

NOTICE TO NOTEHOLDERS

Issue of EUR22,000,000 Fixed Rate to CMS Interest Linked Notes due February 2037
(the Notes)

(ISIN: XS2110094542; Series Number: EMTN8072)

issued by

CITIGROUP INC.
(incorporated in Delaware)

Under the Citi U.S.\$80,000,000,000 Global Medium Term Note Programme

This Notice is supplemental to and should be read in conjunction with the Final Terms dated 8 February 2022 relating to the Notes (the **Final Terms**) and the Base Prospectus (as defined in the Final Terms). Terms used but not defined herein shall be as defined in the Final Terms or the Amended and Restated Final Terms (as defined below).

The Issuer hereby provides notice that, with effect from 11 October 2024 (the **Effective Date**), and with the approval of the Noteholder(s) the terms and conditions of the Notes are amended as set out in the Amended and Restated Final Terms dated 15 October 2024 (the **Amended and Restated Final Terms**).

The Amended and Restated Final Terms showing the relevant changes is attached as the Annex hereto.

This Notice shall be governed by, and construed in accordance with, the law of the State of New York.

The contact details of the Issuer are as set out below:

Citigroup Inc.
388 Greenwich Street
New York
New York 10013
United States
e-mail: TreasCustRelated@citi.com
Attention: Treasury Capital Markets

The Issuer accepts responsibility for the information contained in this Notice.

CITIGROUP INC.

(as Issuer)

Dated: 18 October 2024

ANNEX

The Amended and Restated Final Terms is set out on the following pages.

AMENDED AND RESTATED FINAL TERMS¹

PROHIBITION OF SALES TO EEA RETAIL INVESTORS –The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended or superseded, "MiFID II"); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the "Insurance Distribution Directive"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the "EU Prospectus Regulation"). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "EU PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS –The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("UK"). For these purposes, a retail investor means a person who is one (or more) of: (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 European Union (Withdrawal) Act 2018 ("EUWA") and regulations made thereunder; (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act ("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 Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA and regulations made thereunder (the "UK Prospectus Regulation"). Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA and regulations made thereunder (the "UK PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

Amended and Restated Final Terms dated 15 October 2024 which amends and restates the Final Terms dated 8 February 2022²

Citigroup Inc.

Legal Entity Identifier (LEI): 6SHG14ZSSLCXXQSBB395

Issue of EUR22,000,000 Fixed Rate to CMS Interest Linked Notes due ~~February 2037~~November 2039³
Under the Citi U.S.\$80,000,000,000 Global Medium Term Note Programme

The Notes are intended to qualify as eligible debt securities for purposes of the Federal Reserve's total loss-absorbing capacity ("TLAC") rule. As a result, in the event of a Citigroup Inc. bankruptcy, Citigroup Inc.'s losses and any losses incurred by its subsidiaries would be imposed first on Citigroup Inc.'s shareholders and then on its unsecured creditors, including the holders of the Notes. Further, in a bankruptcy proceeding of Citigroup Inc., any value realised by holders of the Notes may not be sufficient to repay the amounts owed on the Notes. For more information about the consequences of TLAC on the notes, you should refer to "Citi Resolution Plan (CSA, etc.) in relation to Notes issued by Citigroup Inc." in the section "Description of Citigroup Inc" in the Citigroup Inc. Rates Base Prospectus.

¹ This has been amended to reflect that this is an Amended and Restated Final Terms.

² "Final Terms dated 8 February 2022" has been deleted and replaced with "Amended and Restated Final Terms dated 15 October 2024 which amends and restates the Final Terms dated 8 February 2022" to reflect the amendment and restatement of the Final Terms.

³ The title of the Securities has been amended from Issue of EUR22,000,000 Fixed Rate to CMS Interest Linked Notes due February 2037" to "Issue of EUR22,000,000 Fixed Rate to CMS Interest Linked Notes due November 2039" to reflect the change to the Maturity Date.

Subject as provided above, any person making or intending to make an offer of the Notes in any Member State of the EEA may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the EU Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the EU Prospectus Regulation, in each case, in relation to such offer.

None of the Issuer and any Dealer has authorised, nor do any of them authorise, the making of any offer of Notes in any other circumstances.

