CITIGROUP INC. GMI BASE PROSPECTUS SUPPLEMENT (No.7) dated 30 October 2025;
CGMHI GMI BASE PROSPECTUS SUPPLEMENT (No.8) dated 30 October 2025; and
CGMFL GMI BASE PROSPECTUS SUPPLEMENT (No.8) dated 30 October 2025

CITIGROUP INC.
(incorporated in Delaware)

and

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

and

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

each an issuer under the
Citi Global Medium Term Note Programme

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

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

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

This base prospectus supplement ("**Citigroup Inc. GMI Base Prospectus Supplement (No.7)**") constitutes a supplement for the purposes of (i) Article 23(1) of Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**") and (ii) Part IV of the Luxembourg Law dated 16 July 2019 relating to prospectuses for securities (the "**Luxembourg Prospectus Law**") and is supplemental to, and must be read in conjunction with, the GMI Base Prospectus dated 18 November 2024 ("**Citigroup Inc. GMI Base Prospectus 2024**"), as supplemented by a Citigroup Inc. GMI Base Prospectus Supplement (No.1) dated 31 January 2025 (the "**Citigroup Inc. GMI Base Prospectus Supplement (No.1)**"), a Citigroup Inc. GMI Base Prospectus Supplement (No.2) dated 31 March 2025 (the "**Citigroup Inc. GMI Base Prospectus Supplement (No.2)**"), a Citigroup Inc. GMI Base Prospectus Supplement (No.3) dated 7 May 2025 (the "**Citigroup Inc. GMI Base Prospectus Supplement (No.3)**"), a Citigroup Inc. GMI Base Prospectus Supplement (No.4) dated 28 May 2025 (the "**Citigroup Inc. GMI Base Prospectus Supplement (No.4)**"), a Citigroup Inc. GMI Base Prospectus Supplement (No.5) dated 30 July 2025 (the "**Citigroup Inc. GMI Base Prospectus Supplement (No.5)**") and a Citigroup Inc. GMI Base Prospectus Supplement (No.6) dated 22 August 2025 (the "**Citigroup Inc. GMI Base Prospectus Supplement (No.6)**"), in each case, prepared by Citigroup Inc. (the Citigroup Inc. GMI Base Prospectus 2024, the Citigroup Inc. GMI Base Prospectus Supplement (No.1), the Citigroup Inc. GMI Base Prospectus Supplement (No.2), the Citigroup Inc. GMI Base Prospectus Supplement (No.3), the Citigroup Inc. GMI Base Prospectus Supplement (No.4), the Citigroup Inc. GMI Base Prospectus Supplement (No.5) and the Citigroup Inc. GMI Base Prospectus Supplement

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

CGMHI GMI Base Prospectus Supplement (No.8)

This base prospectus supplement ("**CGMHI GMI Base Prospectus Supplement** (**No.8**)") also constitutes a supplement for the purposes of (i) Article 23(1) of the EU Prospectus Regulation and (ii) Part IV of the Luxembourg Prospectus Law and is supplemental to, and must be read in conjunction with, the GMI Base Prospectus dated 18 November 2024 (the "**CGMHI GMI Base Prospectus 2024**"), as supplemented by a CGMHI GMI Base Prospectus Supplement (No.1) dated 31 January 2025 (the "**CGMHI GMI Base Prospectus Supplement (No.1)**"), a CGMHI GMI Base Prospectus Supplement (No.2) dated 31 March 2025 (the "**CGMHI GMI Base Prospectus Supplement (No.2)**"), a CGMHI GMI Base Prospectus Supplement (No.3) dated 7 May 2025 (the "**CGMHI GMI Base Prospectus Supplement (No.3)**"), a CGMHI GMI Base Prospectus Supplement (No.4) dated 28 May 2025 (the "**CGMHI GMI Base Prospectus Supplement (No.4)**"), a CGMHI GMI Base Prospectus Supplement (No.5) dated 30 July 2025 (the "**CGMHI GMI Base Prospectus Supplement (No.5)**"), a CGMHI GMI Base Prospectus Supplement (No.6) dated 22 August 2025 (the "**CGMHI GMI Base Prospectus Supplement (No.6)**") and a CGMHI GMI Base Prospectus Supplement (No.7) dated 16 September 2025 (the "**CGMHI GMI 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 ("**CGMHI Guarantor**") (the CGMHI GMI Base Prospectus 2024, the CGMHI GMI Base Prospectus Supplement (No.1), the CGMHI GMI Base Prospectus Supplement (No.2), the CGMHI GMI Base Prospectus Supplement (No.3), the CGMHI GMI Base Prospectus Supplement (No.4), the CGMHI GMI Base Prospectus Supplement (No.5), the CGMHI GMI Base Prospectus Supplement (No.6) and the CGMHI GMI Base Prospectus Supplement (No.7), together the "**CGMHI Underlying Linked Notes Base Prospectus**") with respect to the Programme.

