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THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

NOTICE OF AMENDMENTS

CITIGROUP GLOBAL MARKETS HOLDINGS INC.

(the "**Issuer**")

20 September 2024

The Issuer refers to the consent solicitation document dated 9 August 2024 (the "**Consent Solicitation Document**"), which sets out the Proposed Amendments to each series of securities specified in Annex 1 (the "**Relevant Series**"). Capitalised terms used and not defined in this Notice shall have the meanings given to them in the Consent Solicitation Document.

The Issuer hereby gives notice that:

- Consent has not been received by or on behalf of all holders of the Relevant Series (and neither the Issuer nor the Relevant Agent has received instructions from any holder confirming that it does not consent to the Proposed Amendments) prior to the Expiration Deadline; and
- therefore, in accordance with the terms of the Consent Solicitation Document, the holders are deemed to have consented to the Proposed Amendments in respect of each Relevant Series (set out in the Amended and Restated Issue Terms appended at Annex 2 to this Notice) and such Proposed Amendments are binding on all holders of such Relevant Series with effect from and including 20 September 2024.

On that basis, the Issuer has dated and (if applicable) signed the Amended and Restated Issue Terms, thereby giving effect to the Proposed Amendments and replacing the relevant Issue Terms.

This Notice and any non-contractual obligations arising out of or in connection with them (including without limitation any dispute, controversy, proceedings or claim of whatever nature (whether contractual, non-contractual or otherwise) shall be governed by, and construed in accordance with, English law. The courts of England have exclusive jurisdiction to settle any disputes which may arise out of or in connection with the this Notice and, accordingly, any suit, action or proceedings arising out of or in connection with the foregoing may be brought in such courts.

Enquiries

Please contact Citi at marketsg@citi.com and akim.djebbar@citi.com if you have any questions about anything contained in this Notice or the Consent Solicitation Document.

ANNEX 1

RELEVANT SERIES

	ISIN	Series Number	Programme
1.	XS1389091742	GMTCH0677	Citi U.S. \$30,000,000,000 GMTN Programme 16 December 2016

ANNEX 2

APPROVED AMENDED AND RESTATED ISSUE TERMS

Pricing Supplement dated 2 February 2017

Amended and Restated on 20 September 2024

Citigroup Global Markets Holdings Inc.

Issue of USD1,044,000 Volatility Target Notes due February 2027 linked to a basket of Mutual Funds

Guaranteed by Citigroup Inc.

Under the Citi U.S.\$30,000,000,000 Global Medium Term Note Programme

THIS NOTE IS ISSUED AT A SIGNIFICANT DISCOUNT TO PAR. NO INTEREST WILL BE PAYABLE UNDER THE NOTES. THE REDEMPTION AMOUNT AT MATURITY COULD BE SUBSTANTIALLY BELOW THE ISSUE PRICE AND MAY EVEN BE AS LOW AS USD 0.

No prospectus is required in accordance with the Prospectus Directive (as defined below) in relation to Notes which are the subject of this Pricing Supplement.

The Offering Circular referred to below (as completed by this Pricing Supplement) has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (each, a **Relevant Member State**) will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer in that Relevant Member State of the Notes 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 Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. None of the Issuer, the CGMHI Guarantor and any Dealer has authorised, nor does any of them authorise, the making of any offer of Notes in any other circumstances. For the purposes hereof, the expression **Prospectus Directive** means Directive 2003/71/EC (as amended, including by Directive 2010/73/EU) and any relevant implementing measure in a Relevant Member State.

The Notes and the CGMHI Deed of Guarantee 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. For a description of certain restrictions on offers and sales of Notes, see "*Subscription and sale and transfer and selling restrictions for Notes*" of the Offering Circular and item 7 of Part B below.

The Notes and the CGMHI Deed of Guarantee 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.

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 plan 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 English Law Notes that are also Registered Notes. The Notes are issued under the Offering Circular as defined below.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth under the sections entitled "*General Conditions of the Notes*" and the Underlying Schedules applicable to each Underlying in the Offering Circular.

This document constitutes the Pricing Supplement of the Notes described herein and must be read in conjunction with the Offering Circular. Full information on the Issuer, the CGMHI Guarantor and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Offering Circular.

The Offering Circular (including all documents incorporated by reference therein) is available for viewing at the offices of the Fiscal Agent and the Paying Agents and in electronic form on the Luxembourg Stock Exchange's website (www.bourse.lu).

