agents and all documents incorporated by reference in the CGMHI Rates Base Prospectus 2020 will be available on the website specified for each such document in the CGMHI 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 CGMHI Rates Base Prospectus 2020 by this Supplement and (b) any statement in the CGMHI Rates Base Prospectus or otherwise incorporated by reference into the CGMHI Rates Base Prospectus 2020, the statements in (a) above will prevail.

Withdrawal rights

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

INFORMATION RELATING TO THE CGMFL RATES BASE PROSPECTUS

Publication of the Form 8-K of Citigroup Inc. on 15 April 2021

On 15 April 2021, Citigroup Inc. (as indirect parent company of CGMFL) filed a Current Report on Form 8-K (the "**Citigroup Inc. 2021 Q1 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 31 March 2021. A copy of the Citigroup Inc. 2021 Q1 Form 8-K has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") and has been published on the website of the Luxembourg Stock Exchange (<https://dl.bourse.lu/dl/anonymous?v=XHnq25ZkHkR4BMg7/mlsPwHoVw/ca9GziEBPnNg+KYoyovOjVmyYMBxipKpHnFziYqbV43spouFIBF5gznlvLrg9SkD5icif/TR2Adw+EmmzDqqp86OakACQnCtyhknkw7FdXQtPmL9PWN05UDHptEGR2cVru/z1WCICezNxmR5z4KcI+jM0yCAXMGh5gMS>). By virtue of this Supplement, the Citigroup Inc. 2021 Q1 Form 8-K is 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. 2021 Q1 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 15 April 2021, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-15
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 March 2021.	Exhibit Number 99.2 on pages 16-43

Any information not listed in the cross-reference list above but included in the Citigroup Inc. 2021 Q1 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or not relevant for investors.

Alternative Performance Measures

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

Amendments to the Introduction to the Base Prospectus

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

Amendments to Important Notices

The important notices set out in the cover pages of the CGMFL Rates Base Prospectus entitled "*Important Notices*" shall be amended as set out in Schedule 3 to this Supplement.

Amendments to Description of the Return on the Notes

The description of the return on the Notes set out in Section F.1 of the CGMFL Rates Base Prospectus entitled "*Description of the Return on the Notes*" shall be amended as set out in Schedule 4 to this Supplement.

Amendments to the Inflation Index Conditions

The Inflation Index Conditions set out in Underlying Schedule 1 of the CGMFL Rates Base Prospectus entitled "*Inflation Index Conditions*" shall be amended as set out in Schedule 5 to this Supplement.

Amendments to the Valuation and Settlement Schedule

The Valuation and Settlement Conditions set out in Section G of the CGMFL Rates Base Prospectus entitled "*Valuation and Settlement Schedule*" shall be amended as set out in Schedule 6 to this Supplement.

Amendments to the Pro Forma Final Terms

The Pro Forma Final Terms set out in Section G.3 of the CGMFL Rates Base Prospectus entitled "*Pro Forma Final Terms*" shall be amended as set out in Schedule 7 to this Supplement.

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in Section G.4 of the CGMFL Rates Base Prospectus entitled "*Pro Forma Pricing Supplement*" shall be amended as set out in Schedule 8 to this Supplement.

Corporate Authorities

The approval of the CGMFL Rates Base Prospectus Supplement (No.8) has been authorised pursuant to resolutions of the board of managers of the Corporate Manager of CGMFL on 26 April 2021.

General

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the CGMFL Rates Base Prospectus since the publication of the CGMFL Rates Base Prospectus Supplement (No.7).

Copies of the CGMFL Rates Base Prospectus 2020, the CGMFL Rates Base Prospectus Supplement (No.1), the CGMFL Rates Base Prospectus Supplement (No.2), the CGMFL Rates Base Prospectus Supplement (No.3), the CGMFL Rates Base Prospectus Supplement (No.4), the CGMFL Rates Base Prospectus Supplement (No.5), the CGMFL Rates Base Prospectus Supplement (No.6), the CGMFL Rates Base Prospectus Supplement (No.7) and this Supplement will be obtainable free of charge 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 other Paying Agents and all documents incorporated by reference in the CGMFL Rates Base Prospectus 2020 will be available 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 2020 by this Supplement and (b) any statement in the CGMFL Rates Base Prospectus or otherwise incorporated by reference into the CGMFL Rates Base Prospectus 2020, the statements in (a) above will prevail.