CGMFL GMI Base Prospectus Supplement (No.8)

This base prospectus supplement ("**CGMFL GMI Base Prospectus Supplement (No.8)**" and, together with the Citigroup Inc. GMI Base Prospectus Supplement (No.7) and the CGMHI GMI Base Prospectus Supplement (No.8), the "**Supplement**") also constitutes a supplement for the purposes of (i) Article 23(1) of the EU Prospectus Regulation and (ii) Part IV of the Luxembourg Prospectus Law and is supplemental to, and must be read in conjunction with, the GMI Base Prospectus dated 18 November 2024 (the "**CGMFL GMI Base Prospectus 2024**" as supplemented by a CGMFL GMI Base Prospectus Supplement (No.1) dated 31 January 2025 (the "**CGMFL GMI Base Prospectus Supplement (No.1)**"), a CGMFL GMI Base Prospectus Supplement (No.2) dated 31 March 2025 (the "**CGMFL GMI Base Prospectus Supplement (No.2)**"), a CGMFL GMI Base Prospectus Supplement (No.3) dated 7 May 2025 (the "**CGMFL GMI Base Prospectus Supplement (No.3)**"), a CGMFL GMI Base Prospectus Supplement (No.4) dated 28 May 2025 (the "**CGMFL GMI Base Prospectus Supplement (No.4)**"), a CGMFL GMI Base Prospectus Supplement (No.5) dated 30 July 2025 (the "**CGMFL GMI Base Prospectus Supplement (No.5)**"), a CGMFL GMI Base Prospectus Supplement (No.6) dated 22 August 2025 (the "**CGMFL GMI Base Prospectus Supplement (No.6)**") and a CGMFL GMI Base Prospectus Supplement (No.7) dated 20 October 2025 (the "**CGMFL GMI 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 ("**CGMFL Guarantor**") (the CGMFL GMI Base Prospectus 2024, CGMFL GMI Base Prospectus Supplement (No.1), the CGMFL GMI Base Prospectus Supplement (No.2), the CGMFL GMI Base Prospectus Supplement (No.3), the CGMFL GMI Base Prospectus Supplement (No.4), the Citigroup Inc. GMI Base Prospectus Supplement (No.5), the Citigroup Inc. GMI Base Prospectus Supplement (No.6) and the Citigroup Inc. GMI Base Prospectus Supplement (No.7), together the "**CGMFL GMI Base Prospectus**" and, together with the Citigroup Inc. GMI Base Prospectus and the CGMHI GMI Base Prospectus, the "**Base Prospectus**") with respect to the Programme.

Approvals

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

Application has been made to the Irish Stock Exchange plc, trading as Euronext Dublin ("**Euronext Dublin**") for the approval of the Citigroup Inc. GMI Base Prospectus Supplement (No.7), the CGMHI GMI Base Prospectus Supplement (No.8) and the CGMFL GMI Base Prospectus Supplement (No.8) as Base Listing Particulars Supplements (respectively, the "**Citigroup Inc. GMI Base Listing Particulars Supplement** (**No.7**)", the "**CGMHI GMI Base Listing Particulars Supplement** (**No.8**)" and the "**CGMFL GMI Base Listing Particulars Supplement** (**No.8**)" respectively, and, together, the "**Base Listing Particulars Supplement**"). Save where expressly provided or the context otherwise requires, where Securities are to be admitted to trading on the Global Exchange Market references herein to "Supplement", "Citigroup Inc. GMI Base Prospectus Supplement (No.7)", "CGMHI GMI Base Prospectus Supplement (No.8)" and "CGMFL GMI Base Prospectus Supplement (No.8)" shall be construed to be to "Base Listing Particulars Supplement", "Citigroup Inc. GMI Base Listing Particulars Supplement (No.7)", "CGMHI GMI Base Listing Particulars Supplement (No.8)" and "CGMFL GMI Base Listing Particulars Supplement (No.8)", respectively.

