

CITIGROUP INC. RATES BASE PROSPECTUS SUPPLEMENT (No.10) dated 6 December 2018,
CGMHI RATES BASE PROSPECTUS SUPPLEMENT (No.10) dated 6 December 2018 and CGMFL
RATES BASE PROSPECTUS SUPPLEMENT (No.10) dated 6 December 2018



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 and registered with the Register of Trade and Companies of Luxembourg under
number B169199)

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 BP Supplement (No.10)**") constitutes a supplement for the purposes of Article 16 of Directive 2003/71/EC, as amended (the "**Prospectus Directive**") as implemented in Ireland by the Prospectus (Directive 2003/71/EC) Regulations 2005 (as amended by the Prospectus (Directive 2003/71/EC) Amending Regulations 2012, the "**Irish Prospectus Regulations**") and is supplemental to, and must be read in conjunction with, the Rates Base Prospectus dated 15 December 2017 (the "**Citigroup Inc. Rates Base Prospectus 2017**"), as supplemented by a Citigroup Inc. Rates BP Supplement (No.1) dated 1 February 2018 (the "**Citigroup Inc. Rates BP Supplement (No.1)**"), a Citigroup Inc. Rates BP Supplement (No.2) dated 24 April 2018 (the "**Citigroup Inc. Rates BP Supplement (No.2)**"), a Citigroup Inc. Rates BP Supplement (No.3) dated 22 May 2018 (the "**Citigroup Inc. Rates BP Supplement (No.3)**"), a Citigroup Inc. Rates BP Supplement (No.4) dated 1 August 2018 (the "**Citigroup Inc. Rates BP Supplement (No.4)**"), a Citigroup Inc. Rates BP Supplement (No.5) dated 20 August 2018 (the "**Citigroup Inc. Rates BP Supplement (No.5)**"), a Citigroup Inc. Rates BP Supplement (No.6) dated 24 September 2018 (the "**Citigroup Inc. Rates BP Supplement (No.6)**"), a Citigroup Inc. Rates BP Supplement (No.7) dated 28 September 2018 (the "**Citigroup Inc. Rates BP Supplement (No.7)**"), a Citigroup Inc. Rates BP Supplement (No.8) dated 25 October 2018 (the "**Citigroup Inc. Rates BP Supplement (No.8)**") and a Citigroup Inc. Rates BP Supplement (No.9) dated 21 November 2018 (the "**Citigroup Inc. Rates BP Supplement (No.9)**"), in each case, prepared by Citigroup Inc. (the Citigroup Inc. Rates Base Prospectus 2017, the Citigroup Inc. Rates BP Supplement (No.1), the Citigroup Inc. Rates BP Supplement (No.2), the Citigroup Inc. Rates BP Supplement (No.3), the Citigroup Inc. Rates BP Supplement (No.4), the Citigroup Inc. Rates BP Supplement (No.5), the Citigroup Inc. Rates BP Supplement (No.6), the Citigroup Inc. Rates BP Supplement (No.7), the Citigroup Inc. Rates BP Supplement (No.8) and the Citigroup Inc. Rates BP Supplement (No.9), 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 BP Supplement (No.10)**") also constitutes a supplement for the purposes of Article 16 of the Prospectus Directive and is supplemental to, and must be read in

conjunction with, the Rates Base Prospectus dated 15 December 2017 (the "**CGMHI Rates Base Prospectus 2017**"), as supplemented by a CGMHI Rates BP Supplement (No.1) dated 1 February 2018 (the "**CGMHI Rates BP Supplement (No.1)**"), a CGMHI Rates BP Supplement (No.2) dated 24 April 2018 (the "**CGMHI Rates BP Supplement (No.2)**"), a CGMHI Rates BP Supplement (No.3) dated 22 May 2018 (the "**CGMHI Rates BP Supplement (No.3)**"), a CGMHI Rates BP Supplement (No.4) dated 1 August 2018 (the "**CGMHI Rates BP Supplement (No.4)**"), a CGMHI Rates BP Supplement (No.5) dated 20 August 2018 (the "**CGMHI Rates BP Supplement (No.5)**"), a CGMHI Rates BP Supplement (No.6) dated 24 September 2018 (the "**CGMHI Rates BP Supplement (No.6)**"), a CGMHI Rates BP Supplement (No.7) dated 28 September 2018 (the "**CGMHI Rates BP Supplement (No.7)**"), a CGMHI Rates BP Supplement (No.8) dated 25 October 2018 (the "**CGMHI Rates BP Supplement (No.8)**") and a CGMHI Rates BP Supplement (No.9) dated 21 November 2018 (the "**CGMHI Rates BP Supplement (No.9)**"), 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 2017, the CGMHI Rates BP Supplement (No.1), the CGMHI Rates BP Supplement (No.2), the CGMHI Rates BP Supplement (No.3), the CGMHI Rates BP Supplement (No.4), the CGMHI Rates BP Supplement (No.5), the CGMHI Rates BP Supplement (No.6), the CGMHI Rates BP Supplement (No.7), the CGMHI Rates BP Supplement (No.8) and the CGMHI Rates BP Supplement (No.9), together the "**CGMHI Rates Base Prospectus**") with respect to the Programme.

