

CITIGROUP INC. RATES BASE PROSPECTUS SUPPLEMENT (No.7) dated 30 April 2024;
CGMHI RATES BASE PROSPECTUS SUPPLEMENT (No.8) dated 30 April 2024;
CGMFL RATES BASE PROSPECTUS SUPPLEMENT (No.8) dated 30 April 2024



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

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)

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

This base prospectus supplement ("**Citigroup Inc. Rates Base Prospectus Supplement (No.7)**") constitutes a supplement for the purposes of Article 23 of Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**") and is supplemental to, and must be read in conjunction with, the Rates Base Prospectus dated 7 July 2023 ("**Citigroup Inc. Rates Base Prospectus 2023**"), as supplemented by a Citigroup Inc. Rates Base Prospectus Supplement (No.1) dated 1 August 2023 (the "**Citigroup Inc. Rates Base Prospectus Supplement (No.1)**"), a Citigroup Inc. Rates Base Prospectus Supplement (No.2) dated 22 August 2023 (the "**Citigroup Inc. Rates Base Prospectus Supplement (No.2)**"), a Citigroup Inc. Rates Base Prospectus (Supplement No.3) dated 31 October 2023 (the "**Citigroup Inc. Rates Base Prospectus Supplement (No.3)**"), a Citigroup Inc. Rates Base Prospectus (Supplement No.4) dated 23 November 2023 (the "**Citigroup Inc. Rates Base Prospectus Supplement (No.4)**"), a Citigroup Inc. Rates Base Prospectus (Supplement No.5) dated 30 January 2024 (the "**Citigroup Inc. Rates Base Prospectus Supplement (No.5)**") and a Citigroup Inc. Rates Base Prospectus (Supplement No.6) dated 13 March 2024 (the "**Citigroup Inc. Rates Base Prospectus Supplement (No.6)**") in each case, prepared by Citigroup Inc. (the Citigroup Inc. Rates Base Prospectus 2023, the Citigroup Inc. Rates Base Prospectus Supplement (No.1), the Citigroup Inc. Rates Base Prospectus Supplement (No.2), the Citigroup Inc. Rates Base Prospectus Supplement (No.3), the Citigroup Inc. Rates Base Prospectus Supplement (No.4), the Citigroup Inc. Rates Base Prospectus Supplement (No.5) and the Citigroup Inc.

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

CGMHI Rates Base Prospectus Supplement (No.8)

This base prospectus supplement ("**CGMHI Rates Base Prospectus Supplement (No.8)**") also constitutes a supplement for the purposes of Article 23 of the EU Prospectus Regulation and is supplemental to, and must be read in conjunction with, the Rates Base Prospectus dated 7 July 2023 (the "**CGMHI Rates Base Prospectus 2023**"), as supplemented by a CGMHI Rates Base Prospectus Supplement (No.1) dated 1 August 2023 (the "**CGMHI Rates Base Prospectus Supplement (No.1)**"), a CGMHI Rates Base Prospectus Supplement (No.2) dated 22 August 2023 (the "**CGMHI Rates Base Prospectus Supplement (No.2)**"), a CGMHI Rates Base Prospectus Supplement (No.3) dated 12 September 2023 (the "**CGMHI Rates Base Prospectus Supplement (No.3)**"), a CGMHI Rates Base Prospectus Supplement (No.4) dated 31 October 2023 (the "**CGMHI Rates Base Prospectus Supplement (No.4)**"), a CGMHI Rates Base Prospectus Supplement (No.5) dated 23 November 2023 (the "**CGMHI Rates Base Prospectus Supplement (No.5)**"), a CGMHI Rates Base Prospectus Supplement (No.6) dated 30 January 2024 (the "**CGMHI Rates Base Prospectus Supplement (No.6)**") and a CGMHI Rates Base Prospectus Supplement (No.7) dated 13 March 2024 (the "**CGMHI Rates Base Prospectus Supplement (No.7)**"), in each case, prepared by Citigroup Global Markets Holdings Inc. ("**CGMHI**") and Citigroup Inc. in its capacity as the CGMHI Guarantor (the CGMHI Rates Base Prospectus 2023, the CGMHI Rates Base Prospectus Supplement (No.1), the CGMHI Rates Base Prospectus Supplement (No.2), the CGMHI Rates Base Prospectus Supplement (No.3), the CGMHI Rates Base Prospectus Supplement (No.4), the CGMHI Rates Base Prospectus Supplement (No.5), the CGMHI Rates Base Prospectus Supplement (No.6) and the CGMHI Rates Base Prospectus Supplement (No.7), together the "**CGMHI Rates Base Prospectus**"), with respect to the Programme.