Withdrawal rights

No non-exempt offers of Notes to the public in the European Economic Area 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 Article 23(2a) of the EU Prospectus Regulation following the publication of this Supplement.

SCHEDULE 1

ALTERNATIVE PERFORMANCE MEASURES (CITIGROUP INC. 2021 Q1 FORM 8-K)

The Citigroup Inc. 2021 Q1 Form 8-K contains certain alternative performance measures (APMs). For further details on the components of the APMs, how these APMs are calculated, an explanation of why such APMs provide useful information for investors and a reconciliation to the nearest equivalent US GAAP measures, please see references to "Non-GAAP Financial Measures" in the Citigroup Inc. 2021 Q1 Form 8-K and the table below:

APM	Explanation of Why Use of APM Provides Useful Information	Citigroup Inc. 2021 Q1 Form 8-K Page Reference for Basis of Calculation, Components, Reconciliation and Comparatives to Previous Reporting Periods
Results of Operations Excluding the impact of Foreign Exchange Translation	Citi believes the presentation of its results of operations excluding the impact of FX translation provides a more meaningful depiction for investors of the underlying fundamentals of its businesses.	Exhibit 99.1, page 4 and Appendix B on page 10 and footnote 5 on page 12; and Exhibit 99.2 on pages 6, 11, 13, 19 and 20
Tangible Book Value per Share	Citi believes these capital metrics provide useful information, as they are used by investors and industry analysts.	Exhibit 99.1, pages 1 ,2 and 4, Appendix E on page 11 and footnote 4 on page 12; and Exhibit 99.2, on pages 1 (including footnote 7) and 27
Tangible Common Equity and Return on Average Tangible Common Equity	Citi believes these capital metrics provide useful information for investors and industry analysts.	Exhibit 99.1, page 1, Appendix A on page 9 and Appendix E on page 11 and footnote 2 on page 12; and Exhibit 99.2, on page 27
Results of Operations Excluding the Impact of gains/ (losses) on Loan Hedges	Citi believes the presentation of its results of operations excluding the impact of gain/(loss) on loan hedges related to accrual loans provides a more meaningful depiction for investors of the underlying fundamentals of its businesses.	Exhibit 99.1, page 6 and footnote 6 on page 12; Exhibit 99.2, on page 16 (including footnote 1)

SCHEDULE 2

AMENDMENTS TO THE INTRODUCTION TO THE BASE PROSPECTUS

The information set out in the cover pages of the Base Prospectus ("*Introduction to this Document*") on pages ii to iv of the Base Prospectus shall be amended by deleting the last sentence of the sub-section entitled "*What type of Notes does this Base Prospectus relate to?*" on page iv of the Base Prospectus in its entirety and replacing it with the following:

"The Notes may provide for early redemption at the option of the issuer (a call option) or the investor (a put option) and will, at maturity, pay a fixed redemption amount or, if a DIR Inflation Linked Redemption Amount is specified as applicable in the relevant Issue Terms, an amount calculated by reference to movements in an inflation index."

SCHEDULE 3

AMENDMENTS TO IMPORTANT NOTICES

The information set out in the cover pages of the Base Prospectus ("*Important Notices*") on pages v to x of the Base Prospectus shall be amended by deleting the final paragraph of the sub-section entitled "*Approvals of the Base Prospectus*" (as amended pursuant to the Citigroup Inc. Rates Base Prospectus Supplement (No.6), the CGMHI Rates Base Prospectus Supplement (No.7) and the CGMFL Rates Base Prospectus Supplement (No.7)) on page vii of the Base Prospectus in its entirety and replacing it with the following:

"The Issue Terms will specify with respect to the issue of Notes to which it relates, *inter alia*, the specific designation of the Notes, the aggregate principal amount and type of the Notes, the date of issue of the Notes, the issue price, the relevant interest provisions (if any), and the redemption amount of the Notes and, as relevant, the underlying inflation index or rate (each an "**Underlying**") to which the Notes relate and, if the Notes are Credit Linked Notes, Index Skew Notes or DIR Inflation Linked Notes in respect of which a DIR Inflation Linked Redemption Amount is applicable, the entities or underlying(s), as the case may be, to which, depending on the credit of such entity or the underlying(s), the return of the Notes (upon an early redemption or otherwise) is linked and certain other terms relating to the offering and sale of such Notes. The applicable Final Terms completes the Terms and Conditions of the relevant Notes. The applicable Pricing Supplement supplements the Terms and Conditions of the relevant Notes and may specify other terms and conditions which shall, to the extent so specified or to the extent inconsistent with the Terms and Conditions of the relevant Notes, supplement, replace and/or modify such Terms and Conditions. In respect of Notes to be listed on Euronext Dublin, the applicable Issue Terms will be delivered to Euronext Dublin on or before the date of issue of the Notes of that Tranche. The issue price and amount of the Notes of any Tranche will be determined by the Issuer and the relevant Dealer(s) at the time of the issue of such Tranche in accordance with prevailing market conditions."

SCHEDULE 4

AMENDMENTS TO DESCRIPTION OF THE RETURN ON THE NOTES

The description of the return on the Notes set out in Section F.1 of the Base Prospectus entitled "*Description of the Return on the Notes*" shall be amended as follows:

- (a) the first paragraph on page 152 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"The Notes may be Notes which do not bear interest, interest bearing securities, securities which pay a fixed amount on redemption, and/or securities whose return (in respect to any interest payable on such securities and/or, in the case of DIR Inflation Linked Notes in respect of which a DIR Inflation Linked Redemption Amount is applicable, the redemption amount payable in respect of such securities) is linked to one or more Underlyings. This section provides information in respect of certain product features and/or characteristics which may have an effect on the return on the Notes. Investors should note that the product features and/or characteristics and their effect on the return on the Notes as described in this Section are not intended to be exhaustive. Investors should also read the risk factors set out in Section B above and the Conditions.";

- (b) the section entitled "*Redemption amount due on the maturity date*" on page 155 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"Redemption amount due on the maturity date

A fixed redemption amount shall be due in respect of each Note on the Maturity Date. Such amount shall not be linked to the performance of any Underlying, unless the Notes are Dual Currency Notes or DIR Inflation Linked Notes in respect of which a DIR Inflation Linked Redemption Amount is applicable."; and

- (c) the following new section entitled "*DIR Inflation Linked Redemption*" shall be inserted immediately after the section entitled "*Index Skew Notes*" on page 166 of the Base Prospectus:

"DIR Inflation Linked Redemption

Where the applicable Issue Terms specify that the redemption amount payable in respect of the Notes is the DIR Inflation Linked Redemption Amount, the redemption amount due in respect of each Note on the Maturity Date shall be determined by reference to movements in the applicable inflation index.".

SCHEDULE 5

AMENDMENTS TO THE INFLATION INDEX CONDITIONS

The Inflation Index Conditions set out in Underlying Schedule 1 of the Base Prospectus entitled "*Inflation Index Conditions*" shall be amended by deleting the definition of DIR Inflation Linked Notes in Inflation Index Condition 1 (*Definitions*) on page 309 of the Base Prospectus in its entirety and replacing it with the following:

""**DIR Inflation Linked Notes**" are Notes (i) which either bear interest payable at, or calculated by reference to, a rate determined by reference to movements in an inflation index and the specific interest payment date to allow interpolation between the two monthly fixings ("**DIR Inflation Linked Interest Notes**"), and/or (ii) in respect of which the amount payable at maturity is calculated by reference to movements in an inflation index.".

SCHEDULE 6

AMENDMENTS TO THE VALUATION AND SETTLEMENT SCHEDULE

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

- (a) Valuation and Settlement Condition 4(a)(iii) (*Types of Interest*) on page 520 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"(iii) in respect of DIR Inflation Linked Interest Notes (as defined in the Inflation Index Conditions), the provisions set out in Valuation and Settlement Condition 4(b) (*Definitions*) (and together with the Inflation Index Conditions, are the "**DIR Inflation Linked Interest Note Provisions**");";