This Supplement has also been approved by the Luxembourg Stock Exchange under Part IV of the Luxembourg Prospectus Law and the Rules and Regulations of the Luxembourg Stock Exchange.

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

Responsibility Statements

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

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

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

CGMFL: CGMFL accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. GMI Base Prospectus*" and "*Information relating to the CGMHI GMI Base Prospectus*" below (together, "**CGMFL Excluded**

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

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

Defined Terms

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

Application of Amendments in this Supplement

The amendments included in this supplement shall only apply to final terms, the date of which falls on or after the approval of this supplement.

INFORMATION RELATING TO THE CITIGROUP INC. GMI BASE PROSPECTUS

Publication of the 2025 Q3 Form 8-K of Citigroup Inc. on 14 October 2025

On 14 October 2025, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 2025 Q3 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 30 September 2025. A copy of the Citigroup Inc. 2025 Q3 Form 8-K has been filed with the *Commission de Surveillance du Secteur Financier*, Euronext Dublin and the Luxembourg Stock Exchange, and has been published on the website of Euronext Dublin (https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202510/1fdbdcf7-4cda-4ee9-bbec-18ee403bc5ad.pdf) and on the website of the Luxembourg Stock Exchange (www.luxse.com). Citigroup Inc. is an Issuer under the Programme. By virtue of this Supplement, the Citigroup Inc. 2025 Q3 Form 8-K is incorporated by reference in, and forms part of, the Citigroup Inc. GMI Base Prospectus.

The following information appears on the page(s) (page number references are to the PDF document) of the Citigroup Inc. 2025 Q3 Form 8-K as set out below:

		Page(s)
(a)	Press Release, dated 14 October 2025, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-18
(b)	Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 30 September 2025.	Exhibit Number 99.2 on pages 19-41

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2025 Q3 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Alternative Performance Measures

Information relating to the additional 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 Important Notices

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

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

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

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

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

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

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

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

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

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

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

General

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

This Supplement and the document incorporated by reference into it will be published on the website of the Luxembourg Stock Exchange at www.luxse.com. Copies of the Citigroup Inc. GMI Base Prospectus 2024, the Citigroup Inc. GMI Base Prospectus Supplement (No.1), the Citigroup Inc. GMI Base Prospectus Supplement (No.2), the Citigroup Inc. GMI Base Prospectus Supplement (No.3), the Citigroup Inc. GMI Base Prospectus Supplement (No.4), the Citigroup Inc. GMI Base Prospectus Supplement (No.5), the Citigroup Inc. GMI Base Prospectus Supplement (No.6) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Securities remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference in the Citigroup Inc. GMI Base Prospectus 2024 will be available on the website specified for each such document in the Citigroup Inc. GMI Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Citigroup Inc. GMI Base Prospectus 2024 by this Supplement and (b) any statement in the Citigroup Inc. GMI Base Prospectus or otherwise incorporated by reference into the Citigroup Inc. GMI Base Prospectus 2024, the statements in (a) above will prevail.

Withdrawal rights

In accordance with Article 23 of the EU Prospectus Regulation, investors who have already agreed to purchase or subscribe for securities pursuant to the Citigroup Inc. GMI Base Prospectus before this Supplement is published, and for whom any of the information in this Supplement relates to the issue of the relevant securities (within the meaning of Article 23(4) of the EU Prospectus Regulation), have the right, exercisable within three working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. Investors may contact the relevant distributor of such securities in connection therewith should they wish to exercise such right of withdrawal. The final date of such right of withdrawal is 4 November 2025.