For the purposes hereof, **Offering Circular** means the Offering Circular dated 16 December 2016 in relation to the Programme including all documents incorporated by reference therein as supplemented by a Supplement (No.1) dated 17 January 2017 (**Supplement No.1**).

- | | | | |
|----|-------|--|--|
| 1. | (i) | Issuer: | Citigroup Global Markets Holdings Inc. |
| | (ii) | Guarantor: | Citigroup Inc. |
| 2. | (i) | Series Number: | GMTCH0677 |
| | (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: | United States dollars (USD) |
| 4. | | Aggregate Principal Amount: | |
| | (i) | Series: | USD1,044,000 |
| | (ii) | Tranche: | USD1,044,000 |
| 5. | | Issue Price: | 4.53 per cent. of the Aggregate Principal Amount |
| 6. | (i) | Specified Denominations: | USD1,000 |
| | (ii) | Calculation Amount: | USD1,000 |
| 7. | (i) | Issue Date: | 7 February 2017 |
| | (ii) | Interest Commencement Date: | Not Applicable |
| 8. | | Maturity Date: | 5 February 2027, subject to adjustment in accordance with the Following Business Day Convention |
| 9. | | Types of Notes: | (i) Underlying Linked Notes |
| | | | (ii) The Notes are Underlying Linked Notes and relate to the Underlying(s) specified in item 16(i) below |

		(iii)	The Notes are Cash Settled Notes
10.	Interest Basis:		The Notes do not bear or pay any interest
11.	Redemption/Payment Basis:		Underlying Linked Redemption
12.	Change of Interest or Redemption/Payment Basis:		Not Applicable
13.	Put/Call Options:		Not Applicable
14.	(i)	Status of the Notes:	Senior
	(ii)	Status of the CGMHI Deed of Guarantee:	Senior
15.	Method of Distribution:		Non-syndicated

PROVISIONS RELATING TO UNDERLYING LINKED NOTES

16.	Underlying Linked Notes Provisions:		Applicable – the provisions in Condition 19 of the General Conditions apply (subject as provided in the relevant Underlying Schedule)
	(i)	Underlying:	
	(A)	Description of Underlying(s):	of Each Underlying (<i>k</i>) specified under the heading "Underlying" and having the ISIN specified for such Underlying (<i>k</i>) under the heading "ISIN" in the Table set out in Schedule 2 attached hereto
	(B)	Classification:	Each Underlying is a Mutual Fund Interest
	(C)	Electronic Page:	In respect of an Underlying (<i>k</i>), the Bloomberg page specified for such Underlying (<i>k</i>) under the heading "Electronic Page" in the Table set out in Schedule 2 attached hereto
	(ii)	Particulars in respect of each Underlying:	
		Mutual Fund Interest:	
	(A)	Mutual Fund:	In respect of an Underlying (<i>k</i>), the Mutual Fund specified for such Underlying under the heading "Mutual Fund" in the Table set out in Schedule 2 attached hereto
	(B)	Scheduled Trading Day:	In respect of an Underlying (<i>k</i>), Scheduled Redemption Valuation Date
	(C)	Same Day Publication:	Not Applicable
	(iii)	Elections in respect of each type of Underlying:	
		Mutual Fund Interest:	
	(A)	Additional Disruption Event(s):	Fees or Charges Event Fund Adviser Event Holding Ratio Change

Limitation Event
 New Information Event
 Non Currency Redemption
 Related Agreement Termination
 Asset Trigger Event

(B) Mutual Fund Interest Substitution Criteria: In respect of an Underlying (k):

Equivalent Mutual Fund Interest. For which purpose, the Equivalent Mutual Fund Interest Criteria is:

Liquidity
 Similar Strategy
 Same Currency

- (iv) Trade Date: 31 January 2017
- (v) Realisation Disruption: Not Applicable
- (vi) Hedging Disruption Early Termination Event: Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- 17. **Fixed Rate Note Provisions** Not Applicable
- 18. **Floating Rate Note Provisions** Not Applicable
- 19. **Zero Coupon Note Provisions** Not Applicable
- 20. **Dual Currency Interest Provisions** Not Applicable
- 21. **Underlying Linked Notes Interest Provisions** Not Applicable