- (b) Valuation and Settlement Condition 4(b)(i) (*Definitions*) on page 522 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"(i) save where the Notes are expressed in the applicable Issue Terms to be Inflation Rate Notes or DIR Inflation Linked Interest Notes, the amount (if any) determined as provided in Valuation and Settlement Conditions 5 (*Determination of Interest Rates and Interest Amounts*) to 21 (*Lock-in Change of Interest Basis*) below (as applicable) and in the applicable Issue Terms;";

- (c) the first paragraph of Valuation and Settlement Condition 4(b)(iii) (*Definitions*) on page 523 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"(iii) where the Notes are expressed in the applicable Issue Terms to be DIR Inflation Linked Interest Notes and where interest is due in accordance with this Valuation and Settlement Schedule and the applicable Issue Terms, an amount determined in respect of each Calculation Amount by reference to either:";

- (d) the final two full paragraphs of Valuation and Settlement Condition 4(b)(iii) (*Definitions*) on pages 524 to 525 of the Base Prospectus shall be deleted in their entirety and replaced with the following:

"In the case of Inflation Rate Notes and DIR Inflation Linked Interest Notes, as soon as practicable the Calculation Agent will determine the Interest Amounts for the relevant Interest Period. The Interest Amounts so determined may subsequently be amended (or appropriate alternative arrangements made by way of adjustment) without notice in the event of an extension or shortening of the Interest Period. If the Notes become due and payable under General Condition 9 (*Events of Default*), the interest payable in respect of the Notes shall nevertheless continue to be calculated as previously in accordance with this Valuation and Settlement Condition but no publication of the Interest Amount so calculated need be made.

The Calculation Agent will cause the Interest Amount for each Interest Period and the relevant Interest Payment Date to be notified to the Issuer, the Fiscal Agent and any stock exchange on which the relevant Inflation Rate Notes or DIR Inflation Linked Interest Notes are for the time being listed and notice thereof to be published in accordance with General Condition 13 (*Notices*) as soon as possible after their determination but in no event later than the fourth London Business Day thereafter. For the purposes of this paragraph, the expression "**London Business Day**" means a day (other than a Saturday or a Sunday) on which banks and foreign exchange markets are open for general business in London.";

- (e) paragraph (F) of the definition of Day Count Fraction in Valuation and Settlement Condition 5(h) (*Definitions*) on page 538 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"(F) if "**30/360**" is specified in the applicable Issue Terms in respect of Fixed Rate Notes, Inflation Rate Notes or DIR Inflation Linked Interest Notes, the number of days in the Calculation Period (such number of days being calculated on the basis of a year of 360 days with 12 30-day months) divided by 360;"; and

- (f) the following new Valuation and Settlement Condition 26 (*DIR Inflation Linked Redemption*) shall be inserted immediately after Valuation and Settlement Condition 25 (*Hierarchy Provisions and Adjustments*) (as inserted pursuant to the Citigroup Inc. Rates Base Prospectus Supplement (No.6), the CGMHI Rates Base Prospectus Supplement (No.7) and the CGMFL Rates Base Prospectus Supplement (No.7)):

"26. DIR Inflation Linked Redemption

Where the Notes are expressed in the applicable Issue Terms to be DIR Inflation Linked Notes and the Redemption Amount is specified in the applicable Issue Terms to be the DIR Inflation Linked Redemption Amount, each Note shall be redeemed on the Maturity Date at an amount determined in respect of each Calculation Amount by reference to the following formula, provided that the Redemption Amount is subject to, in each case if specified in the applicable Issue Terms, a minimum of the Minimum Redemption Amount and a maximum of the Maximum Redemption Amount:

$$\text{Calculation Amount} \times (\text{DIR Index Ratio} + \text{Margin}) \times \text{Redemption Participation Rate}$$

where:

"Base Index Figure" shall be as specified in the applicable Issue Terms.

"DIR Index" means any Underlying which is an Inflation Index and is designated as the DIR Index in the applicable Issue Terms.

"DIR Index Figure" means, for the purposes of calculating the Redemption Amount, a figure calculated in accordance with the following formula:

$$\text{Index Month X} + \frac{(\text{Day of Maturity Date} - 1)}{\text{Days in month of Maturity Date}} \times (\text{Index Month Y} - \text{Index Month X})$$

"DIR Index Ratio" for the purposes of calculating the Redemption Amount means the DIR Index Figure divided by the Base Index Figure.