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") or any state securities law. The Notes are being offered and sold outside the United States to non-U.S. persons in reliance on Regulation S under the Securities Act ("**Regulation S**") and may not be offered or sold within the United States or to, or for the account or benefit of, any U.S. person (as defined in Regulation S). Each purchaser of the Notes or any beneficial interest therein will be deemed to have represented and agreed that it is outside the United States and is not a U.S. person and will not sell, pledge or otherwise transfer the Notes or any beneficial interest therein at any time within the United States or to, or for the account or benefit of, a U.S. person, other than the Issuer or any affiliate thereof. The Notes do not constitute, and have not been marketed as, contracts of sale of a commodity for future delivery (or options thereon) subject to the United States Commodity Exchange Act, as amended, and trading in the Notes has not been approved by the United States Commodity Futures Trading Commission under the United States Commodity Exchange Act, as amended. For a description of certain restrictions on offers and sales of Notes, see "*General Information relating to the Programme and the Notes – Subscription and Sale and Transfer and Selling Restrictions*" in the Base Prospectus.

The Notes may not be offered or sold to, or acquired by, any person that is, or whose purchase and holding of the Notes is made on behalf of or with "plan assets" of, an employee benefit plan subject to Title I of the U.S. Employee Retirement Income Security Act of 1974, as amended ("**ERISA**"), a plan, individual retirement account or other arrangement subject to Section 4975 of the U.S. Internal Revenue Code of 1986, as amended (the "**Code**") or an employee benefit plan or other plan or arrangement subject to any laws, rules or regulations substantially similar to Title I of ERISA or Section 4975 of the Code.

PART A – CONTRACTUAL TERMS

The Notes are New York Law Notes.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth under the section entitled "*Terms and Conditions of the Notes*" and the Valuation and Settlement Schedule in the Base Prospectus and the Supplements which together constitute a base prospectus for the purposes of the EU Prospectus Regulation.

This Final Terms must be read in conjunction with the Base Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of this Final Terms and the Base Prospectus as so supplemented.

The Base Prospectus and the Supplements are available for viewing at the offices of the Paying Agents and on the website of Euronext Dublin (<https://live.euronext.com>).

For the purposes hereof, "**Base Prospectus**" means the Citigroup Inc. Rates Base Prospectus relating to the Programme dated 8 July 2021, as supplemented by a Supplement (No. 1) dated 30 July 2021 ("**Supplement No. 1**"), a Supplement (No. 2) dated 27 August 2021 ("**Supplement No. 2**"), a Supplement (No. 3) dated 23 September 2021 ("**Supplement No. 3**"), a Supplement (No. 4) dated 2 November 2021 ("**Supplement No. 4**"), a Supplement (No. 5) dated 1 December 2021 ("**Supplement No. 5**"), a Supplement (No. 6) dated 1 February 2022 ("**Supplement No. 6**") and a Supplement (No. 7) dated 4 February 2022 ("**Supplement No. 7**" and, together with Supplement No. 1, Supplement No. 2, Supplement No. 3, Supplement No. 4, Supplement No. 5 and Supplement No. 6, the "**Supplements**").

For the avoidance of doubt, notwithstanding anything in the terms and conditions of the Notes to the contrary, the ability of the Issuer or Calculation Agent to exercise any discretionary authority under the terms and conditions of the Notes shall be limited to exercises of such discretionary authority under which each Note of the series of Notes remains an "eligible debt security" for purposes of the Federal Reserve's TLAC rule.⁴

1. (i) Issuer: Citigroup Inc.
- (ii) Guarantor: Not Applicable
2. (i) Series Number: EMTN8072
- (ii) Tranche Number: 1
- (iii) Date on which the Notes will be consolidated and form a single Series: Not Applicable
3. Specified Currency or Currencies: Euro ("EUR")
4. Aggregate Principal Amount:
 - (i) Series: EUR22,000,000
 - (ii) Tranche: EUR22,000,000
5. Issue Price: 100 per cent. of the Aggregate Principal Amount
6. (i) Specified Denominations: EUR100,000
- (ii) Calculation Amount: EUR100,000
7. (i) Trade Date: 27 January 2022
- (ii) Issue Date: 10 February 2022
- (ii) Interest Commencement Date: As set out in the table at paragraph 10 below
8. Scheduled Maturity Date: 10 ~~February 2037~~November 2039, subject to adjustment in accordance with the Following Business Day Convention⁵
9. Type of Notes: Fixed Rate Notes and CMS Interest Linked Notes
10. Automatic Change of Interest Basis: Applicable: As set out in the table below

Interest Basis Table

Interest Commencement Date	Interest Period End Date(s)	Type of Notes
Issue Date	10 February, 10 May, 10 August and 10 November in each year from, and including, 10 May 2022 to, and including 10 February 2024, not adjusted	Fixed Rate Notes

⁴ This has been amended to include the disclosure in respect of total loss-absorbing capacity (TLAC).