PROVISIONS RELATING TO REDEMPTION

- 22. **Issuer Call** Not Applicable
- 23. **Investor Put** Not Applicable
- 24. **Redemption Amount of each Calculation Amount** See item 25 below
- 25. **Underlying Linked Notes Redemption Provisions** Applicable - subject as provided in Schedule 3 attached hereto
 - (i) Redemption Amount for Underlying Linked Notes: See Schedule 1 attached hereto
 - (ii) Specified Valuation Date(s): 01 February 2027, subject to adjustment as provided in Condition 19 of the General Conditions (the **Final Valuation Date**)
 - (iii) Valuation Disruption (Scheduled Trading Days): Move in Block
 - (iv) Valuation Disruption (Disrupted Days): Value What You Can
 - (v) Valuation Roll: Eight

26. **Mandatory Early Redemption Provisions** Not Applicable
27. **Early Redemption Amount**
- (i) Early Redemption Amount(s) payable on redemption for taxation reasons or illegality (Condition 5(b) of the General Conditions) or on Event of Default (Condition 9 of the General Conditions) or other relevant early redemption pursuant to the Conditions and/or the method of calculating the same: Condition 5(d)(iii)(A) of the General Conditions applies
- (ii) Early Redemption Amount includes amount in respect of accrued interest: Not Applicable
28. **Provisions applicable to Physical Delivery** Not Applicable
29. **Variation of Settlement**
- (i) Issuer's or Intermediary's option to vary settlement: Not Applicable
- (ii) Holder's option to vary settlement: Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

30. **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
31. **Governing Law:** English law applies
32. **New Safekeeping Structure:** Not applicable
33. **Business Centres:** London and New York City
34. **Business Day Jurisdiction(s) or other special provisions relating to payment dates:** London and New York City
35. **Renimbi Settlement Centre(s):** Not Applicable
36. **Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:** Not Applicable
37. **Details relating to Instalment Notes: amount of each Instalment Amount (including any maximum or minimum Instalment Amount), date on which each payment is to be made:** Not Applicable
38. **Redenomination, renominalisation and** Not Applicable

reconventioning provisions:

- | | | |
|-----|--|--|
| 39. | Consolidation provisions: | The provisions of Condition 12 of the General Conditions apply |
| 40. | Other terms and conditions: | See Schedule 1, 2 and 3 attached hereto |
| 41. | Name and address of Calculation Agent: | Citigroup Global Markets Limited at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, acting through its Hybrids Trading Desk (or any successor department/group) |
| 42. | Determinations: | Sole and Absolute Determination |

PURPOSE OF PRICING SUPPLEMENT

This Pricing Supplement comprises the Pricing Supplement required for the issue and admission to trading on the Luxembourg Stock Exchange's Euro MTF Market of the Notes described herein pursuant to the Citi U.S.\$30,000,000,000 Global Medium Term Note Programme of Citigroup Inc., Citigroup Global Markets Holdings Inc., Citigroup Global Markets Funding Luxembourg S.C.A. and Citigroup Global Markets Limited.

RESPONSIBILITY

The Issuer and the CGMHI Guarantor accept responsibility for the information contained in this Pricing Supplement. Information in relation to the Mutual Funds has been extracted from Bloomberg. Each of the Issuer and the CGMHI Guarantor confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from such sources, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

By:
Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

Listing and admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List and to trading on the Luxembourg Stock Exchange's Euro MTF Market with effect from on or about the Issue Date.

2. RATINGS

Ratings: The Notes are not rated.

The Issuer's long term/short term senior debt is rated:

S&P: BBB+ (Stable Outlook)/ A-2

Moody's: Baa1 (Stable Outlook)

Fitch: A (Stable Outlook)/ F1

The CGMHI Guarantor's long term/short term senior debt is rated:

S&P: BBB+ (Stable Outlook)/ A-2

Moody's: Baa1 (Stable Outlook)/ P-2

Fitch: A (Stable Outlook)/ F1

The Rating and Outlook are subject to change during the term of the Notes

A credit rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the rating agency at any time. Each rating should be evaluated independently of any other rating

The Issuer's credit ratings are an assessment of the Issuer's ability to meet its obligations under the Notes, including making payments under the Notes. Consequently, actual or anticipated changes in the Issuer's credit ratings may affect the trading value of the Notes. However, because the Notes' yield is dependent on certain factors in addition to the Issuer's ability to pay its obligations on the Notes, an improvement in the Issuer's credit ratings will not reduce the other investment risks related to the Notes