CGMFL Rates Base Prospectus Supplement (No.8)

This base prospectus supplement ("**CGMFL Rates Base Prospectus Supplement (No.8)**") and, together with the Citigroup Inc. Rates Base Prospectus Supplement (No.6) and the CGMHI Rates Base Prospectus Supplement (No.7), the "**Supplement**") also constitutes a supplement for the purposes of Article 23 of the EU Prospectus Regulation and is supplemental to, and must be read in conjunction with, the Rates Base Prospectus dated 7 July 2023 (the "**CGMFL Rates Base Prospectus 2023**"), as supplemented by a CGMFL Rates Base Prospectus Supplement (No.1) dated 1 August 2023 (the "**CGMFL Rates Base Prospectus Supplement (No.1)**"), a CGMFL Rates Base Prospectus Supplement (No.2) dated 22 August 2023 (the "**CGMFL Rates Base Prospectus Supplement (No.2)**"), a CGMFL Rates Base Prospectus Supplement (No.3) dated 17 October 2023 (the "**CGMFL Rates Base Prospectus Supplement (No.3)**"), a CGMFL Rates Base Prospectus Supplement (No.4) dated 31 October 2023 (the "**CGMFL Rates Base Prospectus Supplement (No.4)**"), a CGMFL Rates Base Prospectus Supplement (No.5) dated 23 November 2023 (the "**CGMFL Rates Base Prospectus Supplement (No.5)**"), a CGMFL Rates Base Prospectus Supplement (No.6) dated 30 January 2024 (the "**CGMFL Rates Base Prospectus Supplement (No.6)**") and a CGMFL Rates Base Prospectus Supplement (No.7) dated 13 March 2024 (the "**CGMFL Rates Base Prospectus Supplement (No.7)**") in each case, prepared by Citigroup Global Markets Funding Luxembourg S.C.A. ("**CGMFL**") and Citigroup Global Markets Limited in its capacity as the CGMFL Guarantor (the CGMFL Rates Base Prospectus 2023, the CGMFL Rates Base Prospectus Supplement (No.1), the CGMFL Rates Base Prospectus Supplement (No.2), the CGMFL Rates Base Prospectus Supplement (No.3), the CGMFL Rates Base Prospectus Supplement (No.4), the CGMFL Rates Base Prospectus Supplement (No.5), the CGMFL Rates Base Prospectus Supplement (No.6) and the CGMFL Rates Base Prospectus Supplement (No.7), together the "**CGMFL Rates Base Prospectus**" and, together with the Citigroup Inc. Rates Base Prospectus and the CGMHI Rates Base Prospectus, the "**Base Prospectus**"), with respect to the Programme.

Approvals

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

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

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 Rates Base Prospectus*" and "*Information relating to the CGMFL Rates 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. Rates Base Prospectus*" and "*Information relating to the CGMFL Rates 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. Rates Base Prospectus*" and "*Information relating to the CGMFL Rates 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. Rates Base Prospectus*" and "*Information relating to the CGMHI Rates 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 (i) the paragraphs set out under the headings "*Information relating to the*

Citigroup Inc. Rates Base Prospectus" and *"Information relating to the CGMHI Rates Base Prospectus"* below, and (ii) the information set out in Schedule 1 hereto (*Alternative Performance Measures (Citigroup Inc. 2024 Q1 Form 8-K)*) (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.