⁵ This line item has been amended from "10 February 2037" to "10 November 2039" to reflect the change to the Maturity Date.

10 February 2024	10 February, 10 May, 10 August and 10 November in each year from, and including, 10 May 2024 to, and including, 10 February 2037 <u>November 2039</u> , not adjusted ⁶	CMS Interest Linked Notes
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- | | | |
|-----|--|----------------|
| 11. | Put/Call Options: | Not Applicable |
| 12. | (i) Status of the Notes: | Senior |
| | (ii) Status of the CGMHI Deed of Guarantee: | Not Applicable |
| | (iii) Status of the CGMFL Deed of Guarantee: | Not Applicable |

PROVISIONS RELATING TO UNDERLYING LINKED NOTES

- | | | |
|-----|---|----------------|
| 13. | Provisions applicable to Underlying Linked Notes: | Not Applicable |
|-----|---|----------------|

PROVISIONS RELATING TO INTEREST AMOUNTS

- | | | |
|-----|---|---|
| 14. | Interest Provisions: | Applicable |
| | (i) (A) Fixed Rate Note Provisions: | Applicable |
| | Interest Rate: | Fixed Interest Rate |
| | Specified Fixed Rate: | 2.00 per cent. per annum |
| | Interest Amount: | As specified in Valuation and Settlement Condition 5(a)(ii) (<i>Accrual applicable to Fixed Rate Notes</i>) |
| | Broken Amount(s): | Not Applicable |
| | Interest Payment Date(s) to which the Fixed Rate Note Provisions apply: | 10 February, 10 May, 10 August and 10 November in each year from, and including, 10 May 2022 to and including, 10 February 2024 adjusted in accordance with the Following Business Day Convention |
| | I. Accrual: | Applicable |
| | II. Range Accrual Note Provisions: | Not Applicable |
| | III. Interest Period End Date(s): | 10 February, 10 May, 10 August and 10 November in each year from, and including, 10 May 2022 to and including, 10 February 2024, not adjusted |
| | IV. Day Count | 30/360 |

⁶ [This line item has been amended to reflect the changes to the Interest Period End Date\(s\).](#)

Fraction:

- V. Determination Dates: Not Applicable
- VI. Margin(s) (for the Specified Fixed Rate): Not Applicable
- VII. Interest Participation Rate (for the Specified Fixed Rate): Not Applicable
- (B) Floating Rate Note Provisions: Not Applicable
- (C) Inflation Rate Note Provisions: Not Applicable
- (D) DIR Inflation Linked Interest Note Provisions: Not Applicable
- (E) CMS Interest Linked Note Provisions: Applicable, commencing on, but excluding, 10 February 2024 to, and including, the Maturity Date
- I. Interest Payment Date(s) to which the CMS Interest Linked Note Provisions apply: 10 February, 10 May, 10 August and 10 November in each year from, and including, 10 May 2024 to and including, 10 ~~February 2037~~November 2039 adjusted in accordance with the Following Business Day Convention⁷
- II. Interest Period End Date(s): 10 February, 10 May, 10 August and 10 November in each year from, ~~and including but excluding, 10 May~~February 2024 to and including, 10 ~~February 2037~~November 2039, not adjusted⁸
- III. Party responsible for calculating the Interest Rate(s) and/or Interest Amount(s): Calculation Agent
- IV. Range Accrual Note Provisions: Not Applicable

⁷ This line item has been amended from "10 February 2037" to "10 November 2039".

⁸ This line item has been amended from "10 February, 10 May, 10 August and 10 November in each year from, and including, 10 May 2024 to and including, 10 November 2039, not adjusted" to "10 February, 10 May, 10 August and 10 November in each year from, but excluding, 10 February 2024 to and including, 10 November 2039, not adjusted".

- V. CMS Interest Single CMS Interest Rate Rate:
- Relevant Swap Rate: EUR Swap Rate
 - Designated Maturity: 20 years
 - Relevant Time: 11:00 a.m. (Frankfurt time)
 - Reference Currency: EUR
 - Interest Determination Date(s): Periodic Rate Determination is applicable: 2 TARGET Business Days prior to the first day in the relevant Interest Period
 - Page: Reuters Screen: ICESWAP2
 - Minimum Reference Rate (for CMS Reference Rate): Not Applicable
 - Maximum Reference Rate (for CMS Reference Rate): Not Applicable
- VI. Linear Interpolation: Not Applicable
- VII. Margin (for CMS Reference Rate): Not Applicable
- VIII. Minimum Interest Rate (for CMS Interest Rate): ~~0.00 per cent.~~ As set out in the Rate Table below⁹
- IX. Maximum Interest Rate (for CMS Interest Rate): ~~5.00 per cent. per annum~~ As set out in the Rate Table below¹⁰
- X. Day Count

⁹ This line item has been amended from "0.00 per cent." to "As set out in the Rate Table below".

