

CITIGROUP INC. RATES BASE PROSPECTUS SUPPLEMENT (No.3) dated 23 September 2021, CGMHI RATES BASE PROSPECTUS SUPPLEMENT (No.3) dated 23 September 2021 and CGMFL RATES BASE PROSPECTUS SUPPLEMENT (No.3) dated 23 September 2021



CITIGROUP INC.
(incorporated in Delaware)

and

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

and

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

each an issuer under the
Citi U.S.\$80,000,000,000 Global Medium Term Note Programme

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

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

This base prospectus supplement (the "**Citigroup Inc. Rates Base Prospectus Supplement (No.3)**") constitutes a supplement for the purposes of Article 23 of Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**") and is supplemental to, and must be read in conjunction with, the Rates Base Prospectus dated 8 July 2021 (the "**Citigroup Inc. Rates Base Prospectus 2021**"), as supplemented by a Citigroup Inc. Rates Base Prospectus Supplement (No.1) dated 30 July 2021 (the "**Citigroup Inc. Rates Base Prospectus Supplement (No.1)**") and a Citigroup Inc. Rates Base Prospectus Supplement (No.2) dated 27 August 2021 (the "**Citigroup Inc. Rates Base Prospectus Supplement (No.2)**"), in each case, prepared by Citigroup Inc. (the Citigroup Inc. Rates Base Prospectus 2021, the Citigroup Inc. Rates Base Prospectus Supplement (No.1) and the Citigroup Inc. Rates Base Prospectus Supplement (No.2), together the "**Citigroup Inc. Rates Base Prospectus**") with respect to the Citi U.S.\$80,000,000,000 Global Medium Term Note Programme (the "**Programme**").

This base prospectus supplement (the "**CGMHI Rates Base Prospectus Supplement (No.3)**") also constitutes a supplement for the purposes of Article 23 of the EU Prospectus Regulation and is supplemental to, and must be read in conjunction with, the Rates Base Prospectus dated 8 July 2021 (the "**CGMHI Rates Base Prospectus 2021**"), as supplemented by a CGMHI Rates Base Prospectus Supplement (No.1) dated 30 July 2021 (the "**CGMHI Rates Base Prospectus Supplement (No.1)**") and a CGMHI Rates Base Prospectus Supplement (No.2) dated 27 August 2021 (the "**CGMHI Rates Base Prospectus Supplement (No.2)**"), 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 2021, the CGMHI Rates Base Prospectus Supplement (No.1) and the CGMHI Rates Base Prospectus Supplement (No.2), together the "**CGMHI Rates Base Prospectus**") with respect to the Programme.

This base prospectus supplement (the "**CGMFL Rates Base Prospectus Supplement (No.3)**") and, together with the Citigroup Inc. Rates Base Prospectus Supplement (No.3) and the CGMHI Rates Base Prospectus Supplement (No.3), the "**Supplement**") also constitutes a supplement for the purposes of Article 23 of the EU Prospectus Regulation and is supplemental to, and must be read in conjunction with, the Rates Base Prospectus dated 8 July 2021 (the "**CGMFL Rates Base Prospectus 2021**"), as supplemented by a CGMFL Rates Base Prospectus

Supplement (No.1) dated 30 July 2021 (the "**CGMFL Rates Base Prospectus Supplement (No. 1)**") and a CGMFL Rates Base Prospectus Supplement (No.2) dated 27 August 2021 (the "**CGMFL Rates Base Prospectus Supplement (No. 2)**"), 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 2021, the CGMFL Rates Base Prospectus Supplement (No.1) and the CGMFL Rates Base Prospectus Supplement (No.2), together the "**CGMFL Rates Base Prospectus**" and, together with the Citigroup Inc. Rates Base Prospectus and the CGMHI Rates Base Prospectus, the "**Base Prospectus**") with respect to the Programme.

This Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**"), as competent authority under the EU Prospectus Regulation. The Central Bank only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the EU Prospectus Regulation. Such approval should not be considered an endorsement of the Issuer or 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.3), the CGMHI Rates Base Prospectus Supplement (No.3) and the CGMFL Rates Base Prospectus Supplement (No.3) as Base Listing Particulars Supplements (the "**Citigroup Inc. Rates Base Listing Particulars Supplement (No.3)**", the "**CGMHI Rates Base Listing Particulars Supplement (No.3)**" and the "**CGMFL Rates Base Listing Particulars Supplement (No.3)**", 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.3)", "CGMHI Rates Base Prospectus Supplement (No.3)" and "CGMFL Rates Base Prospectus Supplement (No.3)" shall be construed to be to "Base Listing Particulars Supplement", "Citigroup Inc. Rates Base Listing Particulars Supplement (No.3)", "CGMHI Rates Base Listing Particulars Supplement (No.3)", and "CGMFL Rates Base Listing Particulars Supplement (No.3)", respectively.

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

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

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

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

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

The CGMFL Guarantor accepts responsibility for the information contained in this Supplement (excluding 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, 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 Credit Ratings

The information relating to credit ratings set out in the cover pages of the Citigroup Inc. Rates Base Prospectus entitled "*Credit Ratings*" shall be amended as set out in Schedule 1 to this Supplement.