This base prospectus supplement (the "**CGMFL Rates BP Supplement (No.10)**") and, together with the Citigroup Inc. Rates BP Supplement (No.10) and the CGMHI Rates BP Supplement (No.10), the "**Supplement**" and "**Supplement (No.10)**") also constitutes a supplement for the purposes of Article 16 of the Prospectus Directive and is supplemental to, and must be read in conjunction with, the Rates Base Prospectus dated 15 December 2017 (the "**CGMFL Rates Base Prospectus 2017**"), as supplemented by a CGMFL Rates BP Supplement (No.1) dated 1 February 2018 (the "**CGMFL Rates BP Supplement (No.1)**"), a CGMFL Rates BP Supplement (No.2) dated 24 April 2018 (the "**CGMFL Rates BP Supplement (No.2)**"), a CGMFL Rates BP Supplement (No.3) dated 22 May 2018 (the "**CGMFL Rates BP Supplement (No.3)**"), a CGMFL Rates BP Supplement (No.4) dated 1 August 2018 (the "**CGMFL Rates BP Supplement (No.4)**"), a CGMFL Rates BP Supplement (No.5) dated 20 August 2018 (the "**CGMFL Rates BP Supplement (No.5)**"), a CGMFL Rates BP Supplement (No.6) dated 24 September 2018 (the "**CGMFL Rates BP Supplement (No.6)**"), a CGMFL Rates BP Supplement (No.7) dated 28 September 2018 (the "**CGMFL Rates BP Supplement (No.7)**"), a CGMFL Rates BP Supplement (No.8) dated 25 October 2018 (the "**CGMFL Rates BP Supplement (No.8)**") and a CGMFL Rates BP Supplement (No.9) dated 21 November 2018 (the "**CGMFL Rates BP Supplement (No.9)**"), 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 2017, the CGMFL Rates BP Supplement (No.1), the CGMFL Rates BP Supplement (No.2), the CGMFL Rates BP Supplement (No.3), the CGMFL Rates BP Supplement (No.4), the CGMFL Rates BP Supplement (No.5), the CGMFL Rates BP Supplement (No.6), the CGMFL Rates BP Supplement (No.7), the CGMFL Rates BP Supplement (No.8) and the CGMFL Rates BP Supplement (No.9), 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.

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

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

Application has been made to the Irish Stock Exchange plc trading as Euronext Dublin ("**Euronext Dublin**") for the approval of the Citigroup Inc. Rates BP Supplement (No.10), the CGMHI Rates BP Supplement (No.10) and the CGMFL Rates BP Supplement (No.10) as Base Listing Particulars Supplements (the "**Citigroup Inc. Rates BLP Supplement (No.10)**", the "**CGMHI Rates BLP Supplement (No.10)**" and the "**CGMFL Rates BLP Supplement (No.10)**", respectively, and together, the "**BLP 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 BP Supplement (No.10)", the "CGMHI Rates BP Supplement (No.10)" and "CGMFL Rates BP Supplement (No.10)" shall be construed to be to "BLP Supplement", "Citigroup Inc. Rates BLP Supplement (No.10)", the "CGMHI Rates BLP Supplement (No.10)", and "CGMFL Rates BLP Supplement (No.10)", respectively.

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. (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement (excluding the paragraphs set out under the 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 (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement (excluding the paragraphs set out under the 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 (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement (excluding the paragraphs set out under the 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 (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement (excluding the paragraphs set out under the 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 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 the CGMFL Guarantor (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement (excluding the paragraphs set out under the 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.

INFORMATION RELATING TO THE CITIGROUP INC. RATES BASE PROSPECTUS

Amendments to the Terms and Conditions of the Notes

Valuation and Settlement Condition 3.2(a) (*Floating Rate Notes*) and Condition 3.8 (*Definitions*) in the Terms and Conditions of the Notes of the Citigroup Inc Rates Base Prospectus shall be amended as set out in Schedule 1 to this Supplement.

Amendments to the Pro Forma Final Terms

The Pro Forma Final Terms set out in Section F.3 of the Citigroup Inc. Rates Base Prospectus shall be amended as set out in Schedule 2 to this Supplement.

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in Section F.4 of the Citigroup Inc. Rates Base Prospectus shall be amended as set out in Schedule 3 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 inaccuracy relating to information included in the Citigroup Inc. Rates Base Prospectus since the publication of the Citigroup Inc. Rates BP Supplement (No.9).