¹⁰ This line item has been amended from "5.00 per cent. per annum" to "As set out in the Rate Table below".

	Fraction:	30/360
XI.	Determination Dates:	Not Applicable
XII.	Interest Participation Rate (for CMS Reference Rate):	Not Applicable

<u>Rate Table¹¹</u>		
<u>Interest Period End Date(s)</u>	<u>Minimum Interest Rate (for CMS Interest Rate)</u>	<u>Maximum Interest Rate (for CMS Interest Rate)</u>
<u>10 February, 10 May, 10 August and 10 November in each year from, but excluding, 10 February 2024 to and including, 10 November 2024, not adjusted</u>	<u>0.00 per cent</u>	<u>5.00 per cent. per annum</u>
<u>10 February, 10 May, 10 August and 10 November in each year from, but excluding, 10 November 2024 to and including, 10 November 2039, not adjusted</u>	<u>1.45 per cent. per annum</u>	<u>5.00 per cent. per annum</u>

- (ii) Range Accrual Note Provisions: Not Applicable
- (iii) Digital Note Provisions: Not Applicable
- (iv) Digital Band Note Provisions: Not Applicable
- (v) Inverse Floating Rate Note Provisions: Not Applicable
- (vi) Spread Note Provisions: Not Applicable
- (vii) Volatility Bond Note Provisions: Not Applicable
- (viii) Synthetic Forward Rate Note Provisions: Not Applicable
- (ix) Previous Coupon Linked Note Provisions: Not Applicable
- (x) FX Performance Note Provisions: Not Applicable
- (xi) Reserve Coupon Note Provisions: Not Applicable
- (xii) Global Interest Floor Note Provisions: Not Applicable
- (xiii) Global Interest Cap Note Provisions: Not Applicable
- (xiv) Restructure Interest Rate Note Provisions: Not Applicable

¹¹ A new "Rate Table" has been inserted to reflect the applicable Minimum Interest Rate and Maximum Interest Rate.

(xv) Interest Rollup: Not Applicable

PROVISIONS RELATING TO SWITCHER OPTION

15. Switcher Option: Not Applicable

PROVISIONS RELATING TO LOCK-IN CHANGE OF INTEREST BASIS

16. Lock-in Change of Interest Basis: Not Applicable

PROVISIONS RELATING TO ZERO COUPON NOTES

17. Zero Coupon Note Provisions: Not Applicable

PROVISIONS RELATING TO CREDIT LINKED NOTES

18. Credit Linked Notes: Not Applicable

PROVISIONS RELATING TO INDEX SKEW NOTES

19. Index Skew Notes: Not Applicable

PROVISIONS RELATING TO REDEMPTION

20. Redemption Provisions:

(i) Issuer Call: Not Applicable

(ii) Investor Put: Not Applicable

(iii) Redemption Amount: EUR100,000 per Calculation Amount

(iv) Mandatory Early Redemption: Not Applicable

(v) Early Redemption Amount

(A) For the purpose of General Condition 5(b)(i) *(Redemption for Taxation Reasons)*: Applicable
Principal Amount plus accrued interest (if any)
Additional Costs on account of Early Redemption: Not Applicable

(B) For the purpose of General Condition 5(b)(ii) *(Redemption for Illegality)*: Principal Amount plus accrued interest (if any)
Additional Costs on account of Early Redemption: Not Applicable

(C) Continuance of Notes Provision: Not Applicable

(D) For the purpose of General Condition 9 *(Events of Default)*: Principal Amount plus accrued interest (if any)
Additional Costs on account of Early Redemption: Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

21. Adjustment Events: Applicable: the provisions in Valuation and Settlement Condition 1(m) *(Fallback Provisions for Notes other than Underlying Linked Notes)* apply