INFORMATION RELATING TO THE CGMHI GMI BASE PROSPECTUS

Publication of the 2025 Q3 Form 8-K of Citigroup Inc. on 14 October 2025

On 14 October 2025, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 2025 Q3 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 30 September 2025. A copy of the Citigroup Inc. 2025 Q3 Form 8-K has been filed with the *Commission de Surveillance du Secteur Financier*, Euronext Dublin and the Luxembourg Stock Exchange, and has been published on the website of Euronext Dublin (https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202510/1fdbdcf7-4cda-4ee9-bbec-18ee403bc5ad.pdf) and on the website of the Luxembourg Stock Exchange (www.luxse.com). Citigroup Inc. is CGMHI Guarantor under the Programme. By virtue of this Supplement, the Citigroup Inc. 2025 Q3 Form 8-K is incorporated by reference in, and forms part of, the CGMHI GMI Base Prospectus.

The following information appears on the page(s) (page number references are to the PDF document) of the Citigroup Inc. 2025 Q3 Form 8-K as set out below:

		Page(s)
(a)	Press Release, dated 14 October 2025, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-18
(b)	Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 30 September 2025.	Exhibit Number 99.2 on pages 19-41

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2025 Q3 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Alternative Performance Measures

Information relating to the additional 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 Important Notices

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

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

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

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

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

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

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

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

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

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

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

General

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

This Supplement and the document incorporated by reference into it will be published on the website of the Luxembourg Stock Exchange at www.luxse.com. Copies of the CGMHI GMI Base Prospectus 2024, the CGMHI GMI Base Prospectus Supplement (No.1), the CGMHI GMI Base Prospectus Supplement (No.2), the CGMHI GMI Base Prospectus Supplement (No.3), the CGMHI GMI Base Prospectus Supplement (No.4), the CGMHI GMI Base Prospectus Supplement (No.5), the CGMHI GMI Base Prospectus Supplement (No.6), the CGMHI GMI 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 Securities remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference in the CGMHI GMI Base Prospectus 2024 will be available on the website specified for each such document in the CGMHI GMI Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CGMHI GMI Base Prospectus 2024 by this Supplement and (b) any statement in the CGMHI GMI Base Prospectus or otherwise incorporated by reference into the CGMHI GMI Base Prospectus 2024, the statements in (a) above will prevail.

Withdrawal rights

In accordance with Article 23 of the EU Prospectus Regulation, investors who have already agreed to purchase or subscribe for securities pursuant to the CGMHI GMI Base Prospectus before this Supplement is published, and for whom any of the information in this Supplement relates to the issue of the relevant securities (within the meaning of Article 23(4) of the EU Prospectus Regulation), have the right, exercisable within three working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. Investors may contact the relevant distributor of such securities in connection therewith should they wish to exercise such right of withdrawal. The final date of such right of withdrawal is 4 November 2025.

INFORMATION RELATING TO THE CGMFL GMI BASE PROSPECTUS

Publication of the 2025 Q3 Form 8-K of Citigroup Inc. on 14 October 2025

On 14 October 2025, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 2025 Q3 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 30 September 2025. A copy of the Citigroup Inc. 2025 Q3 Form 8-K has been filed with the *Commission de Surveillance du Secteur Financier*, Euronext Dublin and the Luxembourg Stock Exchange, and has been published on the website of Euronext Dublin (https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202510/1fdbdcf7-4cda-4ee9-bbec-18ee403bc5ad.pdf) and on the website of the Luxembourg Stock Exchange (www.luxse.com). Citigroup Inc. is the indirect parent company of CGMFL. By virtue of this Supplement, the Citigroup Inc. 2025 Q3 Form 8-K is incorporated by reference in, and forms part of, the CGMFL GMI Base Prospectus.

The following information appears on the page(s) (page number references are to the PDF document) of the Citigroup Inc. 2025 Q3 Form 8-K as set out below:

		Page(s)
(a)	Press Release, dated 14 October 2025, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-18
(b)	Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 30 September 2025.	Exhibit Number 99.2 on pages 19-41

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2025 Q3 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Alternative Performance Measures

Information relating to the additional 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 Important Notices