Copies of the Citigroup Inc. Rates Base Prospectus 2017, the Citigroup Inc. Rates BP Supplement (No.1), the Citigroup Inc. Rates BP Supplement (No.2), the Citigroup Inc. Rates BP Supplement (No.3), the Citigroup Inc. Rates BP Supplement (No.4), the Citigroup Inc. Rates BP Supplement (No.5), the Citigroup Inc. Rates BP Supplement (No.6), the Citigroup Inc. Rates BP Supplement (No.7), the Citigroup Inc. Rates BP Supplement (No.8), the Citigroup Inc. Rates BP Supplement (No.9) and this Supplement will be available for inspection in electronic form, for so long as the Programme remains in effect or any Notes remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference in the Citigroup Inc. Rates Base Prospectus 2017 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 2017 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 2017, the statements in (a) above will prevail.

Withdrawal rights

No non-exempt offers of Notes to the public 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 regulation 52 of the Irish Prospectus Regulations following the publication of the Citigroup Inc. Rates BP Supplement (No.10).

INFORMATION RELATING TO THE CGMHI RATES BASE PROSPECTUS

Amendments to the Terms and Conditions of the Notes

Valuation and Settlement Condition 3.2(a) (*Floating Rate Notes*) and Condition 3.8 (*Definitions*) in the Terms and Conditions of the Notes of the CGMHI Rates Base Prospectus shall be amended as set out in Schedule 1 to this Supplement.

Amendments to the Pro Forma Final Terms

The Pro Forma Final Terms set out in Section F.3 of the CGMHI Rates Base Prospectus shall be amended as set out in Schedule 2 to this Supplement.

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in Section F.4 of the CGMHI Rates Base Prospectus shall be amended as set out in Schedule 3 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 inaccuracy relating to information included in the CGMHI Rates Base Prospectus since the publication of the CGMHI Rates BP Supplement (No.9).

Copies of the CGMHI Rates Base Prospectus 2017, the CGMHI Rates BP Supplement (No.1), the CGMHI Rates BP Supplement (No.2), the CGMHI Rates BP Supplement (No.3), the CGMHI Rates BP Supplement (No.4), the CGMHI Rates BP Supplement (No.5), the CGMHI Rates BP Supplement (No.6), the CGMHI Rates BP Supplement (No.7), the CGMHI Rates BP Supplement (No.8), the CGMHI Rates BP Supplement (No.9) and this Supplement will be available for inspection in electronic form, for so long as the Programme remains in effect or any Notes remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference in the CGMHI Rates Base Prospectus 2017 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 2017 by this Supplement and (b) any statement in the CGMHI Rates Base Prospectus or otherwise incorporated by reference into the CGMHI Rates Base Prospectus 2017, the statements in (a) above will prevail.

Withdrawal rights

No non-exempt offers of Notes to the public 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 regulation 52 of the Irish Prospectus Regulations following the publication of the CGMHI Rates BP Supplement (No.10).

INFORMATION RELATING TO THE CGMFL RATES BASE PROSPECTUS

Amendments to the Terms and Conditions of the Notes

Valuation and Settlement Condition 3.2(a) (*Floating Rate Notes*) and Condition 3.8 (*Definitions*) in the Terms and Conditions of the Notes of the CGMFL Rates Base Prospectus shall be amended as set out in Schedule 1 to this Supplement.

Amendments to the Pro Forma Final Terms

The Pro Forma Final Terms set out in Section F.3 of the CGMFL Rates Base Prospectus shall be amended as set out in Schedule 2 to this Supplement.

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in Section F.4 of the CGMFL Rates Base Prospectus shall be amended as set out in Schedule 3 to this Supplement.

Corporate Authorities

The approval of the CGMFL Rates BP Supplement (No.10) has been authorised pursuant to resolutions of the board of managers of the Corporate Manager of CGMFL on 5 December 2018.

General

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or inaccuracy relating to information included in the CGMFL Rates Base Prospectus since the publication of the CGMFL Rates BP Supplement (No.9).

Copies of the CGMFL Rates Base Prospectus 2017, the CGMFL Rates BP Supplement (No.1), the CGMFL Rates BP Supplement (No.2), the CGMFL Rates BP Supplement (No.3), the CGMFL Rates BP Supplement (No.4), the CGMFL Rates BP Supplement (No.5), the CGMFL Rates BP Supplement (No.6), the CGMFL Rates BP Supplement (No.7), the CGMFL Rates BP Supplement (No.8), the CGMFL Rates BP Supplement (No.9) and this Supplement will be available for inspection in electronic form, for so long as the Programme remains in effect or any Notes remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference in the CGMFL Rates Base Prospectus 2017 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 2017 by this Supplement and (b) any statement in the CGMFL Rates Base Prospectus or otherwise incorporated by reference into the CGMFL Rates Base Prospectus 2017, the statements in (a) above will prevail.