(i)	Change in Law:	Applicable
		Illegality: Applicable
		Material Increased Cost: Applicable
		Early Redemption following Adjustment Event: Applicable
		Early Redemption Amount: Principal Amount plus accrued interest (if any)
		Additional Costs on account of Early Redemption: Not Applicable
(ii)	Hedging Disruption:	Not Applicable
(iii)	Increased Cost of Hedging:	Not Applicable
(iv)	Additional Adjustment Events relating to Inflation Indices:	Not Applicable
(v)	Additional Adjustment Events relating to FX Rates where EMTA Provisions are Not Applicable:	Not Applicable
(vi)	Additional Adjustment Events relating to FX Rates where EMTA Provisions are Applicable:	Not Applicable
22.	Additional Early Redemption Event:	
(i)	Hedging Disruption Early Termination Event:	Not Applicable
(ii)	Section 871(m) Event:	Not Applicable
(iii)	Early Redemption Amount payable under Inflation Index Condition 5 (<i>Additional Early Redemption Events</i>):	Not Applicable
23.	Realisation Disruption Event:	Not Applicable
24.	Administrator/Benchmark Event:	Early Redemption following Administrator/Benchmark Event: Applicable Early Redemption Amount: Principal Amount plus accrued interest (if any) Additional Costs on account of Early Redemption: Not Applicable
25.	Reference Rate Event Provisions:	Reference Rate(s): As specified above Pre-nominated Replacement Reference Rate(s): Not Applicable Reference Rate Early Redemption: Applicable Early Redemption Amount: Principal Amount

		plus accrued interest (if any)
		Additional Costs on account of Early Redemption: Not Applicable
26.	Form of Notes:	Registered Notes Regulation S Global Registered Note Certificate registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg
27.	New Safekeeping Structure:	Not Applicable
28.	Business Centre(s):	London, New York City and TARGET
29.	Business Day Jurisdiction(s) or other special provisions relating to payment dates:	London, New York City and TARGET
30.	Redenomination:	Not Applicable
31.	Consolidation provisions:	The provisions of General Condition 12 (<i>Further Issues</i>) apply
32.	Substitution provisions:	Applicable: The provisions of General Condition 15 (<i>Substitution of the Issuer and the Guarantor</i>) apply
	Additional Requirements:	Not Applicable
33.	Schedule A (Redemption and Purchase and Events of Default):	Applicable
34.	Name and address of Calculation Agent:	Citibank, N.A. (acting through its Interest Rate Derivative Calculations department/group (or any successor department/group)) at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom
35.	Determination Agent:	Calculation Agent
36.	Determinations:	
	(i) Standard:	Sole and Absolute Determination
	(ii) Minimum Amount Adjustment Prohibition:	Not Applicable
37.	Determinations and Exercise of Discretion (BEC):	Not Applicable
38.	Governing law:	State of New York

Signed on behalf of the Issuer:

By: _____
Duly authorised

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¹² The signature block of the Issuer has been deleted.

EMTN8072

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ISIN Code:	XS2110094542
Common Code:	211009454
CUSIP:	Not Applicable
WKN:	Not Applicable
Valoren:	Not Applicable
CFI:	DTVNFR, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
FISN:	CITIGROUP INC/VAREMTN 20370210, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, société anonyme and DTC and the relevant identification number(s) and details relating to the relevant depository, if applicable:	Not Applicable
Delivery:	Delivery versus payment
Names and address of the Swedish Securities Issuing and Paying Agent (if any):	Not Applicable
Names and address of the Finnish Securities Issuing and Paying Agent (if any):	Not Applicable
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

7. DISTRIBUTION

- (i) Method of distribution: Non-syndicated
- (ii) If syndicated, names and addresses of the Lead Manager and the other Managers and underwriting commitments: Not Applicable
- (iii) Stabilisation Manager(s) (if any): Not Applicable
- (iv) If non-syndicated, name and address of Dealer: Citigroup Global Markets Europe AG at Reuterweg 16, 60323 Frankfurt am Main, Germany
- (v) Total commission and concession: None
- (vi) Prohibition of Offer to Private Clients in Switzerland: Applicable
- (vii) Non-exempt Offer: Not Applicable
- (ii) Prohibition of Sales to EEA Retail Investors: Applicable
- (iii) Prohibition of Sales to UK Retail Investors: Applicable

8. EU BENCHMARKS REGULATION AND UK BENCHMARKS REGULATION

EU Benchmarks Regulation: Article 29(2) statement on benchmarks: The CMS Reference Rate is provided by ICE Benchmark Administration Limited

As at the date hereof, ICE Benchmark Administration Limited does not appear in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 of the EU Benchmarks Regulation

9. UNITED STATES TAX CONSIDERATIONS

For U.S. federal income tax purposes, the Issuer intends to treat the Notes as debt.

The Issuer has determined that the Notes are not Specified ELIs for the purpose of Section 871(m).