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

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

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

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

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

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

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

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

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

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

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

General

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

This Supplement and the document incorporated by reference into it will be published on the website of the Luxembourg Stock Exchange at www.luxse.com. Copies of the CGMFL GMI Base Prospectus 2024, the CGMFL GMI Base Prospectus Supplement (No.1), the CGMFL GMI Base Prospectus Supplement (No.2), the CGMFL GMI Base Prospectus Supplement (No.3), the CGMFL GMI Base Prospectus Supplement (No.4), the CGMFL GMI Base Prospectus Supplement (No.5), the CGMFL GMI Base Prospectus Supplement (No.6), the CGMFL GMI 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 Securities remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference in the CGMFL GMI Base Prospectus 2024 will be available on the website specified for each such document in the CGMFL GMI Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CGMFL GMI Base Prospectus 2024 by this Supplement and (b) any statement in the CGMFL GMI Base Prospectus or otherwise incorporated by reference into the CGMFL GMI Base Prospectus 2024, the statements in (a) above will prevail.

Withdrawal rights

In accordance with Article 23 of the EU Prospectus Regulation, investors who have already agreed to purchase or subscribe for securities pursuant to the CGMFL GMI Base Prospectus before this Supplement is published, and for whom any of the information in this Supplement relates to the issue of the relevant securities (within the meaning of Article 23(4) of the EU Prospectus Regulation), have the right, exercisable within three working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. Investors may contact the relevant distributor of such securities in connection therewith should they wish to exercise such right of withdrawal. The final date of such right of withdrawal is 4 November 2025.

SCHEDULE 1

ALTERNATIVE PERFORMANCE MEASURES
(CITIGROUP INC. 2025 Q3 FORM 8-K)

In relation to the Citigroup Inc. GMI Base Prospectus, the CGMHI GMI Base Prospectus and the CGMFL GMI Base Prospectus, the Citigroup Inc. 2025 Q3 Form 8-K contains the additional alternative performance measures (APMs) as shown in the table below:

APM	**Explanation of why use of APM provides useful information**	**Earnings Release Page Reference for Basis of Calculation, Components, Reconciliation and Comparatives to Previous Reporting Periods**
Results of operations excluding a notable item consisting of a goodwill impairment of $726 million ($714 million after-tax), recorded in Other expenses, related to Citi's agreement to sell a 25% equity stake in Grupo Financiero Banamex, S.A. de C.V.	Citi believes the presentation of its results of operations and financial condition excluding the notable item provides a meaningful depiction of the underlying fundamentals of its broader results for investors, industry analysts and others.	Pages 11 and 14 of Exhibit 99.1 to the Citigroup Inc. 2025 Q3 Form 8-K

SCHEDULE 2

AMENDMENTS TO IMPORTANT NOTICES

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

1. The fourth paragraph of the sub-section entitled (*Approvals of the Base Prospectus*) on page iii of the Base Prospectus is amended to update the options for listing and admission to trading, as follows:

"In addition, application has been or may also be made for Securities (other than Exempt Securities) issued under the Programme:

(a) during the period of twelve months after the date of this Base Prospectus to be admitted to the official list (the "**Official List**") and to trading on the regulated market of the Irish Stock Exchange plc, trading as Euronext Dublin ("**Euronext Dublin**");

(b) to be listed on the NASDAQ Stockholm AB and admitted to trading on the regulated market of the NASDAQ Stockholm AB;

(c) to be listed on the Italian Stock Exchange and admitted to trading on the electronic "Bond Market" organised and managed by Borsa Italiana S.p.A. (the "**MOT**");

(d) to be listed on the official list of the Frankfurt Stock Exchange (Börse Frankfurt AG) and admitted to trading on the regulated market of the Frankfurt Stock Exchange (Börse Frankfurt AG);

(e) during the period of 12 months after the date of this Base Prospectus to be listed on the regulated market of the Paris Stock Exchange trading as Euronext Paris ("**Euronext Paris**");

(f) during the period of 12 months after the date of this Base Prospectus to be listed on the AIAF Fixed Income Market (the "**AIAF Market**") and admitted to trading on the Spanish Stock Exchange; and

(g) during the period of 12 months after the date of this Base Prospectus to be listed and admitted to trading on the regulated market of the Warsaw Stock Exchange (*Giełda Papierów Wartościowych w Warszawie*) (the "**Warsaw Stock Exchange**") (the "WSE Regulated Market"),

but, in each such case, there can be no assurance that any such listing will occur on or prior to the date of issue of any Securities, as the case may be, or at all. Each of the markets listed at (a) to (d) above is a regulated market for the purposes of MiFID II."