Withdrawal rights

No non-exempt offers of Notes to the public made by CGMFL as Issuer pursuant to the CGMFL Rates Base Prospectus are on-going as of the date hereof, and consequently, no rights of withdrawal arise in accordance with regulation 52 of the Irish Prospectus Regulations following the publication of the CGMFL Rates BP Supplement (No.10).

SCHEDULE 1

AMENDMENTS TO THE TERMS AND CONDITIONS OF THE NOTES

The Terms and Conditions of the Notes set out in Section F (*Terms and Conditions of the Notes of the Base Prospectus*) on pages 278 to 400 are amended as follows:

Interest on Floating Rate Notes and CMS Interest Linked Notes

1. The fourth paragraph of Condition 3.2(a)(A) (*Screen Rate Determination*) in the Valuation and Settlement Schedule on page 369 of the Base Prospectus shall be deleted and replaced by the following:

"If the Reference Rate specified in the applicable Issue Terms is a rate other than LIBOR, EURIBOR, STIBOR, NIBOR, CIBOR, ROBOR, TIBOR, HIBOR, BBSW or BKBM, the Screen Rate (and the relevant Reference Rate) for any Interest Period or any Relevant Day will be determined as provided in the applicable Issue Terms."

2. The definition of "Reference Rate Interbank Market" in the sixth paragraph of Condition 3.2(a)(A) (*Screen Rate Determination*) in the Valuation and Settlement Schedule on page 369 of the Base Prospectus shall be deleted and replaced by the following:

"**Reference Rate Interbank Market**" means (i) the London interbank market (if the Reference Rate is LIBOR), (ii) the Euro-zone interbank market (if the Reference Rate is EURIBOR), (iii) the Stockholm interbank market (if the Reference Rate is STIBOR), (iv) the Oslo interbank market (if the Reference Rate is NIBOR), (v) the Copenhagen interbank market (if the Reference Rate is CIBOR), (vi) the Bucharest interbank market (if the Reference Rate is ROBOR), (vii) the Tokyo interbank market (if the Reference Rate is TIBOR), (viii) the Hong Kong interbank market (if the Reference Rate is HIBOR), (ix) the Sydney interbank market (if the Reference Rate is BBSW), (x) the New Zealand interbank market (if the Reference Rate is BKBM) or (xi) any relevant interbank market as determined by the Calculation Agent (if the Reference Rate specified in the applicable Issue Terms is a rate other than LIBOR, EURIBOR, STIBOR, NIBOR, CIBOR, ROBOR, TIBOR, HIBOR, BBSW or BKBM)."

Definitions

3. The definitions of "Interest Determination Date", "Reference Rate", "Relevant Financial Centre" and "Specified Time" set out in Condition 3.8 (*Definitions*) in the Valuation and Settlement Schedule on pages 376, 379 and 380 of the Base Prospectus shall each be deleted and replaced by the respective definition set out below:

- (i) "**Interest Determination Date**" means if the applicable Issue Terms specify: (i) "Daily Rate Determination" to be applicable, in respect of a Reference Rate for any relevant day, the Interest Determination Date shall be such relevant day, or (ii) "Periodic Rate Determination" to be applicable, in respect of a Reference Rate for any Interest Period, the Interest Determination Date shall be any date specified as such in the applicable Issue Terms, or if the applicable Issue Terms specify " As specified in Valuation and Settlement Condition 3.8":
 - (a) if the Reference Rate is LIBOR (other than Sterling or Euro LIBOR), the second day on which commercial banks are open for business (including dealings in foreign exchange and foreign currency deposits) in London prior to the start of each Interest Period;
 - (b) if the Reference Rate is Sterling LIBOR, the first day of each Interest Period;
 - (c) if the Reference Rate is Euro LIBOR or EURIBOR, the second TARGET Business Day prior to the start of each Interest Period;

- (d) if the Reference Rate is the Stockholm interbank offered rate (STIBOR), the second day on which commercial banks are open for business (including dealings in foreign exchange and foreign currency deposits) in Stockholm prior to the start of each Interest Period;
- (e) if the Reference Rate is the Norwegian interbank offered rate (NIBOR), the second day on which commercial banks are open for business (including dealings in foreign exchange and foreign currency deposits) in Oslo prior to the start of each Interest Period;
- (f) if the Reference Rate is the Copenhagen interbank offered rate (CIBOR), the first day of each Interest Period;
- (g) if the Reference Rate is the Romanian interbank offered rate (ROBOR), the second day on which commercial banks are open for business (including dealings in foreign exchange and foreign currency deposits) in Bucharest prior to the start of each Interest Period;
- (h) if the Reference Rate is the Tokyo interbank offered rate (TIBOR), the second day on which commercial banks are open for business (including dealings in foreign exchange and foreign currency deposits) in Tokyo prior to the start of each Interest Period;
- (i) if the Reference Rate is the Hong Kong interbank offered rate (HIBOR), the first day of each Interest Period;
- (j) if the Reference Rate is the Australian Bank Bill Swap Rate (BBSW), the first day of each Interest Period; or
- (k) if the Reference Rate is the New Zealand Bank Bill reference rate (BKBM), the first day of each Interest Period,