Amendments to the Risk Factors

The risk factors set out in Section B of the Citigroup Inc. Rates Base Prospectus entitled "*Risk Factors*" shall be amended as set out in Schedule 2 to this Supplement.

Amendments to Subscription and Sale and Transfer and Selling Restrictions

The information relating to subscription and sale and transfer and selling restrictions set out in Section F.7 of the Citigroup Inc. Rates Base Prospectus entitled "*Subscription and Sale and Transfer and Selling Restrictions*" shall be amended as set out in Schedule 3 to this Supplement.

Amendments to the Valuation and Settlement Schedule

The Valuation and Settlement Conditions set out in Section G of the Citigroup Inc. Rates Base Prospectus entitled "*Valuation and Settlement Schedule*" shall be amended as set out in Schedule 4 to this Supplement.

Amendments to the Pro Forma Final Terms

The Pro Forma Final Terms set out in Section G.3 of the Citigroup Inc. Rates Base Prospectus entitled "*Pro Forma Final Terms*" shall be amended as set out in Schedule 5 to this Supplement.

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in Section G.4 of the Citigroup Inc. Rates Base Prospectus entitled "*Pro Forma Pricing Supplement*" shall be amended as set out in Schedule 6 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.2).

Copies of the Citigroup Inc. Rates Base Prospectus 2021, the Citigroup Inc. Rates Base Prospectus Supplement (No.1), the Citigroup Inc. Rates Base Prospectus Supplement (No.2) 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 2021 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 2021 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 2021, the statements in (a) above will prevail.

The information under the paragraphs entitled "*Amendments to the Risk Factors*", "*Amendments to the Valuation and Settlement Schedule*" and "*Amendments to the Pro Forma Final Terms*" shall only apply to Final terms dated on or after the date hereof (the "**Relevant Information**"). For the avoidance of doubt, the Relevant Information shall not apply to Final Terms dated prior to the date hereof (or Amended and Restated Final Terms dated on or after the date hereof which relate to such Final Terms).

Withdrawal rights

No non-exempt offers of Notes to the public in the European Economic Area made by Citigroup Inc. as Issuer pursuant to the Citigroup Inc. Rates Base Prospectus are on-going as of the date hereof, and consequently, no

rights of withdrawal arise in accordance with Article 23(2a) of the EU Prospectus Regulation following the publication of this Supplement.

INFORMATION RELATING TO THE CGMHI RATES BASE PROSPECTUS

Publication of the Half-Yearly Financial Report of Citigroup Global Markets Holding Inc.

On 25 August 2021, CGMHI (as Issuer under the Programme) published its half-yearly financial report containing its unaudited consolidated interim financial statements as of and for the six months period ended 30 June 2021 (the **CGMHI 2021 Half-Yearly Financial Report**). A copy of the CGMHI 2021 Half-Yearly Financial Report has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* (the "CSSF") and has been published on the website of the Luxembourg Stock Exchange (<https://dl.bourse.lu/dl?v=3KZXVvp/ctj2l7gl4ctomU/k7IYAH0X2mLT2d/b60MfStljUyjPwbooeJ+I77VOR6VoxpocwImrybZT/VUU8KnjoyQ6NXIDCqwCgdVEV5UVVnTTf8domSDnYjvF26+37MpbAI6cDKh+Y22vnKr+X7cAJKSMoYhWKJXafn4wkCS9+HrONZylYV+gaOQbyySicfTe0Jow5ICkxbHJOWJCYO3ZprNsJacR3/fnUBgAfT2gYyD0+h1PbnQ4hsxQ71P2>). By virtue of this Supplement, the CGMHI 2021 Half-Yearly Financial Report is incorporated by reference in, and forms part of, the CGMHI Rates Base Prospectus.

The following information appears on the page(s) of the CGMHI 2021 Half-Yearly Financial Report as set out below:

1. The unaudited consolidated financial statements of CGMHI as of and for the six months period ended 30 June 2021:

	Page(s) of the section entitled "Consolidated Financial Statements"
A. Consolidated Statements of Income	1
B. Consolidated Statements of Comprehensive Income	2
C. Consolidated Statements of Financial Condition	3-4
D. Consolidated Statements of Changes in Stockholders' Equity	5
E. Consolidated Statement of Cash Flows	6
F. Notes to Consolidated Financial Statements	7-42

2. The Management Report of the Issuer:

	Page(s) of the section entitled "Management Report"
A. Management Report	1-31

Any information not listed in the cross-reference list above but included in the CGMHI 2021 Half-Yearly Financial Report is not incorporated by reference and is either covered elsewhere in the Base Prospectus or not relevant for investors.

Amendments to Credit Ratings

The information relating to credit ratings set out in the cover pages of the CGMHI Rates Base Prospectus entitled "*Credit Ratings*" shall be amended as set out in Schedule 1 to this Supplement.

Amendments to the Risk Factors

The risk factors set out in Section B of the CGMHI Rates Base Prospectus entitled "*Risk Factors*" shall be amended as set out in Schedule 2 to this Supplement.