INFORMATION RELATING TO THE CITIGROUP INC. RATES BASE PROSPECTUS

Publication of the 2024 Q1 Form 8-K of Citigroup Inc. on 12 April 2024

On 12 April 2024, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 2024 Q1 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 31 March 2024. A copy of the Citigroup Inc. 2024 Q1 Form 8-K has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* and has been published on the website of Euronext Dublin (<https://ise-prod-nr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202404/6e109668-16e3-40a8-86e7-9130e96cf2b8.pdf>). Citigroup Inc. is an Issuer under the Programme. By virtue of this Supplement, the Citigroup Inc. 2024 Q1 Form 8-K is incorporated by reference in, and forms part of, the Citigroup Inc. Rates Base Prospectus.

The following information appears on the page(s) (page number references are to the PDF document) of the Citigroup Inc. 2024 Q1 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 12 April 2024, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-17
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 March 2024.	Exhibit Number 99.2 on pages 18-40

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2024 Q1 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Amendments to the Valuation and Settlement Schedule

The section of the Citigroup Inc. Rates Base Prospectus entitled "*Valuation and Settlement Schedule*" shall be amended as set out in Schedule 1 to this Supplement.

General

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

Copies of the Citigroup Inc. Rates Base Prospectus 2023, the Citigroup Inc. Rates Base Prospectus Supplement (No.1), the Citigroup Inc. Rates Base Prospectus Supplement (No.2), the Citigroup Inc. Rates Base Prospectus Supplement (No.3), the Citigroup Inc. Rates Base Prospectus Supplement (No.4), the Citigroup Inc. Rates Base Prospectus Supplement (No.5), the Citigroup Inc. Rates Base Prospectus Supplement (No.6) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Notes remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference in the Citigroup Inc. Rates Base Prospectus 2023 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 2023 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 2023, 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. Rates 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 two 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 3 May 2024.

INFORMATION RELATING TO THE CGMHI RATES BASE PROSPECTUS

Publication of the 2024 Q1 Form 8-K of Citigroup Inc. on 12 April 2024

On 12 April 2024, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 2024 Q1 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 31 March 2024. A copy of the Citigroup Inc. 2024 Q1 Form 8-K has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* and has been published on the website of Euronext Dublin (<https://ise-prod-nr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202404/6e109668-16e3-40a8-86e7-9130e96cf2b8.pdf>). Citigroup Inc. is CGMHI Guarantor under the Programme. By virtue of this Supplement, the Citigroup Inc. 2024 Q1 Form 8-K is incorporated by reference in, and forms part of, the CGMHI Rates Base Prospectus.

The following information appears on the page(s) (page number references are to the PDF document) of the Citigroup Inc. 2024 Q1 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 12 April 2024, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-17
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 March 2024.	Exhibit Number 99.2 on pages 18-40

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2024 Q1 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Amendments to the Valuation and Settlement Schedule

The section of the CGMHI Rates Base Prospectus entitled "*Valuation and Settlement Schedule*" shall be amended as set out in Schedule 1 to this Supplement.

General

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

Copies of the CGMHI Rates Base Prospectus 2023, the CGMHI Rates Base Prospectus Supplement (No.1), the CGMHI Rates Base Prospectus Supplement (No.2), the CGMHI Rates Base Prospectus Supplement (No.3), the CGMHI Rates Base Prospectus Supplement (No.4), the CGMHI Rates Base Prospectus Supplement (No.5), the CGMHI Rates Base Prospectus Supplement (No.6), the CGMHI Rates Base Prospectus Supplement (No.7) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Notes remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference in the CGMHI Rates Base Prospectus 2023 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 2023 by this Supplement and (b) any statement in the CGMHI Rates Base Prospectus or otherwise incorporated by reference into the CGMHI Rates Base Prospectus 2023, 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 Rates 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 two 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 3 May 2024.