and, where the applicable Issue Terms specify one or more Reference Rates for an Interest Period or a relevant day or different Reference Rates for different Interest Periods or days, the Interest Determination Date will be construed in respect of each Reference Rate for each Interest Period or day.";

- (ii) **"Reference Rate"** means, in respect of any relevant period or day, the rate defined or specified as a "Reference Rate" in the Valuation and Settlement Conditions or the applicable Issue Terms for such period or day, which may include, without limitation, any of the following: (a) where Screen Rate Determination is specified as applicable in the applicable Issue Terms: (i) LIBOR, (ii) EURIBOR, (iii) STIBOR, (iv) NIBOR, (v) CIBOR, (vi) ROBOR, (vii) TIBOR, (viii) HIBOR, (ix) BBSW or (x) BKBM, in each case for the relevant period or day, as specified in the applicable Issue Terms; or (b) a Fixed Interest Rate, a Floating Interest Rate, a CMS Interest Rate, a CMS Reference Rate, in each case for the relevant period or day, as specified in the applicable Issue Terms, and where more than one Reference Rate is specified, "Reference Rate" shall be construed to refer to each rate specified or defined as such in respect of the relevant period or day as specified in the applicable Issue Terms.";
- (iii) **"Relevant Financial Centre"** means, (i) if the applicable Issue Terms specify "As specified in Valuation and Settlement Condition 3.8": (a) London, in the case of a determination of LIBOR, (b) Brussels, in the case of a determination of EURIBOR, (c) Stockholm, in the case of a determination of STIBOR, (d) Oslo, in the case of a determination of NIBOR, (e) Copenhagen, in the case of a determination of CIBOR, (f) Bucharest, in the case of a determination in ROBOR, (g) Tokyo, in the case of a determination of TIBOR and (h) Hong Kong, in the case of a determination of HIBOR, (i) Sydney, in the case of a determination of BBSW and (j) Wellington, in the case of a determination of BKBM, or (ii) such other centre as specified in the applicable Issue Terms."; and
- (iv) **"Specified Time"** means, (i) if the applicable Issue Terms specify "As specified in Valuation and Settlement Condition 3.8", (a) in the case of LIBOR, 11.00 a.m., (b) in the case of EURIBOR, 11.00 a.m., (c) in the case of STIBOR, 11.00 a.m., (d) in the case of NIBOR, 12.00 noon, (e) in the case of CIBOR, 11.00 a.m., (f) in the case of ROBOR, 11.a.m., (g) in the case of TIBOR, 11.00 a.m., (h) in the case of HIBOR, 11.00 a.m., (i) in the case of BBSW, 10.00 a.m. or (j) in the case of BKBM, 11.00 a.m., in each case in the Relevant Financial Centre, or (ii) the time in the place specified as such in the applicable Issue Terms."

SCHEDULE 2

AMENDMENTS TO THE PRO FORMA FINAL TERMS

The Pro Forma Final Terms set out in Section F.3 (*Pro Forma Final Terms*) on pages 401 to 469 of the Base Prospectus is amended as follows:

1. the first sub-paragraph titled "Reference Rate" of item 15(i)(B)(VI) (*Interest Provisions - Screen Rate Determination*) of Part A of the Pro Forma Final Terms set out on page 412 of the Base Prospectus shall be deleted and replaced by the following:

" • Reference Rate: [insert currency] [EURIBOR / LIBOR / STIBOR / NIBOR / CIBOR / ROBOR / TIBOR / HIBOR] [BBSW (being the Sydney average mid rate for AUD bills of exchange)] [BKBM (being the Wellington rate for New Zealand Dollar bills of exchange)]

[As set out in the Reference Rate Table] (*specify the Reference Rate (and other details of such Reference Rate) which applies to each Interest Period ending on an Interest Period End Date by inserting a Reference Rate Table, the form of which is in Drafting Notes Schedule 1*)

(NB: ROBOR can only be specified for Notes with a minimum Specified Denomination of EUR100,000 (or equivalent))";

2. the first sub-paragraph of paragraph 6 (*Historical Information Concerning the Underlying*) of Part B of the Pro Forma Final Terms set out on page 452 of the Base Prospectus shall be deleted and replaced by the following:

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

3. the Reference Rate Table contained in the Pro Forma Final Terms Drafting Notes Schedule 1 set out on page 459 of the Base Prospectus shall be deleted and replaced by the following:

"(Insert the table below into paragraph 15(i)(B) (*Floating Rate Note Provisions*) of the Pro Forma Final Terms if more than one Floating Interest Rate and Screen Rate Determination is applicable, as required)

[Reference Rate Table]				
Interest Period End Date(s)	Reference Rate	Page	[Relevant Financial Centre] ¹ [Interest Determination Date(s)] ²	[Reference Banks] ³ [Specified Time] ⁴
[Interest Payment Date(s) / [●] in each year [adjusted in accordance with [specify Business Day Convention]/not	[●] month [(the "Designated Maturity") (include where Linear Interpolation is applicable)] [insert currency] [EURIBOR / LIBOR / STIBOR	[●]	[●]	[●]";

¹ Insert if not specified in the Valuation and Settlement Conditions.

² Insert if not specified in the Valuation and Settlement Conditions.

³ Insert if Reference Rate is other than LIBOR, EURIBOR, BBSW or BKBM.

⁴ Insert if not specified in the Valuation and Settlement Conditions.

adjusted]] (See General Condition 6(g) (<i>Business Day Convention</i>))	/ NIBOR / CIBOR / ROBOR / TIBOR / HIBOR] [BBSW (being the Sydney average mid rate for AUD bills of exchange)] [BKBM (being the Wellington rate for New Zealand Dollar bills of exchange)]			
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4. the sub-paragraph titled "Reference Rate" in the Pro Forma Final Terms Drafting Notes Schedule 2 of the Pro Forma Final Terms set out on page 464 of the Base Prospectus shall be deleted and replaced by the following:

" • [Reference Rate: [insert currency] [EURIBOR / LIBOR / STIBOR / NIBOR / CIBOR / ROBOR / TIBOR / HIBOR] [BBSW (being the Sydney average mid rate for AUD bills of exchange)] [BKBM (being the Wellington rate for New Zealand Dollar bills of exchange)] (*if more than one interest rate, specify Interest Period End Dates to which each interest rate applies by inserting a Reference Rate Table, the form of which is set out in Drafting Notes Schedule 1*)

(NB: ROBOR can only be specified for Notes with a minimum Specified Denomination of EUR100,000 (or equivalent))"; and

5. the "Schedule to Final Terms" of the Pro Forma Final Terms set out on pages 467 and 468 of the Base Prospectus shall be deleted and replaced by the following:

"[SCHEDULE TO FINAL TERMS]

(Insert as a Schedule to the Final Terms as required)

(Insert if Reference Observation (or if Dual Reference Observation is applicable, Reference Observation 1 and Reference Observation 2) is different for each Interest Period)				
[Reference Observation Table]				
Reference Observation [1] [2]*				
Reference Rate [One[s]] (repeat as required if more than one Reference Rate One)				
Interest Period End Date(s)	Specified Fixed Rate/Reference Rate/Floating Rate Option/Relevant Swap Rate	[Page]	[Relevant Financial Centre] ⁵ [Reset Date] [Interest Determination Date(s)] ⁶	[Reference Banks] ⁷ [Specified Time/Relevant Time] ⁸
[Interest Payment Date(s) / [●] in each year [adjusted in	[Specified Fixed Rate: [●] % per annum]	[●]	[●]	[●]

⁵ Insert if not specified in the Valuation and Settlement Conditions.

⁶ Insert if not specified in the Valuation and Settlement Conditions.

⁷ Insert if Reference Rate is other than LIBOR, EURIBOR, BBSW or BKBM.

⁸ Insert if not specified in the Valuation and Settlement Conditions.

accordance with [specify Business Day Convention]/not adjusted] (See General Condition 6(g) (Business Day Convention))	[Reference Rate: [●] month[s] [(the Designated Maturity) (include where Linear Interpolation is applicable)] [insert currency] [EURIBOR / LIBOR / STIBOR / NIBOR / CIBOR / ROBOR / TIBOR / HIBOR] [BBSW (being the Sydney average mid rate for AUD bills of exchange)] [BKBM (being the Wellington rate for New Zealand Dollar bills of exchange)]] [Floating Rate Option: [●]] month[s] (the Designated Maturity) [●]] [Relevant Swap Rate: [month[s]/year[s]] (the Designated Maturity) [EUR/GBP/USD/Mid-Market] Swap Rate Reference Currency: [●]]			
	[Reference Rate Ones]			
	Specified Fixed Rate/Reference Rate/Floating Rate Option/Relevant Swap Rate	[Page]	[Relevant Financial Centre] ⁹ [Reset Date] [Interest Determination Date(s)] ¹⁰	[Reference Banks] ¹¹ [Specified Time/Relevant Time] ¹²
	[Reference Rate Two[s]] <i>(repeat as required if more than one Reference Rate Two)</i>			
	Specified Fixed Rate/Reference Rate/Floating Rate Option/Relevant Swap Rate	[Page]	[Relevant Financial Centre] ¹³ [Reset Date] [Interest Determination Date(s)] ¹⁴	[Reference Banks] ¹⁵ [Specified Time/Relevant Time] ¹⁶

⁹ Insert if not specified in the Valuation and Settlement Conditions.