Amendments to Subscription and Sale and Transfer and Selling Restrictions

The information relating to subscription and sale and transfer and selling restrictions set out in Section F.7 of the CGMHI Rates Base Prospectus entitled "*Subscription and Sale and Transfer and Selling Restrictions*" shall be amended as set out in Schedule 3 to this Supplement.

Amendments to the Valuation and Settlement Schedule

The Valuation and Settlement Conditions set out in Section G of the CGMHI Rates Base Prospectus entitled "*Valuation and Settlement Schedule*" shall be amended as set out in Schedule 4 to this Supplement.

Amendments to the Pro Forma Final Terms

The Pro Forma Final Terms set out in Section G.3 of the CGMHI Rates Base Prospectus entitled "*Pro Forma Final Terms*" shall be amended as set out in Schedule 5 to this Supplement.

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in Section G.4 of the CGMHI Rates Base Prospectus entitled "*Pro Forma Pricing Supplement*" shall be amended as set out in Schedule 6 to this Supplement.

Significant change and material adverse change

There has been no significant change in the consolidated financial or trading position of CGMHI and its subsidiaries taken as a whole since 30 June 2021 (the date of the most recently published unaudited interim financial statements of CGMHI) and there has been no material adverse change in the financial position or prospects of CGMHI and its subsidiaries taken as a whole since 31 December 2020 (the date of the most recently published audited annual financial statements of CGMHI).

There has been no significant change in the financial performance of CGMHI and its subsidiaries as a whole since 30 June 2021 (the date of the most recently published unaudited interim financial statements of CGMHI).

Legal proceedings

For a discussion of CGMHI's material legal and regulatory matters, see Note 15 to the Consolidated Financial Statements included in the CGMHI 2020 Annual Report and Note 13 to the Consolidated Financial Statements included in the CGMHI 2021 Half-Yearly Financial Report. For a discussion of Citigroup Inc.'s material legal and regulatory matters, of which the matters discussed in Notes 15 and 13 (as specified above) are a part, see (i) Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2020 Form 10-K, (ii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2021 Q1 Form 10-Q and (iii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2021 Q2 Form 10-Q. Save as disclosed in the documents referenced above, neither CGMHI nor any of its subsidiaries is involved in, or has been involved in, any governmental, legal or arbitration proceedings that may have had in the twelve months before the date of this Supplement, a significant effect on the financial position or profitability of CGMHI or CGMHI and its subsidiaries taken as a whole, nor, so far as CGMHI is aware, are any such proceedings pending or threatened.

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.2).

Copies of the CGMHI Rates Base Prospectus 2021, the CGMHI Rates Base Prospectus Supplement (No.1), the CGMHI Rates Base Prospectus Supplement (No.2) 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 2021 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 2021 by this Supplement and (b) any statement in the CGMHI Rates Base Prospectus or otherwise incorporated by reference into the CGMHI Rates Base Prospectus 2021, the statements in (a) above will prevail.

The information under the paragraphs entitled "*Amendments to the Risk Factors*", "*Amendments to the Valuation and Settlement Schedule*" and "*Amendments to the Pro Forma Final Terms*" shall only apply to Final terms dated on or after the date hereof (the "**Relevant Information**"). For the avoidance of doubt, the Relevant Information shall not apply to Final Terms dated prior to the date hereof (or Amended and Restated Final Terms dated on or after the date hereof which relate to such Final Terms).

Withdrawal rights

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

INFORMATION RELATING TO THE CGMFL RATES BASE PROSPECTUS

Amendments to Credit Ratings

The information relating to credit ratings set out in the cover pages of the CGMFL Rates Base Prospectus entitled "*Credit Ratings*" shall be amended as set out in Schedule 1 to this Supplement.

Amendments to the Risk Factors

The risk factors set out in Section B of the CGMFL Rates Base Prospectus entitled "*Risk Factors*" shall be amended as set out in Schedule 2 to this Supplement.

Amendments to Subscription and Sale and Transfer and Selling Restrictions

The information relating to subscription and sale and transfer and selling restrictions set out in Section F.7 of the CGMFL Rates Base Prospectus entitled "*Subscription and Sale and Transfer and Selling Restrictions*" shall be amended as set out in Schedule 3 to this Supplement.

Amendments to the Valuation and Settlement Schedule

The Valuation and Settlement Conditions set out in Section G of the CGMFL Rates Base Prospectus entitled "*Valuation and Settlement Schedule*" shall be amended as set out in Schedule 4 to this Supplement.

Amendments to the Pro Forma Final Terms

The Pro Forma Final Terms set out in Section G.3 of the CGMFL Rates Base Prospectus entitled "*Pro Forma Final Terms*" shall be amended as set out in Schedule 5 to this Supplement.

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in Section G.4 of the CGMFL Rates Base Prospectus entitled "*Pro Forma Pricing Supplement*" shall be amended as set out in Schedule 6 to this Supplement.

Corporate Authorities

The approval of the CGMFL Rates Base Prospectus Supplement (No.3) has been authorised pursuant to resolutions of the board of managers of the Corporate Manager of CGMFL on 21 September 2021.