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

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

(i) to be listed and/or admitted to trading (i) on the Electronic Bond Market organised and managed by Borsa Italiana S.p.A. ("**MOT**") and (ii) on the multilateral trading facility of EuroTLX, Bond-X Segment, organised and managed by Borsa Italiana S.p.A. ("**EuroTLX – Bond-X**") or any other relevant market organised and managed by Borsa Italiana S.p.A.;

(ii) to be admitted to trading (i) on the multilateral trading facility of securitised derivatives financial instruments, organised and managed by Borsa Italiana S.p.A. (the "**SeDeX**") and (ii) on the multilateral trading facility of EuroTLX, Cert-X Segment, organised and managed by Borsa Italiana S.p.A. ("**EuroTLX – Cert-X**") or any other relevant market organised and managed by Borsa Italiana S.p.A.;

(iii) to be listed on the official list and admitted to trading on the Open Market (Regulated Unofficial Market) (*Freiverkehr*) of the Frankfurt Stock Exchange (*Börse Frankfurt AG*) (the "**Frankfurt Freiverkehr**");

(iv) to be listed on the Vienna Stock Exchange and admitted to trading on the Vienna MTF of the Vienna Stock Exchange (*Wiener Börse AG*), which is a multilateral trading facility (the "**Vienna MTF**");

(v) to be listed on and/or admitted to trading, in the case of Notes, in the "Bonds" category of the "Debt Securities" sector of the "Main" market of the Kazakhstan Stock Exchange JSC (the "**KASE**");

(vi) during the period of 12 months after the date of this Base Prospectus to be listed on NASDAQ Stockholm AB and admitted to trading on the NASDAQ First North Sweden of NASDAQ Stockholm AB which is a multilateral trading facility (the "**NASDAQ Stockholm MTF**");

(vii) during the period of 12 months after the date of this Base Prospectus to be admitted to trading on SPECTRUM, which is a multilateral trading facility operated by Spectrum MTF Operator GmbH ("**SPECTRUM**"), and

(viii) during the period of 12 months after the date of this Base Prospectus to be listed and admitted to trading on the regulated market of the Warsaw Stock Exchange (*Giełda Papierów Wartościowych w Warszawie*) (the "**Warsaw Stock Exchange**") (the "**WSE Regulated Market**"),

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

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

SCHEDULE 3

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

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

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

   "Application has been made to the Luxembourg Stock Exchange for Securities (other than Exempt Securities) to be admitted to trading on the Luxembourg Stock Exchange's regulated market and to be listed on the Official List of the Luxembourg Stock Exchange.

   Application has been made to Euronext Dublin for Securities to be admitted to the Official List and to trading on the regulated market of Euronext Dublin.

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

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

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

   Application may be made for the Securities to be listed on the official list of the Frankfurt Stock Exchange (Börse Frankfurt AG) and admitted to trading on the regulated market of the Frankfurt Stock Exchange (Börse Frankfurt AG).

   Application may be made for the Securities to be listed on the regulated market of Euronext Paris.

   Application may be made for the Securities to be listed on the AIAF Market and admitted to trading on the Spanish Stock Exchange.

   Application may be made for the Securities to be listed on the Warsaw Stock Exchange and admitted to trading on the WSE Regulated Market.

   Notwithstanding the above, there can be no assurance that any such listing will occur on or prior to the date of issue of any Securities or at all. Each of the above stock exchanges is a regulated market for the purposes of MiFID II."

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

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

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

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

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

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

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

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

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

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

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

Application may be made for the Securities to be listed on the Warsaw Stock Exchange and admitted to trading on the WSE Regulated Market.