The CGMHI Guarantor's credit ratings are an assessment of the CGMHI Guarantor's ability to meet its obligations under the CGMHI Deed of Guarantee in respect of the Notes, including making payments thereunder. Consequently, actual or anticipated changes in the CGMHI Guarantor's credit ratings may affect the trading value of the Notes. However, because the Notes' yield is dependent on certain factors in addition to the CGMHI Guarantor's ability to pay its obligations under the CGMHI Deed of Guarantee, an improvement in the

CGMHI Guarantor's credit ratings will not reduce the other investment risks related to the Notes

3. **REASONS FOR THE ISSUE AND ESTIMATED NET PROCEEDS**

- (i) Reasons for the issue: See "Use of Proceeds" in the Offering Circular
- (ii) Estimated net proceeds: USD 47,293.20

4. **PERFORMANCE OF THE UNDERLYING(S), EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING(S)**

The Notes are linked to a dynamic basket of Mutual Funds with volatility control. The realized volatility of the Underlyings will affect the dynamic exposure to the basket of Mutual Funds.

Relatively high realized volatility would decrease the exposure, relatively low realized volatility would increase the exposure.

The past and further performance and volatility of each Underlying can be obtained from the Electronic Page specified for such Underlying in the Table set out in Schedule 2 attached hereto

5. **UNDERLYING DISCLAIMER**

Bloomberg®

Certain information contained in this Pricing Supplement consists of extracts from or summaries of information that is publicly-available from Bloomberg L.P. (**Bloomberg®**). The Issuer and the CGMHI Guarantor accept responsibility for accurately reproducing such extracts or summaries and, as far as the Issuer and the CGMHI Guarantor are aware and are able to ascertain from such publicly-available information, no facts have been omitted which would render the reproduced information inaccurate or misleading. Bloomberg® makes no representation, warranty or undertaking, express or implied, as to the accuracy of the reproduction of such information, and accepts no responsibility for the reproduction of such information or for the merits of an investment in the Notes. Bloomberg® does not arrange, sponsor, endorse, sell or promote the issue of the Notes.

6. **OPERATIONAL INFORMATION**

ISIN Code: XS1389091742

Common Code: 138909174

Any clearing system(s) other than Euroclear, Clearstream Luxembourg 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 Notes Issuing and Paying Agent (if any): Not Applicable

Names and address of the Finnish Notes Issuing and Paying Agent (if any): Not Applicable

Names and address of additional Paying Agent(s) (if any): Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility: Not Applicable

7. DISTRIBUTION

If syndicated, names and addresses of Managers and underwriting commitments:	Not Applicable
Date of Subscription Agreement:	Not Applicable
Stabilisation Manager(s) (if any):	Not Applicable
If non-syndicated, name and address of Dealer:	Citigroup Global Markets Limited at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom
Total commission and concession:	None
Additional selling restrictions:	Not Applicable

8. UNITED STATES TAX CONSIDERATIONS

For U.S. federal income tax purposes, the Issuer intends to treat the Notes as prepaid forward contracts or options. The Issuer has determined that the Notes are not Specified Notes because (i) the Issue Date for the Notes is in 2017 and (ii) the Notes are not “delta-one” within the meaning of Internal Revenue Service Notice 2016-76.

SCHEDULE 1

REDEMPTION AMOUNT

1. REDEMPTION AMOUNT

For the purposes of items 24 and 25 of Part A above, the Redemption Amount in respect of each Calculation Amount shall be an amount in USD calculated by the Calculation Agent by reference to the following formula:

$$USD1,000 \times \text{Max} \left[0, \left(\frac{\text{Final Dynamic Basket Level}}{\text{Initial Dynamic Basket Level}} - 1 \right) \right]$$

2. DEFINITIONS

For the purposes hereof:

Dynamic Basket Level (t) means an amount in USD determined by the Calculation Agent by reference to the following formula:

$$DB_{(t-1)} \times \left[1 + \text{Exp}_{(t-1)} \times \left(\frac{FB_{(t)}}{FB_{(t-1)}} - 1 \right) - \text{Exp}_{(t-1)} \times \text{Rate}_{(t-1)} \times \left(\frac{DC_{(t,t-1)}}{360} \right) - 0.9\% \times \left(\frac{DC_{(t,t-1)}}{365} \right) \right]$$

On the Strike Date (where $t=0$), Dynamic Basket Level (t) means the Initial Dynamic Basket Level.