INFORMATION RELATING TO THE CGMFL RATES BASE PROSPECTUS

Publication of the 2024 Q1 Form 8-K of Citigroup Inc. on 12 April 2024

On 12 April 2024, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 2024 Q1 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 31 March 2024. A copy of the Citigroup Inc. 2024 Q1 Form 8-K has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202404/6e109668-16e3-40a8-86e7-9130e96cf2b8.pdf>). Citigroup Inc. is the indirect parent company of CGMFL. By virtue of this Supplement, the Citigroup Inc. 2024 Q1 Form 8-K is incorporated by reference in, and forms part of, the CGMFL Rates Base Prospectus.

The following information appears on the page(s) (page number references are to the PDF document) of the Citigroup Inc. 2024 Q1 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 12 April 2024, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-17
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 March 2024.	Exhibit Number 99.2 on pages 18-40

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2024 Q1 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Amendments to the Valuation and Settlement Schedule

The section of the CGMFL Rates Base Prospectus entitled "*Valuation and Settlement Schedule*" shall be amended as set out in Schedule 1 to this Supplement.

General

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

Copies of the CGMFL Rates Base Prospectus 2023, the CGMFL Rates Base Prospectus Supplement (No.1), the CGMFL Rates Base Prospectus Supplement (No.2), the CGMFL Rates Base Prospectus Supplement (No.3), the CGMFL Rates Base Prospectus Supplement (No.4), the CGMFL Rates Base Prospectus Supplement (No.5), the CGMFL Rates Base Prospectus Supplement (No.6), the CGMFL Rates Base Prospectus Supplement (No.7) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Notes remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference in the CGMFL Rates Base Prospectus 2023 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 2023 by this Supplement and (b) any statement in the CGMFL Rates Base Prospectus or otherwise incorporated by reference into the CGMFL Rates Base Prospectus 2023, 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 Rates 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 two 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 3 May 2024.

SCHEDULE 1

AMENDMENTS TO THE VALUATION AND SETTLEMENT SCHEDULE

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

- (i) Valuation and Settlement Condition 5(b)(i) (*Floating Rate Notes*) on page 842 of the Base Prospectus shall be amended by updating and supplementing the sentence beginning "If an Interest Rate or a Reference Rate for any period..." so that it states:

"If an Interest Rate or a Reference Rate for any period or any relevant day is specified in any other Valuation and Settlement Condition or in the applicable Issue Terms to be a "Floating Interest Rate", the relevant Interest Rate or Reference Rate will be determined in accordance with the provisions set out in Valuation and Settlement Condition 5(b)(i)(1) to 5(b)(i)(8), as applicable."

- (ii) Valuation and Settlement Condition 5(b)(i)(3)(I) (*Floating Rate Notes – SONIA Floating Rate Determination – Compounded Daily SONIA – Non-Index Determination*) on page 851 of the Base Prospectus shall be amended by updating and supplementing the sentence beginning ""SONIA_i", in respect of any London Banking Day "i", in the relevant Observation Period, means" so that it states:

"SONIA_i" means, in respect of any London Banking Day "i" in the relevant Observation Period and subject as provided in Valuation and Settlement Condition 5(b)(i)(8) (*Corrections in respect of compounded rates and indices*), a reference rate equal to the daily Sterling Overnight Index Average (SONIA) rate (the "SONIA rate") for such London Banking Day as provided by the administrator of SONIA to authorised distributors and as then published on the relevant Page or, if such Page is unavailable, as otherwise published by such authorised distributors (on the London Banking Day immediately following such London Banking Day)."