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

SCHEDULE 4

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

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

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

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

Admission to trading and listing:	[Application [has been/will be] made by the Issuer (or on its behalf) for the [Tranche [●]] Securities to be admitted to trading on [the Regulated Market of [the Luxembourg Stock Exchange/Euronext Dublin/the NASDAQ Stockholm AB/the electronic "Bond Market" organised and managed by Borsa Italiana S.p.A. (the "**MOT**")/the Frankfurt Stock Exchange (*Börse Frankfurt AG*)/Euronext Paris/the AIAF Market/Warsaw Stock Exchange]]/ [the Euro MTF market of the Luxembourg Stock Exchange] / [the Global Exchange Market of Euronext Dublin] / [the International Securities Market of the London Stock Exchange plc] / [the multilateral trading facility of securitised derivatives financial instruments, organised and managed by Borsa Italiana S.p.A. (the "**SeDeX**")] / [the multilateral trading facility of EuroTLX, [Cert-X][Bond-X] Segment, managed by Borsa Italiana S.p.A. ("**EuroTLX – [Cert-X][Bond-X]**")] / [the Open Market (Regulated Unofficial Market (*Freiverkehr*)) of the Frankfurt Stock Exchange (*Börse Frankfurt AG*)] / [the Vienna MTF of the Vienna Stock Exchange] / [the NASDAQ First North Sweden of NASDAQ Stockholm AB] / [SPECTRUM] / [the WSE Regulated Market] [the "Bonds" category of the "Debt Securities" sector of the "Main" market of the Kazakhstan Stock Exchange JSC] [and to listing on [the official list of] [the Luxembourg Stock Exchange] / [Euronext Dublin] /[the NASDAQ Stockholm AB] / [the Italian Stock Exchange] / [the Frankfurt Stock Exchange (*Börse Frankfurt AG*)] / [Euronext Paris] / [the Spanish Stock Exchange] / [the Kazakhstan Stock Exchange JSC] [Warsaw Stock Exchange] with effect from on or around [●] [of the Tranche [●] Securities]] [Not Applicable] (*Where the Securities are listed and admitted to trading on more than one exchange, repeat as necessary*)

(N.B. The Euro MTF, the Global Exchange Market, the EuroTLX, the SeDeX, the Frankfurt Freiverkehr, Vienna MTF, NASDAQ Stockholm MTF, SPECTRUM and the Kazakhstan Stock Exchange JSC are not regulated markets for the purpose of MiFID II)

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

(*N.B. The Vienna MTF, NASDAQ Stockholm MTF, the Open Market (Regulated Unofficial Market Freiverkehr) of the Frankfurt Stock Exchange (Börse Frankfurt AG), SeDeX, EuroTLX, the International Securities Market, SPECTRUM and*

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

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

SCHEDULE 5

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

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

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

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

Admission to trading and listing:	[Application [has been/will be] made by the Issuer (or on its behalf) for the [Tranche [●]] Securities to be admitted to trading on [the Euro MTF market of the Luxembourg Stock Exchange] / [the Global Exchange Market of Euronext Dublin] [the International Securities Market of the London Stock Exchange plc] / [the multilateral trading facility of securitised derivatives financial instruments, organised and managed by Borsa Italiana S.p.A. (the "**SeDeX**")] / [the multilateral trading facility of EuroTLX, [Bond- X]/[Cert-X] Segment, managed by Borsa Italiana S.p.A. ("**EuroTLX - [Cert-X][Bond-X]**")] / [the Open Market (Regulated Unofficial Market (*Freiverkehr*)) of the Frankfurt Stock Exchange (*Börse Frankfurt AG*)] / [the Vienna MTF of the Vienna Stock Exchange] / [the NASDAQ First North Sweden of NASDAQ Stockholm AB] / [SPECTRUM]/[the "Bonds" category of the "Debt Securities" sector of the "Main" market of the Kazakhstan Stock Exchange JSC]/[the WSE Regulated Market]/[*specify other*]
	[and to listing on [the official list of] [the Luxembourg Stock Exchange] / [Euronext Dublin] / [the Italian Stock Exchange] [the Frankfurt Stock Exchange (*Börse Frankfurt AG*)] / [the Vienna Stock Exchange] / [the NASDAQ Stockholm AB] / [the Kazakhstan Stock Exchange JSC] / [the Warsaw Stock Exchange][*specify other*] with effect from on or around [●] [of the Tranche [●] Securities]] [Not Applicable]
	(*Where the Securities are listed and admitted to trading on more than one exchange, repeat as necessary*)
	[Tranche [●] of the Securities has been admitted to trading on [the Euro MTF market of the Luxembourg Stock Exchange]/[the Global Exchange Market of Euronext Dublin]/[the SeDeX] [the EuroTLX [Bond-X]/[Cert-X] Segment]]/[the Open Market (Regulated Unofficial Market (*Freiverkehr*)) of the [Frankfurt Stock Exchange (*Börse Frankfurt AG*)]] [the multilateral trading