Where:

DB_(t-1) means, in respect of a Valuation Date (t) (the **Relevant Valuation Date**), Dynamic Basket Level (t) for the Valuation Date (t) immediately preceding such Relevant Valuation Date.

DC_(t,t-1) means, in respect of a Relevant Valuation Date, the number of calendar days from (and including) the Valuation Date (t) immediately preceding such Relevant Valuation Date to (but excluding) such Relevant Valuation Date.

Exp_(t-1) means, in respect of a Relevant Valuation Date, Exp_(t) for the Valuation Date (t) immediately preceding such Relevant Valuation Date.

FB_(t) mean, in respect of a Relevant Valuation Date, Fund Basket Value (t) for such Relevant Valuation Date.

FB_(t-1) mean, in respect of a Relevant Valuation Date, Fund Basket Value (t) for the Valuation Date (t) immediately preceding such Relevant Valuation Date.

Rate_(t-1) means, in respect of a Relevant Valuation Date and as determined by the Calculation Agent, the 3-month USD LIBOR Rate which appears on Bloomberg page <US0003M Index> (or any alternate or successor page determined by the Calculation Agent) at approximately 11 a.m. (London time) on the Valuation Date (t) immediately preceding such Relevant Valuation Date or, if such rate is not available for any reason or no such rate appears on such page on such day, the 3-month USD LIBOR rate for the Valuation Date (t) immediately preceding such Relevant Valuation Date for which such rate was available.

Exp_(t) means, in respect of a Valuation Date (t), the target exposure for such Valuation Date (t) determined by the Calculation Agent by reference to the following formula:

$$\text{Min} \left(\text{MaxExp}, \frac{\text{TargetVol}}{\text{RealizedVol}_{t-1}} \right)$$

Where $t=0$, $Exp_{(t)}$ means 150 per cent..

Where:

MaxExp means the Maximum Exposure, being 150%.

RealizedVol_(t-1) means, in respect of a Relevant Valuation Date, $RealizedVol_{(t)}$ for the Valuation Date (t) immediately preceding such Relevant Valuation Date.

TargetVol means the Target Exposure, being 4.5%.

Final Dynamic Basket Level means the Dynamic Basket Level (t) on the Final Valuation Date.

Fund Basket Value means, in respect of an Underlying (k) and a Valuation Date (t) an amount in USD determined by the Calculation Agent by reference to the following formula:

$$FB_{(t-1)} \times \left[\sum_{k=1}^4 W_k \times \frac{UCL_{(k,t)}}{UCL_{(k,t-1)}} \right]$$

Where $t=0$, Fund Basket Value means USD100.

Where:

UCL_(k,t) means, in respect of an Underlying (k) and a Valuation Date (t), the Underlying Closing Level for such Underlying (k) for such Valuation Date (t).

UCL_(k,t-1) means, in respect of an Underlying (k) and a Relevant Valuation Date, the Underlying Closing Level for such Underlying (k) for the Valuation Date (t) immediately preceding such Relevant Valuation Date.

W_(k) means, in respect of an Underlying (k), the Weight specified for such Underlying (k) under the heading "Weight" in the Table set out in Schedule 2 attached hereto.

Initial Dynamic Basket Level means USD100.

RealizedVol_(t) means, in respect of a Valuation Date (t), an amount, expressed as a percentage, determined by the Calculation Agent by reference to the following formula:

$$\sqrt{252 \times \frac{1}{VW} \times \sum_{i=0}^{VW-1} \left[\ln \left(\frac{FB_{(t-i)}}{FB_{(t-i-1)}} \right) \right]^2}$$

Where:

FB_(t-i) means, in respect of a Relevant Valuation Date, Fund Basket Value (t) in respect of Valuation Date ($t-i$), being the i th Valuation Date (t) immediately preceding such Relevant Valuation Date (the **Relevant Volatility Valuation Date**).

FB_(t-i-1) means, in respect of a Relevant Volatility Valuation Date, Fund Basket Value (t) in respect of Valuation Date (t) immediately preceding such Relevant Volatility Valuation Date. $(t-i-1) = -21$ being 30 December 2016.

ln means the logarithm of the formula in brackets.

VW means, in respect of a Relevant Valuation Date, the volatility window, being the number of the relevant Valuation Date (t), denoted by (i), within the period of 20 Valuation Dates (t) immediately preceding such Relevant Valuation Date.