"Index Month X" means the Underlying Closing Level of the DIR Index for the month that is the number of calendar months prior to the month in which the Maturity Date falls, such number being as specified under Index Month X in the applicable Issue Terms. Such date shall be deemed to be a Specified Valuation Date for the purpose of, and subject to adjustment as provided in, the Conditions.

"Index Month Y" means the Underlying Closing Level of the DIR Index for the month that is the number of calendar months prior to the month in which the Maturity Date falls, such number being as specified under Index Month Y in the applicable Issue Terms and which shall be the month falling one month after Index Month X. Such date shall be deemed to be a Specified Valuation Date for the purpose of, and subject to adjustment as provided in, the Conditions.

"Margin" means the percentage rate (which may be positive or negative) specified as such in the applicable Issue Terms.

"Maximum Redemption Amount" shall be as specified in the applicable Issue Terms.

"Minimum Redemption Amount" shall be as specified in the applicable Issue Terms.

"Redemption Participation Rate" means the percentage rate specified as such in the applicable Issue Terms."

SCHEDULE 7

AMENDMENTS TO THE PRO FORMA FINAL TERMS

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

- (a) item 9 (*Type of Notes*) on page 594 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"9. Type of Notes: [Fixed Rate Notes/Floating Rate Notes/Inflation Rate Notes/DIR Inflation Linked Notes [that are DIR Inflation Linked Interest Notes][and][in respect of which a DIR Linked Redemption Amount is applicable]/CMS Interest Linked Notes/Inverse Floating Rate Notes/Range Accrual Notes/Digital [Band] Notes/Spread Notes/Volatility Bond Notes/Synthetic Forward Rate Notes/Previous Coupon Linked Notes/and FX Performance Notes/and Reserve Coupon Notes/and Restructure Interest Rate Notes/and Global Interest Floor Notes/and Global Interest Cap Notes] [The Notes are Zero Coupon Notes and do not bear or pay any interest.] [The Notes are Credit Linked Notes] [The Notes are [also] Dual Currency Notes] [As set out in the table at paragraph 10 below]

(The Notes may be one or more of the types described above and as further set out below)";

- (b) item 14(i)(D) (*DIR Inflation Linked Note Provisions*) on pages 610 to 611 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"(D) DIR Inflation Linked Interest Note Provisions: [Applicable [– subject as provided in paragraph[s] [14(xii)] [and] [14(xiii)] [and] [14(xiv)] [below]] / Not Applicable]

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

- I. Interest Payment Date(s) to which the DIR Inflation Linked Interest Note Provisions apply: [●] [in each [year] [month] from, and including, [●] to and including, [●]] [adjusted in accordance with [specify Business Day Convention]/not adjusted] [(See General Condition 6(g) (*Business Day Convention*))]

[As set out in the Rate Table] (*specify each Interest Payment Date by inserting a Rate Table, the form of which is in Drafting Notes Schedule 1*)

[PROVIDED THAT the DIR Inflation Linked Interest Note Provisions only apply to the Interest Payment Date(s) where the related Interest Period falls during the [Initial Interest Basis Period] [the Changed Interest Basis Period beginning on (and including) the Lock-in Date [[●]/ immediately succeeding Lock-in Event [1][2][3][●]]]

- II. Interest Period End Date(s): [Each] [Interest Payment Date(s)/[●]] [in each [year] [month] from, and including, [●] to and including, [●]] [adjusted in accordance with [specify Business Day Convention]/not adjusted] [(See General Condition 6(g) (Business Day Convention))]] [Not Applicable]
- III. DIR Index: (Specify Underlying)
- IV. Base Index Figure: [●]
- V. Margin: [Not Applicable / [+1-] [●] per amount per annum] (specify each Margin if different for each Interest Payment Date by tabulating this information in a Rate Table, the form of which is in Drafting Notes Schedule 1)
- VI. Index Month A: [Specify number of calendar months] calendar months
- VII. Index Month B: [Specify number of calendar months] calendar months
- VIII. DCF: [30/360]
[Actual/Actual] / [Actual/Actual (ISDA)]
[Actual/365 (Fixed)]
[Actual/365 (Sterling)]
[Actual/360]
[30E/360 (ISDA)]
[1/1]
- IX. Interest Participation Rate (IPR): [●] [Not Applicable] (specify each Interest Participation Rate if different for each Interest Payment Date by tabulating this information in a Rate Table, the form of which is in Drafting Notes Schedule 1)
- X. Minimum Interest Amount: [[●] per Calculation Amount] [Not Applicable] (specify each Minimum Interest Amount if different for each Interest Payment Date by tabulating this information in a Rate Table, the form of which is in Drafting Notes Schedule 1)
- XI. Maximum Interest Amount: [[●] per Calculation Amount] [Not Applicable] (specify each Maximum Interest Amount if different for each Interest Payment Date by tabulating this information in a Rate Table, the form of which is in Drafting Notes Schedule 1)";