	facility of the Vienna MTF of the Vienna Stock Exchange]/ [the multilateral trading facility of the NASDAQ Stockholm MTF of NASDAQ Stockholm AB]/ [the multilateral trading facility of the International Securities Market of the London Stock Exchange]/ [the multilateral trading facility of the SPECTRUM]/ [the "Bonds" category of the "Debt Securities" sector of the "Main" market of the Kazakhstan Stock Exchange JSC]/[the WSE Regulated Market] [*specify other*] [and to listing on the official list of [the Luxembourg Stock Exchange/Euronext Dublin/Euronext Paris/ the NASDAQ Stockholm AB/the Italian Stock Exchange/the Kazakhstan Stock Exchange JSC/the Warsaw Stock Exchange] [the Open Market (Regulated Unofficial Market (*Freiverkehr*)) of the [Frankfurt Stock Exchange (Börse Frankfurt AG)]]/[the Vienna Stock Exchange]/[*specify other*] with effect from [●]/[[●] of the Tranche [●] Securities]] (*Where documenting a fungible issue, need to indicate that original Securities are already admitted to trading*)
[Estimated expenses relating to admission to trading:	[●]]"

SCHEDULE 6

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

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

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

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

Listing and admission to trading:	[Application [has been/is expected to be] made by the Issuer (or on its behalf) for [Tranche [●] of] the [Warrants/ Exercisable Certificates] to be admitted to trading on the [regulated market of Euronext Dublin and listed on the Official List of Euronext Dublin][the [Euro MTF Market][regulated market] of the Luxembourg Stock Exchange and listed on the Official List of the Luxembourg Stock Exchange][the multilateral trading facility of the Vienna MTF of the Vienna Stock Exchange][the WSE Regulated Market] with effect from on or around [●]] [Tranche [●] of the [Warrants/Exercisable Certificates] has been admitted to trading on the regulated market of [Euronext Dublin and have been listed on the Official List of Euronext Dublin][the [Euro MTF Market][regulated market of the Luxembourg Stock Exchange][WSE Regulated Market] and have been listed on [the Official List of the Luxembourg Stock Exchange][the multilateral trading facility of the Vienna MTF of the Vienna Stock Exchange][WSE Regulated Market] with effect from [●]] (*Where documenting a fungible issue, need to indicate that original Warrants/Exercisable Certificates are already admitted to trading*)]."

SCHEDULE 7

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

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

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

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

Admission to trading and listing:	[Not Applicable] [Application [has been/is expected to be] made by the Issuer (or on its behalf) for [Tranche [●] of] the [Warrants/Exercisable Certificates] to be [admitted to trading on [*specify relevant non-EEA regulated market (for example, the Global Exchange Market of Euronext Dublin or the Euro MTF market or the Vienna MTF market) and, if relevant, listing on an official list (for example, the official list of Euronext Dublin, of the Luxembourg Stock Exchange)*]][listed on the Open Market (regulated Unofficial Market) (*Freiverkehr*) of the Frankfurt Stock Exchange (Börse Frankfurt AG)][admitted to trading on the International Securities Market (the "**ISM**") of the London Stock Exchange plc][admitted to trading on the WSE Regulated Market] with effect from on or around [●]] [●] [Tranche [●] of the [Warrants/Exercisable Certificates] has been [admitted to trading on [*specify relevant non-EEA regulated market (for example, the Global Exchange Market of Euronext Dublin or the Euro MTF market or the Vienna MTF market) and, if relevant, listing on an official list (for example, the official list of Euronext Dublin, ~~or~~ of the Luxembourg Stock)*] with effect from [●]] (Where documenting a fungible issue, need to indicate that original [Warrants/Exercisable Certificates] are already admitted to trading)][listed on the Open Market (regulated Unofficial Market) (Freiverkehr) of the Frankfurt Stock Exchange (Börse Frankfurt AG)][admitted to trading on the ISM of the London Stock Exchange plc][admitted to trading on the WSE Regulated Market].]
Estimated expenses relating to admission to trading:	[●]"