General

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the CGMFL Rates Base Prospectus since the publication of the CGMFL Rates Base Prospectus Supplement (No.2).

Copies of the CGMFL Rates Base Prospectus 2021, the CGMFL Rates Base Prospectus Supplement (No.1), the CGMFL Rates Base Prospectus Supplement (No.2) 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 2021 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 2021 by this Supplement and (b) any statement in the CGMFL Rates Base Prospectus or otherwise incorporated by reference into the CGMFL Rates Base Prospectus 2021, the statements in (a) above will prevail.

The information under the paragraphs entitled "*Amendments to the Risk Factors*", "*Amendments to the Valuation and Settlement Schedule*" and "*Amendments to the Pro Forma Final Terms*" shall only apply to Final terms dated on or after the date hereof (the "**Relevant Information**"). For the avoidance of doubt, the Relevant Information shall not apply to Final Terms dated prior to the date hereof (or Amended and Restated Final Terms dated on or after the date hereof which relate to such Final Terms).

Withdrawal rights

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

SCHEDULE 1

AMENDMENTS TO CREDIT RATINGS

The information set out in the cover pages of the Base Prospectus ("*Credit Ratings*") on pages xiv to xv of the Base Prospectus shall be amended by deleting the second paragraph under the section entitled "*Credit Ratings*" and corresponding footnote 2 on page xiv of the Base Prospectus in their entirety and replacing them with the following new paragraph and corresponding footnote 2:

"CGMHI has a long term/short term senior debt rating of BBB+/A-2 by S&P, A3/P-2 by Moody's and A+/F1 by Fitch.²

² "BBB+" by S&P: An obligor rated "BBB" has adequate capacity to meet its financial commitments. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments. The addition of a plus sign shows the relative standing within the rating category (source: www.standardandpoors.com).

"A-2" by S&P: An obligor rated "A-2" has satisfactory capacity to meet its financial commitments. However, it is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligors in the highest rating category (source: www.standardandpoors.com).

"A3" by Moody's: Obligations rated "A" are judged to be upper-medium grade and are subject to low credit risk. The modifier 3 indicates a ranking in the lower end of that generic rating category (source: www.moodys.com).

"P-2" by Moody's: Issuers (or supporting institutions) rated "Prime-2" have a strong ability to repay short-term debt obligations (source: www.moodys.com).

"A+" by Fitch: "A" ratings denote expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings. The modifiers '+' or '-' may be appended to a rating to denote relative status within major rating categories (source: www.fitchratings.com).

"F1" by Fitch: Indicates the strongest intrinsic capacity for timely payment of financial commitments (source: www.fitchratings.com).

SCHEDULE 2

AMENDMENTS TO THE RISK FACTORS

The risk factors set out in Section B of the Base Prospectus entitled "*Risk Factors*" shall be amended as follows:

- (a) the following new risk factor entitled shall be inserted immediately after the risk factor entitled "*Section 871(m) Event*" on page 44 of the Base Prospectus:

"Adjustment Events and Early Redemption Events for Notes other than Underlying Linked Notes

In respect of certain Notes which are not Underlying Linked Notes, certain Adjustment Events and Early Redemption Events may be specified as being applicable in the applicable Issue Terms.

For such Notes, if the Calculation Agent determines that an Adjustment Event occurs (being, in each case if applicable, (a) the occurrence at any time of a change in law affecting any underlying hedging position in relation to the Notes or materially increasing the Issuer's costs in relation to performing its obligations in respect of the Notes or (b) a disruption in the hedging arrangements relating to the Notes or (c) an increased cost in relation to the hedging arrangements relating to the Notes (an "Increased Cost of Hedging"), then the Calculation Agent shall make such adjustment(s) to the terms of the Notes as the Calculation Agent determines necessary to account for the effect of such Adjustment Event including, in the case of an Increased Cost of Hedging, adjustments to pass on to Noteholders any such Increased Cost of Hedging (including, but not limited to, reducing any amounts payable in respect of the Notes to reflect any such increased costs). Any such adjustment(s) may have an adverse effect on the value of such Notes and, if the Calculation Agent determines that no adjustment(s) can reasonably so be made, such Adjustment Event may be an Early Redemption Event if specified to be applicable in respect of the relevant event in the applicable Issue Terms.

If an Early Redemption Event occurs (being, if applicable, circumstances where the Calculation Agent determines that no adjustment(s) can reasonably be made following an Adjustment Event), the Notes may be redeemed as more fully set out in the terms and conditions of the relevant Notes. If the Notes are redeemed early, the Issuer will pay to each Noteholder an amount calculated in accordance with the method specified in the applicable Issue Terms, as determined by the Calculation Agent. The amount repaid to you could be substantially less than your initial investment and you could therefore sustain a loss."; and

- (b) the risk factor entitled "*Lock-in Change of Interest Basis*" on page 88 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"Lock-in Change of Interest Basis and Lock-in Redemption Notes

If the applicable Issue Terms specify "Lock-in Change of Interest Basis" to be applicable for the relevant Notes, the interest basis in respect of the Notes will change on the occurrence of one or more lock-in event(s) as provided therein. The interest basis that would apply following the occurrence of the relevant lock-in event(s) (the "**changed interest basis**") may be less favourable than then prevailing spreads on comparable Notes linked to the same reference rate(s). In addition, the changed interest basis at any time may be lower than the rates on other Notes.