Strike Date means 1 February 2017. Such date shall be deemed to be Valuation Date for the purposes of the Conditions and the provisions of item 25(ii), item 25(iii) and item 25(iv) of Part A shall apply thereto.

Valuation Date (*t*) means (i) each Scheduled Trading Day for all the Underlyings which is not a Disrupted Day for any of the Underlyings falling during the period from (and including) the Strike Date to (but excluding) the Final Valuation Date and (ii) the Final Valuation Date.

SCHEDULE 2

<i>k</i>	Mutual Fund	Underlying	ISIN	Electronic Page	Weight
1	M&G Optimal Income Fund	A Class A-H Accumulating Share in the Mutual Fund	GB00B4WS3X34	MGOIAHA LN Equity	40%
2	JPMorgan Global Income Fund	A Class A- USD Hedged Share in the Mutual Fund	LU0762807625	JPGIAHA LX Equity	10%
3	Blackrock Global Multi Asset Income Fund	A Class A2 Share in the Mutual Fund	LU0784385840	BGMAIA2 LX Equity	25%
4	Shroder International Selection Fund- Global Multi Asset Income Fund	A Class AA Share in the Mutual Fund	LU0757359368	SCHGMAA LX Equity	25%

SCHEDULE 3

The provisions of this Schedule shall apply with effect from (and including) 1 October 2024 (the **Cessation Effective Date**). The provisions of this Schedule shall apply to the Notes notwithstanding any other Conditions and, to the extent of any inconsistency between any of the provisions of this Schedule and any other Conditions, the provisions of this Schedule shall prevail.

1. **CME TERM SOFR DETERMINATION**

The following provisions shall apply:

- (a) each reference to "3-month USD LIBOR rate" and the related Bloomberg page (or equivalent) at the time specified (howsoever described, including as to tenor) shall be replaced with "CME Term SOFR plus the CME Term SOFR Adjustment Spread";
- (b) any terms related to the determination of "3-month USD LIBOR rate" of the relevant tenor (howsoever described) shall not apply and the terms related to the determination of CME Term SOFR set out in this Schedule and the Conditions shall apply, without prejudice to any terms set out elsewhere in the Pricing Supplement related to the unavailability of the rate, which terms shall continue to apply; and
- (c) any other rate or underlying that is not subject to this Schedule, any margin, multiplier and/or minimum, maximum interest rate, lower range or upper range (howsoever described) and the party responsible for calculating the Interest Rate(s) and/or Interest Amount(s) shall continue to apply to the Notes as set out elsewhere in the Pricing Supplement.

2. **REPLACEMENT RATE**

If in respect of any Relevant Valuation Date, the Calculation Agent or Determination Agent (as applicable) determines that the CME Term SOFR rate has been permanently discontinued or the methodology of the CME Term SOFR rate has changed, then the Calculation Agent or Determination Agent (as applicable) may in its discretion (i) determine CME Term SOFR by reference to a substitute rate which it determines to be an appropriate replacement rate (taking into account any factors which it deems relevant, which may include (without limitation) market practice and any published guidance from central banks and applicable industry trade bodies at the relevant time) and make such other adjustments to the Conditions as it deems necessary or appropriate in relation to such substitution and (ii) determine the effective date of such adjustment. Notice of such adjustment shall be given to the Noteholders in accordance with General Condition 13 (*Notices*).

3. **CERTAIN DEFINED TERMS**

The following terms have the following meanings (notwithstanding anything to the contrary in the Conditions):

Administrator means, in respect of CME Term SOFR, CME Group Benchmark Administration Limited (or any successor as determined by the Calculation Agent or Determination Agent (as applicable));

CME Term SOFR Adjustment Spread means 0.26161%;

CME Term SOFR means, in respect of any relevant day, the forward-looking term Secured Overnight Financing Rate (SOFR) for a period of 3 months provided by the Administrator or provided to, and published by, authorised distributors as at the Specified Time, on such day;

CME Term SOFR plus the CME Term SOFR Adjustment Spread means, in respect of a relevant day, the aggregate of CME Term SOFR plus the CME Term SOFR Adjustment Spread in respect of such day; and

Specified Time means 6:00 a.m., New York City time (or any amended publication time for CME Term SOFR as specified by the Administrator in the CME Term SOFR benchmark methodology).