- (iii) Valuation and Settlement Condition 5(b)(i)(3)(II) (*Floating Rate Notes – SONIA Floating Rate Determination – Compounded Daily SONIA – Index Determination*) on pages 851-852 of the Base Prospectus shall be amended by updating and supplementing the sentence beginning "Where SONIA Floating Rate Determination is specified in the applicable Issue Terms..." so that it states:

"Where SONIA Floating Rate Determination is specified in the applicable Issue Terms as the manner in which the Floating Interest Rate is to be determined and Index Determination is specified as being applicable in the applicable Issue Terms, the Floating Interest Rate for the relevant Interest Period will, subject as provided below, be calculated by reference to the screen rate or index administered by the administrator of the Sterling Overnight Index Average reference rate that is published or displayed by such administrator or other information service from time to time at the relevant time on the relevant determination dates specified below (subject as provided in Valuation and Settlement Condition 5(b)(i)(8) (*Corrections in respect of compounded rates and indices*), the "SONIA Compounded Index") and the following formula (the "SONIA Index Floating Rate"). Such Floating Interest Rate will be plus or minus (if any is specified in the applicable Issue Terms in relation to such SONIA Index Floating Rate) the Margin (if any) and multiplied by the Interest Participation Rate (if any is specified in the applicable Issue Terms in relation to such SONIA Index Floating Rate):"

- (iv) Valuation and Settlement Condition 5(b)(i)(3)(III) (*Floating Rate Notes – SONIA Floating Rate Determination – Non-Availability*) on page 852 of the Base Prospectus shall be amended by updating and supplementing the sentence beginning "Subject as provided in Valuation and Settlement Condition 24 (*Hierarchy Provisions and Adjustments*)..." so that it states:

"Subject as provided in Valuation and Settlement Condition 24 (*Hierarchy Provisions and Adjustments*) and save where Index Determination applies, the following provisions (the "**SFRD (Non-Index) Fallback Provisions**") will apply if, in respect of any London Banking Day, the Calculation Agent determines that the SONIA rate is not available on the relevant Page or has not otherwise been published by the relevant authorised distributors. In such circumstances, the Calculation Agent will determine such SONIA rate as being: (i)(A) the Bank of England's Bank Rate (the "**Bank Rate**") prevailing at close of business on such day; plus (B) the mean of the spread of the SONIA rate to the Bank Rate over the previous five days on which a SONIA rate has been published, excluding the highest spread (or, if there is more than one highest spread, one only of those spreads) and the lowest spread (or, if there is more than one lowest spread, one only of those spreads) to the Bank Rate, or (ii) if the Bank Rate is not published by the Bank of England at close of business on such day, the SONIA rate published on the relevant Page (or otherwise published by the relevant authorised distributors) for the first preceding London Banking Day on which the SONIA rate was published on such Page (or otherwise published by the relevant authorised distributors)."

- (v) Valuation and Settlement Condition 5(b)(i)(3)(IV) (*Floating Rate Notes – SONIA Floating Rate Determination – Amendments to SONIA Methodology*) on page 853 of the Base Prospectus shall be amended so that it states:

"In the event that the administrator of SONIA amends the methodology of SONIA (including, without limitation, amendments to the time of publication of the relevant rate), the Calculation Agent or Determination Agent (as applicable) may but shall not be required to make any related or consequential changes to the Conditions not otherwise provided for in this Condition (including, without limitation, any technical, administrative or operational changes, changes to timing and frequency of determining rates and making payments of interest) that the Calculation Agent or Determination Agent (as applicable) determines to be appropriate in a manner substantially consistent with market practice (or, if the Calculation Agent or Determination Agent (as applicable) decides that adoption of any portion of such market practice is not administratively feasible or if the Calculation Agent or Determination Agent (as applicable) determines that no appropriate market practice exists, in such other manner as the Calculation Agent or Determination Agent (as applicable) determines is reasonably necessary)."