A "**lock-in event**" will occur if, in respect of a lock-in determination date, the specified lock-in reference observation is, as specified in the applicable Issue Terms:

- (a) equal to or above the specified lock-in barrier; or
- (b) above the specified lock-in barrier; or
- (c) equal to or below the specified lock-in barrier; or

(d) below the specified lock-in barrier.

A lock-in reference observation may be specified in the applicable Issue Terms as (i) a Floating Interest Rate, (ii) a CMS Interest Rate, (iii) a Spread Interest Rate, (iv) a Relevant Spread Rate, (v) a Spread Reference Rate or (vi) an FX Rate.

A lock-in barrier may be specified in the applicable Issue Terms as (i) a fixed rate, (ii) a Floating Interest Rate, (iii) a CMS Interest Rate, (iv) a Spread Interest Rate, (v) a Relevant Spread Rate, (vi) a Spread Reference Rate, (vii) an FX Rate, (viii) the sum of more than one rate or (ix) one rate minus another rate.

In addition, if the applicable Issue Terms specify that the Notes are "Lock-in Redemption Notes", the redemption amount payable on redemption of the Notes will be linked to the performance of the relevant FX Rate. Therefore, if the value of the Underlying does not move in the anticipated direction, the amount repaid to you could be substantially less than your initial investment and you could sustain a loss (see also "*Risks associated with Notes linked to currency exchange rates*" above).".

SCHEDULE 3

AMENDMENTS TO SUBSCRIPTION AND SALE AND TRANSFER AND SELLING RESTRICTIONS

The information relating to subscription and sale and transfer and selling restrictions set out in Section F.7 of the Base Prospectus entitled "*Subscription and Sale and Transfer and Selling Restrictions*" on pages 206 to 229 of the Base Prospectus shall be amended by deleting the sub-section entitled "*Prohibition of Sales to UK Retail Investors*" on page 211 of the Base Prospectus in its entirety and replacing it with the following:

"Other than as may be provided in the applicable Issue Terms, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by this Base Prospectus as completed by the Issue Terms in relation thereto to any retail investor in the United Kingdom. For the purposes of this provision:

- (a) the expression "**retail investor**" means a person who is one (or more) of the following:
 - (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA and regulations made thereunder;
 - (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA and regulations made thereunder; or
 - (iii) not a qualified investor as defined in the UK Prospectus Regulation; and
- (b) the expression an "**offer**" includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes.

Where the applicable Issue Terms in respect of any Notes specifies "Prohibition of Sales to UK Retail Investors" as "Not Applicable" or as applicable other than with respect to offers of the Notes in the United Kingdom for specified periods of time, then, if "Not Applicable" is so specified, in relation to the United Kingdom or, if "Prohibition of Sales to UK Retail Investors" is specified as applicable other than with respect to offers of the Notes in the United Kingdom for specified periods of time, in relation to the United Kingdom and (if applicable) such period(s) of time, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not made and will not make an offer of Notes which are the subject of the offering contemplated by this Base Prospectus as completed by the final terms in relation thereto to the public in the United Kingdom except that it may make an offer of such Notes to the public in the United Kingdom:

- (a) at any time to any legal entity which is a qualified investor as defined in the UK Prospectus Regulation;
- (b) at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in the UK Prospectus Regulation), subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or
- (c) at any time in any other circumstances falling within section 86 of the FSMA,

PROVIDED THAT no such offer of Notes referred to in (a) to (c) above shall require the Issuer or any Dealer to publish a prospectus pursuant to section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.

For the purposes of this provision, the expression an "**offer of Notes to the public**" in relation to any Notes in the United Kingdom means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to

purchase or subscribe for the Notes, and the expression "**UK Prospectus Regulation**" means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA and regulations made thereunder."

SCHEDULE 4

AMENDMENTS TO THE VALUATION AND SETTLEMENT SCHEDULE

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

- (a) the title of Valuation and Settlement Condition 1 (*Underlying Valuation Provisions*) on page 548 of the Base Prospectus shall be deleted in its entirety and replaced with the following (and all related cross-references thereto shall be updated accordingly):

"1. Underlying Valuation Provisions and Fallback Provisions for Notes other than Underlying Linked Notes";

- (b) the definition of "Additional Early Redemption Event" in Valuation and Settlement Condition 1(l) (*Definitions*) on page 552 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"Additional Early Redemption Event" means each of: (i) in respect of an Underlying, each event (if any) specified as such in the Underlying Schedule applicable to such Underlying and (ii) in respect of Underlying Linked Notes only, if Hedging Disruption Early Termination Event or Section 871(m) Event (or both) is/are specified to be applicable in the applicable Issue Terms, a Hedging Disruption Early Termination Event or Section 871(m) Event (or both), as the case may be (collectively, the "**Additional Early Redemption Events**").";

- (c) the following new Valuation and Settlement Condition 1(m) (*Fallback Provisions for Notes other than Underlying Linked Notes*) shall be inserted immediately after Valuation and Settlement Condition 1(l) (*Definitions*) on page 556 of the Base Prospectus:

"(m) Fallback Provisions for Notes other than Underlying Linked Notes

In respect of Notes other than Underlying Linked Notes, where the applicable Issue Terms specifies that this Valuation and Settlement Condition 1(m) applies, the provisions of Valuation and Settlement Condition 1(g) (*Adjustment Events*) and Valuation and Settlement Condition 1(h) (*Early Redemption Events*) and the related definitions set out in Valuation and Settlement Condition 1(l) (*Definitions*) shall apply to the Notes notwithstanding that the Notes are not Underlying Linked Notes.