¹⁰ Insert if not specified in the Valuation and Settlement Conditions.

¹¹ Insert if Reference Rate is other than LIBOR, EURIBOR, BBSW or BKBM.

¹² Insert if not specified in the Valuation and Settlement Conditions.

¹³ Insert if not specified in the Valuation and Settlement Conditions.

¹⁴ Insert if not specified in the Valuation and Settlement Conditions.

¹⁵ Insert if Reference Rate is other than LIBOR, EURIBOR, BBSW or BKBM.

¹⁶ Insert if not specified in the Valuation and Settlement Conditions.

	[Reference Rate Two[s]]			
	Specified Fixed Rate/Reference Rate/Floating Rate Option/Relevant Swap Rate	[Page]	[Relevant Financial Centre] ¹⁷ [Reset Date] [Interest Determination Date(s)] ¹⁸	[Reference Banks] ¹⁹ [Specified Time/Relevant Time] ²⁰

** Insert additional columns for Reference Observation 2 if different for each Interest Period".*

¹⁷ Insert if not specified in the Valuation and Settlement Conditions.

¹⁸ Insert if not specified in the Valuation and Settlement Conditions.

¹⁹ Insert if Reference Rate is other than LIBOR, EURIBOR, BBSW or BKBM.

²⁰ Insert if not specified in the Valuation and Settlement Conditions.

SCHEDULE 3

AMENDMENTS TO THE PRO FORMA PRICING SUPPLEMENT

The Pro Forma Pricing Supplement Terms set out in Section F.4 (*Pro Forma Pricing Supplement*) on pages 470 to 535 of the Base Prospectus is amended as follows:

1. the first sub-paragraph titled "Reference Rate" of item 15(i)(B)(VI) (*Interest Provisions - Screen Rate Determination*) of Part A of the Pro Forma Pricing Supplement on page 481 of the Base Prospectus shall be deleted and replaced by the following:

" • Reference Rate: [insert currency] [EURIBOR / LIBOR / STIBOR / NIBOR / CIBOR / ROBOR / TIBOR / HIBOR] [BBSW (being the Sydney average mid rate for AUD bills of exchange)] [BKBM (being the Wellington rate for New Zealand Dollar bills of exchange)]

[As set out in the Reference Rate Table] (*specify the Reference Rate (and other details of such Reference Rate) which applies to each Interest Period ending on an Interest Period End Date by inserting a Reference Rate Table, the form of which is in Drafting Notes Schedule 1*)";

2. the Reference Rate Table contained in the Pro Forma Pricing Supplement Drafting Notes Schedule 1 set out on page 525 of the Base Prospectus shall be deleted and replaced by the following:

"(Insert the table below into paragraph 15(i)(B) (Floating Rate Note Provisions) of the Pro Forma Pricing Supplement if more than one Floating Interest Rate and Screen Rate Determination is applicable, as required)

[Reference Rate Table]				
Interest Period End Date(s)	Reference Rate	Page	[Relevant Financial Centre]²¹ [Interest Determination Date(s)]²²	[Reference Banks]²³ [Specified Time]²⁴
[Interest Payment Date(s) / [●] in each year [adjusted in accordance with [specify Business Day Convention]/not adjusted]] (See General Condition 6(g) (<i>Business Day Convention</i>))	[●] month [(the " Designated Maturity ") (<i>include where Linear Interpolation is applicable</i>)] [insert currency] [EURIBOR / LIBOR / STIBOR / NIBOR / CIBOR / ROBOR / TIBOR / HIBOR] [BBSW (being the Sydney average mid rate for AUD bills of exchange)] [BKBM (being the Wellington rate for New Zealand Dollar bills of exchange)]	[●]	[●]	[●]";

²¹ Insert if not specified in the Valuation and Settlement Conditions.

²² Insert if not specified in the Valuation and Settlement Conditions.

²³ Insert if Reference Rate is other than LIBOR, EURIBOR, BBSW or BKBM.

²⁴ Insert if not specified in the Valuation and Settlement Conditions.