(c) item 20(iii) (Redemption Amount) on page 667 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"(iii) Redemption Amount: [[●] (specify) per Calculation Amount]/[Maturity Redemption Amount] (include for Credit Linked Notes) [, subject as provided in Valuation and Settlement Condition 3 (Dual Currency Notes)]/[DIR Inflation Linked Redemption Amount]

[If DIR Inflation Linked Redemption Amount is applicable, include the following:

DIR Index: [●]

Base Index Figure: [●]

Index Month X: [●]

Index Month Y: [●] (NB. This should be equal to Index Month X minus one)

Margin: [[+/-][●] per cent.]/[Not Applicable]

Redemption Participation Rate: [[●] per cent.]/[Not Applicable]

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

Maximum Redemption Amount: [●]/[Not Applicable]"; and

- (d) the Interest Basis Table in the sub-section entitled "Pro Forma Final Terms Drafting Notes Schedule 1" on page 695 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"Interest Basis Table"		
Interest Commencement Date	[Interest Period End Date(s) / Interest Payment Date(s)]	Type of Notes
[specify date]	[specify date]	[Fixed Rate Notes / [and] Floating Rate Notes / [and] Inflation Rate Notes / [and] DIR Inflation Linked Interest Notes / [and] CMS Interest Linked Notes / [and] Inverse Floating Rate Notes / [and] Range Accrual Notes / [and] Digital [Band] Notes / [and] Spread Notes / [and] Volatility Bond Notes / [and] Synthetic Forward Rate Notes / [and] Previous Coupon Linked Notes/[and] FX Performance Notes/[and] Reserve Coupon Notes/ [and] Global Interest Floor Notes/[and] Global Interest Cap Notes/[and] Restructure Interest Rate Notes/[and] Dual Currency Notes]
[specify date] (repeat as required)	[specify date] (repeat as required)	[specify] (repeat as required)".

SCHEDULE 8

AMENDMENTS TO THE PRO FORMA PRICING SUPPLEMENT

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

- (a) item 9 (*Type of Notes*) on page 722 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"9. Type of Notes: [Fixed Rate Notes/Floating Rate Notes/Inflation Rate Notes/DIR Inflation Linked Notes [that are DIR Inflation Linked Interest Notes][and][in respect of which a DIR Linked Redemption Amount is applicable]/CMS Interest Linked Notes/Inverse Floating Rate Notes/Range Accrual Notes/Digital [Band] Notes/Spread Notes/Volatility Bond Notes/Synthetic Forward Rate Notes/Previous Coupon Linked Notes/and FX Performance Notes/and Reserve Coupon Notes/and Restructure Interest Rate Notes/and Global Interest Floor Notes/and Global Interest Cap Notes] [The Notes are Zero Coupon Notes and do not bear or pay any interest] [The Notes are Credit Linked Notes] [The Notes are [also] Dual Currency Notes] [As set out in the table at paragraph 10 below]

(The Notes may be one or more of the types described above and as further set out below.)"