For the purposes of this Valuation and Settlement Condition 1(m), references to any Underlying or Underlying Schedule in Valuation and Settlement Condition 1(g) (*Adjustment Events*), Valuation and Settlement Condition 1(h) (*Early Redemption Events*) and the related definitions set out in Valuation and Settlement Condition 1(l) (*Definitions*) shall be disregarded and the relevant Valuation and Settlement Condition shall be construed accordingly.";

- (d) the definition of "Redemption Participation Rate" in Valuation and Settlement Condition 26 (*DIR Inflation Linked Redemption*) on page 635 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"Redemption Participation Rate" means the percentage rate specified as such in the applicable Issue Terms PROVIDED THAT, where "Not Applicable" is specified in the applicable Issue Terms, the Redemption Participation Rate shall be 100 per cent."; and

- (e) the following new Valuation and Settlement Condition 27 (*Lock-in Redemption Notes*) shall be inserted immediately after Valuation and Settlement Condition 26 (*DIR Inflation Linked Redemption*) on page 635 of the Base Prospectus:

"27. Lock-in Redemption Notes

Where the Notes are expressed in the applicable Issue Terms to be Lock-in Redemption Notes and the Redemption Amount is specified in the applicable Issue Terms to be the

Lock-in Redemption Amount, each Note shall be redeemed on the Maturity Date at an amount determined in respect of each Calculation Amount by reference to the following:

- (i) if one or more Lock-in Event(s) (as defined in Valuation and Settlement Condition 21 (*Lock-in Change of Interest Basis*)) have occurred, the Redemption Amount in respect of each Calculation Amount shall be an amount determined by the Calculation Agent by reference to the following formula:

Calculation Amount x Relevant Lock-in Percentage; or

- (ii) if no Lock-in Event has occurred and:

- (I) the Lock-in Final Level is less than or equal to the Lock-in Redemption Barrier, the Redemption Amount in respect of each Calculation Amount shall be an amount determined by the Calculation Agent by reference to the following formula:

Calculation Amount x Relevant Percentage; or

- (II) the Lock-in Final Level is greater than the Lock-in Redemption Barrier, the Redemption Amount in respect of each Calculation Amount shall be an amount determined by the Calculation Agent by reference to the following formula:

Calculation Amount x Lock-in Performance x RPR,

provided that the Redemption Amount is subject to, if specified in the applicable Issue Terms, a minimum of the Minimum Redemption Amount and a maximum of the Maximum Redemption Amount.

Where:

"Lock-in Final Level" means, in respect of the Underlying, the Underlying Closing Level of the Underlying on the Specified Lock-in Final Valuation Date.

"Lock-in Performance" means, in respect of the Underlying, an amount expressed as a percentage and determined by reference to the following formula:

$$\frac{\text{Lock-in Strike Level}}{\text{Lock-in Final Level}}$$

"Lock-in Redemption Barrier" means the rate specified in the applicable Issue Terms.

"Lock-in Strike Level" means, in respect of the Underlying, the amount specified for the Underlying in the applicable Issue Terms.

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

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

"Redemption Participation Rate" or **"RPR"** means the percentage rate (if any) specified as such in the applicable Issue Terms PROVIDED THAT, where "Not Applicable" is specified in the applicable Issue Terms, the Redemption Participation Rate shall be 100 per cent..

"Relevant Lock-in Percentage" means the percentage specified in the applicable Issue Terms.

"Relevant Percentage" means the percentage specified in the applicable Issue Terms.

"Specified Lock-in Final Valuation Date" means the final Lock-in Determination Date determined in accordance with the provisions of Valuation and Settlement Condition 21 (*Lock-in Change of Interest Basis*).

SCHEDULE 5

AMENDMENTS TO THE PRO FORMA FINAL TERMS

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

- (a) item 9 (*Type of Notes*) on pages 642 to 643 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

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

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

- (b) item 10 (*Automatic Change of Interest Basis*) on page 643 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"10. Automatic Change of Interest Basis [Automatic Change of Interest Basis: and Lock-in Change of Interest Basis: Applicable[, as set out in the table below (*specify the Interest Commencement Date, Interest Period End Date(s) and/or Interest Payment Date(s) and Type of Notes by inserting the Interest Basis Table, the form of which is in Drafting Notes Schedule 1*)] (*Insert for Automatic Change of Interest Basis*) /

[Lock-in Change of Interest Basis: Applicable – see paragraph 16 below] (*Insert for Lock-in Change of Interest Basis*) /