- (vi) Valuation and Settlement Condition 5(b)(i)(4)(I) (*Floating Rate Notes – SOFR Floating Rate Determination – Compounded Daily SOFR – Non-Index Determination*) on page 855 of the Base Prospectus shall be amended by updating and supplementing the sentence beginning "**SOFR Reference Rate**", in respect of any U.S. Government Securities Business Day ("**USBDx**")..." so that it states:

"**SOFR Reference Rate**", in respect of any U.S. Government Securities Business Day ("**USBDx**") and subject as provided in Valuation and Settlement Condition 5(b)(i)(8) (*Corrections in respect of compounded rates and indices*), is a reference rate equal to the daily secured overnight financing ("**SOFR**") rate for such USBDx as provided by the Federal Reserve Bank of New York, as the administrator of such rate (or any successor administrator of such rate) on the website of the Federal Reserve Bank of New York at <http://www.newyorkfed.org>, or any successor website or the website of any successor administrator for the publication of such rate (the "**New York Federal Reserve's Website**") (in each case, on or about 8:00 a.m., New York City time, on the U.S. Government Securities Business Day immediately following such USBDx) or if the New York Federal Reserve's Website is unavailable as otherwise published by or on behalf of the relevant administrator PROVIDED THAT, where a Daily Capped Rate and/or a Daily Floored Rate is specified in the applicable Issue Terms in respect of an Interest Period, such SOFR Reference Rate shall be the lesser of such rate and the relevant Daily Capped Rate and/or the greater of such rate and the relevant Daily Floored Rate, as applicable; and".

- (vii) Valuation and Settlement Condition 5(b)(i)(4)(II) (*Floating Rate Notes – SOFR Floating Rate Determination – Compounded Daily SOFR – Index Determination*) on page 856 of the Base Prospectus shall be amended by updating and supplementing the sentence beginning **""SOFR Index"** means..." so that it states:

""SOFR Index" means, in respect of any U.S. Government Securities Business Day and subject as provided in Valuation and Settlement Condition 5(b)(i)(8) (*Corrections in respect of compounded rates and indices*), the SOFR Index value as published by the Federal Reserve Bank of New York, as the administrator of such index (or any successor administrator of such index) as such index appears on the website of the Federal Reserve Bank of New York at <http://www.newyorkfed.org>, or any successor website or the website of any successor administrator for the publication of such index at 3:00 pm New York City time;"

- (viii) Valuation and Settlement Condition 5(b)(i)(5)(I) (*Floating Rate Notes – €STR Floating Rate Determination – Compounded Daily €STR*) on page 858 of the Base Prospectus shall be amended by updating and supplementing the sentence beginning **""Compounded Daily €STR"** means..." so that it states:

""Compounded Daily €STR" means, in respect of an Interest Period, the rate of return of a daily compound interest investment (with the euro short-term rate as the reference rate for the calculation of interest) calculated by the Calculation Agent in respect of the relevant Interest Determination Date as follows (and the resulting percentage will be rounded, if necessary, to the nearest one ten-thousandth of a percentage point, with 0.00005 being rounded upwards, or otherwise in accordance with applicable market convention in the derivatives market):"

- (ix) Valuation and Settlement Condition 5(b)(i)(5)(I) (*Floating Rate Notes – €STR Floating Rate Determination – Compounded Daily €STR*) on page 858 of the Base Prospectus shall be amended by updating and supplementing the sentence beginning **""€STR Reference Rate"**, in respect of any T2 Business Day "i"..." so that it states:

""€STR Reference Rate", in respect of any T2 Business Day "i" and subject as provided in Valuation and Settlement Condition 5(b)(i)(8) (*Corrections in respect of compounded rates and indices*), is a reference rate equal to the euro short-term rate ("€STR") rate for such day "i" as provided by the European Central Bank (the "ECB"), as the administrator of such rate (or any successor administrator of such rate) and published on the ECB's website (or any other authorised source) as of 9:00am (Frankfurt time) and as then published on the relevant Page or, if the relevant Page is unavailable, as otherwise published by the administrator of €STR or such authorised distributors, in each case on the T2 Settlement Day immediately following such T2 Settlement Day Provided That, where a Daily Capped Rate and/or a Daily Floored Rate is specified in the applicable Issue Terms in respect of an Interest Period, such €STR Reference Rate shall be the lesser of such rate and the relevant Daily Capped Rate and/or the greater of such rate and the relevant Daily Floored Rate;"

- (x) Valuation and Settlement Condition 5(b)(i)(6)(I) (*Floating Rate Notes – SARON Floating Rate Determination – Compounded Daily SARON*) on pages 860-861 of the Base Prospectus shall be amended by updating and supplementing the sentence beginning **""Compounded Daily SARON "** means..." so that it states:

""Compounded Daily SARON" means, in respect of an Interest Period, the rate of return of a daily compound interest investment (with the Swiss average rate overnight (SARON) as the reference rate for the calculation of interest) calculated by the Calculation Agent in respect of the relevant Interest Determination Date as follows (and the resulting percentage will be rounded, if necessary, to the nearest one ten-thousandth of a percentage point, with 0.00005 being rounded upwards, or otherwise in accordance with applicable market convention in the derivatives market) :"

- (xi) Valuation and Settlement Condition 5(b)(i)(6)(I) (*Floating Rate Notes – SARON Floating Rate Determination – Compounded Daily SARON*) on page 862 of the Base Prospectus shall be

amended by updating and supplementing the sentence beginning ""**SARON Reference Rate**", in respect of any Zurich Banking Day "i"... " so that it states:

""**SARON Reference Rate**", in respect of any Zurich Banking Day "i" and subject as provided in Valuation and Settlement Condition 5(b)(i)(8) (*Corrections in respect of compounded rates and indices*), is a reference rate equal to the Swiss average rate overnight ("**SARON**") rate for such day "i" as provided by the SIX Index AG, as the administrator of such rate (or any successor administrator of such rate), to authorised distributors and as then published on the relevant Page or, if the Page is unavailable, as otherwise published by the administrator of SARON or such authorised distributors, in each case, at or after 6:00 p.m. (Zurich time) on the same Zurich Banking Day Provided That, where a Daily Capped Rate and/or a Daily Floored Rate is specified in the applicable Issue Terms in respect of an Interest Period, such SARON Reference Rate shall be the lesser of such rate and the relevant Daily Capped Rate and/or the greater of such rate and the relevant Daily Floored Rate, as applicable; and".

- (xii) A new Valuation and Settlement Condition 5(b)(i)(8) (*Floating Rate Notes – Corrections in respect of compounded rates and indices*) shall be inserted on page 864 of the Base Prospectus after Valuation and Settlement Condition 5(b)(i)(7) (*Floating Rate Notes – Payments in respect of interest on early redemption*):

"(8) Corrections in respect of compounded rates and indices

In the event that any SONIA rate, SONIA Compounded Index, SOFR Reference Rate, SOFR Index value, €STR Reference Rate or SARON Reference Rate is subsequently corrected, and the correction (the "**Corrected Rate**") is published after the original publication but no later than the longer of (a) one hour after such original publication and (b) any other period for corrections specified by a relevant administrator in its methodology for the relevant rate or index, then PROVIDED THAT such Corrected Rate is published on or prior to the date falling two Business Days prior to the date on which a related payment is scheduled to be made under the Notes (the "**Relevant Scheduled Payment Date**"), then such Corrected Rate shall be deemed to be the rate for the relevant date and the Calculation Agent or Determination Agent (as applicable) shall use such Corrected Rate in determining any relevant amount payable in respect of the Notes. Any corrections published after the second Business Day prior to the Relevant Scheduled Payment Date shall be disregarded for the purposes of determining the relevant Screen Rate."