- (b) item 14(i)(D) (*DIR Inflation Linked Note Provisions*) on pages 737 to 739 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"(D) DIR Inflation Linked Interest Note Provisions: [Applicable [– subject as provided in paragraph[s] [14(xii)] [and] [14(xiii)] [and] [14(xiv)] [below]] / Not Applicable]

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

- I. Interest Payment Date(s) to which the DIR Inflation Linked Interest Note Provisions apply: [●] [in each [year] [month] from, and including, [●] to and including, [●]] [adjusted in accordance with [specify Business Day Convention]/not adjusted] (See General Condition 6(g) (*Business Day Convention*))

[As set out in the Rate Table] (*specify each Interest Payment Date by inserting a Rate Table, the form of which is in Drafting Notes Schedule 1*)

[PROVIDED THAT the DIR Inflation Linked Interest Note Provisions only apply to the Interest Payment Date(s) where the related Interest Period falls during the [Initial Interest Basis Period] [the Changed Interest Basis Period] beginning on (and including) the Lock-in Date [[●]/ immediately succeeding Lock-in Event [1][2][3][●]]]

- II. Interest Period End Date(s): [Each] [Interest Payment Date(s)/[●]] [in each [year] [month] from, and including, [●] to and including, [●]] [adjusted in accordance with [specify Business Day Convention]/not adjusted] (See General Condition 6(g) (*Business Day Convention*))] [Not Applicable]
- III. DIR Index: (Specify Underlying)
- IV. Base Index Figure: [●]
- V. Margin: [Not Applicable / [+1-] [●] per amount per annum] (*specify each Margin if different for each Interest Payment Date by tabulating this information in a Rate Table, the form of which is in Drafting Notes Schedule 1*)
- VI. Index Month A: [Specify number of calendar months] calendar months
- VII. Index Month B: [Specify number of calendar months] calendar months
- VIII. DCF: [30/360]
[Actual/Actual] / [Actual/Actual (ISDA)]
[Actual/365 (Fixed)]
[Actual/365 (Sterling)]
[Actual/360]
[1/1]
- IX. Interest Participation Rate (IPR): [●][Not Applicable] (*specify each Interest Participation Rate if different for each Interest Payment Date by tabulating this information in a Rate Table, the form of which is in Drafting Notes Schedule 1*)
- X. Minimum Interest Amount: [[●] per Calculation Amount] [Not Applicable] (*specify each Minimum Interest Amount if different for each Interest Payment Date by tabulating this information in a Rate Table, the form of which is in Drafting Notes Schedule 1*)
- XI. Maximum Interest Amount: [[●] per Calculation Amount] [Not Applicable] (*specify each Maximum Interest Amount if different for each Interest Payment Date by tabulating this information in a Rate Table, the form of which is in Drafting Notes Schedule 1*");

(c) item 20(iii) (*Redemption Amount*) on page 793 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"(iii) Redemption Amount: [[●] (specify) per Calculation Amount]/[Maturity Redemption Amount] (*include for Credit Linked Notes*) [, subject as provided in Valuation and Settlement Condition 3 (*Dual Currency Notes*)]/[DIR Inflation Linked Redemption Amount]

[If DIR Inflation Linked Redemption Amount is applicable, include the following:

DIR Index: [●]

Base Index Figure: [●]

Index Month X: [●]

Index Month Y: [●] (NB. This should be equal to Index Month X minus one)

Margin: [[+/-][●] per cent.]/[Not Applicable]

Redemption Participation Rate: [[●] per cent.]/[Not Applicable]

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

Maximum Redemption Amount: [●]/[Not Applicable]"; and

- (d) the Interest Basis Table in the sub-section entitled "*Pro Forma Pricing Supplement Drafting Notes Schedule I*" on page 816 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"Interest Basis Table"		
Interest Commencement Date	[Interest Period End Date(s) / Interest Payment Date(s)]	Type of Notes
[specify date]	[specify date]	[Fixed Rate Notes / [and] Floating Rate Notes / [and] Inflation Rate Notes / [and] DIR Inflation Linked Interest Notes / [and] CMS Interest Linked Notes / [and] Inverse Floating Rate Notes / [and] Range Accrual Notes / [and] Digital [Band] Notes / [and] Spread Notes / [and] Volatility Bond Notes / [and] Synthetic Forward Rate Notes / [and] Previous Coupon Linked Notes/[and] FX Performance Notes/[and] Reserve Coupon Notes/[and] Global Interest Floor Notes/[and] Global Interest Cap Notes/[and] Restructure Interest Rate Notes/[and] Dual Currency Notes]
[specify date] (repeat as required)	[specify date] (repeat as required)	[specify] (repeat as required)".