[*Describe changes*] / [Not Applicable]";

- (c) item 11 (*Put/Call Options*) on page 643 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"11. Put/Call Options: [Issuer Call as specified in item 20(i) below]

[Investor Put as specified in item 20(ii) below]

[Not Applicable]";

- (d) item 13(i)(B) (*Classification*) on pages 643 to 644 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"(B) Classification: *[Inflation Index (this applies for both Inflation Rate Notes and DIR Inflation Linked Notes)]/[Rate (this would normally only apply for Range Accrual Notes and can otherwise be deleted)] [FX Rate (EMTA Provisions: [Applicable]/[Not Applicable]) (this applies only for Range Accrual Notes (where any Reference Obligation is an FX Rate), for FX Performance Notes (for which purpose any of FX Performance [1/2] is an FX Rate), for any Notes for which Lock-in Change of Interest Basis applies (for which purpose the Lock-in Reference Observation or Lock-in Barrier is an FX Rate) and/or which are Lock-in Redemption Notes, for any Notes for which Mandatory Early Redemption is specified as applicable and the Rollerball MER Condition applies (for which purpose the Rollerball Reference Observation or Rollerball Barrier is an FX Rate), for Dual Currency Notes), for Digital Notes (where any Digital Reference Rate is an FX Rate) and for Digital Band Notes (where any Reference Rate is an FX Rate) (Note for Digital Band Notes, FX Rate should not be specified for Reference Rate One, Reference Rate Two, Band Rate, Band Rate One or Band Rate Two)] (specify for each Underlying/Reference Entity)*

(specify for each Underlying/Reference Entity)";

- (e) item 20(iii) (*Redemption Amount*) on page 718 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

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

(A) DIR Inflation Linked [Not Applicable/Applicable] Notes:

(If not applicable delete the remaining subparagraphs of this paragraph)

- DIR Index: [●]
- Base Index Figure: [●]
- Index Month X: [●]
- Index Month Y: [●] *(NB. This should be equal to Index Month X minus one)*
- Margin: *[[+/-][●] per cent.]/[Not Applicable]*

- Redemption Participation Rate: [[●] per cent.]/[Not Applicable]
- Minimum Redemption Amount: [●]/[Not Applicable]
- Maximum Redemption Amount: [●]/[Not Applicable]

(B) Lock-in Redemption Notes: [Not Applicable/Applicable]

(Only specify as applicable where "Lock-in Change of Interest Basis" is specified as applicable above)

(If not applicable delete the remaining sub-paragraphs of this paragraph)

- Lock-in Redemption Barrier: [●]
- Relevant Lock-in Percentage: [●] per cent.
- Relevant Percentage: [●] per cent.
- Redemption Participation Rate: [[●] per cent.]/[Not Applicable]
- Lock-in Strike Level: [●]
- Minimum Redemption Amount: [●]/[Not Applicable]
- Maximum Redemption Amount: [●]/[Not Applicable]";

(f) the first line of item 21 (*Adjustment Event*) on page 723 of the Base Prospectus (but, for the avoidance of doubt, not sub-paragraphs (i) to (vi) thereof) shall be deleted in its entirety and replaced with the following:

"21. Adjustment Events: [Not Applicable]/[Applicable[: the provisions in Valuation and Settlement Condition 1(m) (*Fallback Provisions for Notes other than Underlying Linked Notes*) apply]]

(Only applicable if the Notes are either (i) Underlying Linked Notes or (ii) are not Underlying Linked Notes but Change in Law, Hedging Disruption and Increased Cost of Hedging apply. Otherwise, specify not applicable)"; and

- (g) the eighth, ninth and tenth paragraphs of item 6 (*Performance of the [Underlying/Rate]*) on page 742 of the Base Prospectus shall be deleted in their entirety and replaced with the following:

"[Effect of performance of FX [Performance] Rate on value of investment and associated risks and other information concerning the FX [Performance] Rate: (*Range Accrual Notes which reference an FX Rate, FX Performance Notes, Notes for which a Lock-in Change of Interest Basis applies and/or which are Lock-in Redemption Notes or Notes for which Mandatory Early Redemption applies (in each case, where a relevant reference/barrier is an FX Rate) and Dual Currency Notes only*)

*[Need to include a clear and comprehensive explanation of how the value of the investment is affected by the underlying and the circumstances when the risks are most evident, where not already included in Base Prospectus]**

[Need to include details of where past and future performance and volatility of the currency exchange rate can be obtained by electronic means and whether or not it can be obtained free of charge] [Information about the past and future performance and volatility of the FX [Performance] Rate is electronically available [but not] free of charge from the applicable [Electronic Page/FX Perf Designated Page] specified for such FX [Performance] Rate in Part A above]]".