3. the sub-paragraph titled "Reference Rate" in the Pro Forma Pricing Supplement Drafting Notes Schedule 2 of the Pro Forma Pricing Supplement set out on page 530 of the Base Prospectus shall be deleted and replaced by the following:

• Reference Rate: *[insert currency]* [EURIBOR / LIBOR / STIBOR / NIBOR / CIBOR / ROBOR / TIBOR / HIBOR] [BBSW (being the Sydney average mid rate for AUD bills of exchange)] [BKBM (being the Wellington rate for New Zealand Dollar bills of exchange)] *(if more than one interest rate, specify Interest Period End Dates to which each interest rate applies by inserting a Reference Rate Table, the form of which is set out in Drafting Notes Schedule 1)*"; and

4. the "Schedule to Pricing Supplement" of the Pro Forma Pricing Supplement set out on pages 534 and 535 of the Base Prospectus shall be deleted and replaced by the following:

"[SCHEDULE TO PRICING SUPPLEMENT]

(Insert as a Schedule to the Pricing Supplement as required)

<i>(Insert if Reference Observation (or if Dual Reference Observation is applicable, Reference Observation 1 and Reference Observation 2) is different for each Interest Period)</i>				
[Reference Observation Table]				
Reference Observation [1] [2]*				
Reference Rate [One[s]] <i>(repeat as required if more than one Reference Rate One)</i>				
Interest Period End Date(s)	Specified Fixed Rate/Reference Rate/Floating Rate Option/Relevant Swap Rate	[Page]	[Relevant Financial Centre] ²⁵ [Reset Date] [Interest Determination Date(s)] ²⁶	[Reference Banks] ²⁷ [Specified Time/Relevant Time] ²⁸
[Interest Payment Date(s) / [●] in each year [adjusted in accordance with [<i>specify Business Day Convention</i>]/not adjusted]] (See General Condition 6(g) (<i>Business Day Convention</i>))	[Specified Fixed Rate: [●] % per annum] [Reference Rate: [●] month[s] [(the Designated Maturity) (<i>include where Linear Interpolation is applicable</i>)] [<i>insert currency</i>] [EURIBOR / LIBOR / STIBOR / NIBOR / CIBOR / ROBOR / TIBOR / HIBOR] [BBSW (being the Sydney average mid rate for AUD bills of exchange)] [BKBM (being	[●]	[●]	[●]

²⁵ Insert if not specified in the Valuation and Settlement Conditions.

²⁶ Insert if not specified in the Valuation and Settlement Conditions.

²⁷ Insert if Reference Rate is other than LIBOR, EURIBOR, BBSW or BKBM.

²⁸ Insert if not specified in the Valuation and Settlement Conditions.

	<p>the Wellington rate for New Zealand Dollar bills of exchange)]</p> <p>[Floating Rate Option: [●]] month[s] (the Designated Maturity) [●]]</p> <p>[Relevant Swap Rate: [month[s]/year[s]] (the Designated Maturity) [EUR/GBP/USD/Mid-Market] Swap Rate</p> <p>Reference Currency: [●]]</p>			
	[Reference Rate Ones]			
	Specified Fixed Rate/Reference Rate/Floating Rate Option/Relevant Swap Rate	[Page]	[Relevant Financial Centre] ²⁹ [Reset Date] [Interest Determination Date(s)] ³⁰	[Reference Banks] ³¹ [Specified Time/Relevant Time] ³²
	[Reference Rate Two[s]] <i>(repeat as required if more than one Reference Rate Two)</i>			
	Specified Fixed Rate/Reference Rate/Floating Rate Option/Relevant Swap Rate	[Page]	[Relevant Financial Centre] ³³ [Reset Date] [Interest Determination Date(s)] ³⁴	[Reference Banks] ³⁵ [Specified Time/Relevant Time] ³⁶
	[Reference Rate Two[s]]			
	Specified Fixed Rate/Reference Rate/Floating Rate Option/Relevant Swap Rate	[Page]	[Relevant Financial Centre] ³⁷ [Reset Date] [Interest Determination Date(s)] ³⁸	[Reference Banks] ³⁹ [Specified Time/Relevant Time] ⁴⁰

²⁹ Insert if not specified in the Valuation and Settlement Conditions.

³⁰ Insert if not specified in the Valuation and Settlement Conditions.

³¹ Insert if Reference Rate is other than LIBOR, EURIBOR, BBSW or BKBM.

³² Insert if not specified in the Valuation and Settlement Conditions.

³³ Insert if not specified in the Valuation and Settlement Conditions.

³⁴ Insert if not specified in the Valuation and Settlement Conditions.

³⁵ Insert if Reference Rate is other than LIBOR, EURIBOR, BBSW or BKBM.

³⁶ Insert if not specified in the Valuation and Settlement Conditions.

³⁷ Insert if not specified in the Valuation and Settlement Conditions.

³⁸ Insert if not specified in the Valuation and Settlement Conditions.

** Insert additional columns for Reference Observation 2 if different for each Interest Period".*

³⁹ Insert if Reference Rate is other than LIBOR, EURIBOR, BBSW or BKBM.

⁴⁰ Insert if not specified in the Valuation and Settlement Conditions.