SCHEDULE 6

AMENDMENTS TO THE PRO FORMA PRICING SUPPLEMENT

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

- (a) item 9 (*Type of Notes*) on page 779 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

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

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

- (b) item 10 (*Automatic Change of Interest Basis*) on page 779 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"10. Automatic Change of Interest Basis [Automatic Change of Interest Basis: and Lock-in Change of Interest Basis: Applicable[, as set out in the table below (*specify the Interest Commencement Date, Interest Period End Date(s) and/or Interest Payment Date(s) and Type of Notes by inserting the Interest Basis Table, the form of which is in Drafting Notes Schedule 1*)] (*Insert for Automatic Change of Interest Basis*) /

[Lock-in Change of Interest Basis: Applicable – see paragraph 16 below] (*Insert for Lock-in Change of Interest Basis*) /

[Describe changes] / [Not Applicable]";

- (c) item 11 (*Put/Call Options*) on page 779 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"11. Put/Call Options: [Issuer Call as specified in item 20(i) below]

[Investor Put as specified in item 20(ii) below]

[Not Applicable]";

- (d) item 13(i)(B) (*Classification*) on page 780 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"(B) Classification: [Inflation Index (this applies for both Inflation Rate Notes and DIR Inflation Linked Notes)]/[Rate (this would normally only apply for Range Accrual Notes and can otherwise be deleted)] [FX Rate (EMTA Provisions: [Applicable]/[Not Applicable]) (this applies only for Range Accrual Notes (where any Reference Obligation is an FX Rate), for FX Performance Notes (for which purpose any of FX Performance [1/2] is an FX Rate), for any Notes for which Lock-in Change of Interest Basis applies (for which purpose the Lock-in Reference Observation or Lock-in Barrier is an FX Rate) and/or which are Lock-in Redemption Notes, for any Notes for which Mandatory Early Redemption is specified as applicable and the Rollerball MER Condition applies (for which purpose the Rollerball Reference Observation or Rollerball Barrier is an FX Rate), for Dual Currency Notes), for Digital Notes (where any Digital Reference Rate is an FX Rate) and for Digital Band Notes (where any Reference Rate is an FX Rate) (Note for Digital Band Notes, FX Rate should not be specified for Reference Rate One, Reference Rate Two, Band Rate, Band Rate One or Band Rate Two))] (specify for each Underlying/Reference Entity)

(specify for each Underlying/Reference Entity)";

(e) item 20(iii) (Redemption Amount) on page 853 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

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

(A) DIR Inflation Linked [Not Applicable/Applicable] Notes:

(If not applicable delete the remaining subparagraphs of this paragraph)

- DIR Index: [●]
- Base Index Figure: [●]
- Index Month X: [●]
- Index Month Y: [●] (NB. This should be equal to Index Month X minus one)
- Margin: [[+/-][●] per cent.]/[Not Applicable]

- Redemption Participation Rate: [[●] per cent.]/[Not Applicable]
- Minimum Redemption Amount: [●]/[Not Applicable]
- Maximum Redemption Amount: [●]/[Not Applicable]

(B) Lock-in Redemption Notes: [Not Applicable/Applicable]

(Only specify as applicable where "Lock-in Change of Interest Basis" is specified as applicable above)

(If not applicable delete the remaining sub-paragraphs of this paragraph)

- Lock-in Redemption Barrier: [●]
- Relevant Lock-in Percentage: [●] per cent.
- Relevant Percentage: [●] per cent.
- Redemption Participation Rate: [[●] per cent.]/[Not Applicable]
- Lock-in Strike Level: [●]
- Minimum Redemption Amount: [●]/[Not Applicable]
- Maximum Redemption Amount: [●]/[Not Applicable]";

(f) the first line of item 21 (*Adjustment Event*) on page 858 of the Base Prospectus (but, for the avoidance of doubt, not sub-paragraphs (i) to (vi) thereof) shall be deleted in its entirety and replaced with the following:

"21. Adjustment Events: [Not Applicable]/[Applicable[: the provisions in Valuation and Settlement Condition 1(m) (*Fallback Provisions for Notes other than Underlying Linked Notes*) apply]]

(Only applicable if the Notes are either (i) Underlying Linked Notes or (ii) are not Underlying Linked Notes but Change in Law, Hedging Disruption and Increased Cost of Hedging apply. Otherwise, specify not applicable)"; and

- (g) the eighth, ninth and tenth paragraphs of item 3 (*Performance of the [Underlying/Rate]*) on page 871 of the Base Prospectus shall be deleted in their entirety and replaced with the following:

"[Effect of performance of FX [Performance] Rate on value of investment and associated risks and other information concerning the FX [Performance] Rate: (*Range Accrual Notes which reference an FX Rate, FX Performance Notes, Notes for which a Lock-in Change of Interest Basis applies and/or which are Lock-in Redemption Notes or Notes for which Mandatory Early Redemption applies (in each case, where a relevant reference/barrier is an FX Rate) and Dual Currency Notes only*)

[Need to include a clear and comprehensive explanation of how the value of the investment is affected by the underlying and the circumstances when the risks are most evident, where not already included in Base Prospectus]

[Need to include details of where past and future performance and volatility of the currency exchange rate can be obtained by electronic means and whether or not it can be obtained free of charge] [Information about the past and future performance and volatility of the FX [Performance] Rate is electronically available [but not] free of charge from the applicable [Electronic Page/FX Perf Designated Page] specified for such FX [Performance] Rate in Part A above)]."