

**CITIGROUP INC. UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.7) dated 16 September 2022, CGMHI UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.7) dated 16 September 2022 and CGMFL UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.7) dated 16 September 2022**



**CITIGROUP INC.**  
**(incorporated in Delaware)**

and

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

and

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

each an issuer under the  
**Citi Global Medium Term Note Programme**

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

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

**Citigroup Inc. ULN Base Prospectus Supplement (No.7)**

This base prospectus supplement ("**Citigroup Inc. ULN Base Prospectus Supplement (No.7)**") constitutes a supplement for the purposes of (i) Article 23 of Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**") and (ii) Part IV of the Luxembourg Law dated 16 July 2019 relating to prospectuses for securities (the "**Luxembourg Prospectus Law**") and is supplemental to, and must be read in conjunction with, the Underlying Linked Notes Base Prospectus dated 17 December 2021 (the "**Citigroup Inc. ULN Base Prospectus 2021**"), as supplemented by each of Citigroup Inc. ULN Base Prospectus Supplement (No.1) dated 1 February 2022 ("**Citigroup Inc. ULN Base Prospectus Supplement (No.1)**"), Citigroup Inc. ULN Base Prospectus Supplement (No.2) dated 16 March 2022 ("**Citigroup Inc. ULN Base Prospectus Supplement (No.2)**"), Citigroup Inc. ULN Base Prospectus Supplement (No.3) dated 5 May 2022 ("**Citigroup Inc. ULN Base Prospectus Supplement (No.3)**"), Citigroup Inc. ULN Base Prospectus Supplement (No.4) dated 24 May 2022 ("**Citigroup Inc. ULN Base Prospectus Supplement (No.4)**"), Citigroup Inc. ULN Base Prospectus Supplement (No.5) dated 2 August 2022 ("**Citigroup Inc. ULN Base Prospectus Supplement (No.5)**"), and Citigroup Inc. ULN Base Prospectus Supplement (No.6) dated 19 August 2022 ("**Citigroup Inc. ULN Base Prospectus Supplement (No.6)**"), in each case, prepared by Citigroup Inc. (the Citigroup Inc. ULN Base Prospectus 2021, the Citigroup Inc. ULN Base Prospectus Supplement (No.1), the Citigroup Inc. ULN Base Prospectus Supplement (No.2), Citigroup Inc. ULN Base Prospectus Supplement (No.3), Citigroup Inc. ULN Base Prospectus Supplement (No.4), Citigroup Inc. ULN Base Prospectus Supplement (No.5), and Citigroup Inc. ULN Base Prospectus Supplement (No.6), the "**Citigroup Inc. ULN Base Prospectus**") with respect to the Citi Global Medium Term Note Programme (the "**Programme**").

### **CGMHI ULN Base Prospectus Supplement (No.7)**

This base prospectus supplement ("**CGMHI ULN Base Prospectus Supplement (No.7)**") also constitutes a supplement for the purposes of (i) Article 23 of the EU Prospectus Regulation and (ii) Part IV of the Luxembourg Prospectus Law and is supplemental to, and must be read in conjunction with, the Underlying Linked Notes Base Prospectus dated 17 December 2021 (the "**CGMHI ULN Base Prospectus 2021**"), as supplemented by each of CGMHI ULN Base Prospectus Supplement (No.1) dated 1 February 2022 ("**CGMHI ULN Base Prospectus Supplement (No.1)**"), CGMHI ULN Base Prospectus Supplement (No.2) dated 16 March 2022 ("**CGMHI ULN Base Prospectus Supplement (No.2)**"), CGMHI ULN Base Prospectus Supplement (No.3) dated 5 May 2022 ("**CGMHI ULN Base Prospectus Supplement (No.3)**"), CGMHI ULN Base Prospectus Supplement (No.4) dated 24 May 2022 ("**CGMHI ULN Base Prospectus Supplement (No.4)**"), CGMHI ULN Base Prospectus Supplement (No.5) dated 2 August 2022 ("**CGMHI ULN Base Prospectus Supplement (No.5)**"), and CGMHI ULN Base Prospectus Supplement (No.6) dated 19 August 2022 ("**CGMHI ULN Base Prospectus Supplement (No.6)**") in each case, prepared by Citigroup Global Markets Holdings Inc. ("**CGMHI**") and Citigroup Inc. in its capacity as the CGMHI Guarantor (CGMHI ULN Base Prospectus 2021, CGMHI ULN Base Prospectus Supplement (No.1), CGMHI ULN Base Prospectus Supplement (No.2), CGMHI ULN Base Prospectus Supplement (No.3), CGMHI ULN Base Prospectus Supplement (No.4), CGMHI ULN Base Prospectus Supplement (No.5), and CGMHI ULN Base Prospectus Supplement (No.6), the "**CGMHI ULN Base Prospectus**") with respect to the Programme.

### **CGMFL ULN Base Prospectus Supplement (No.7)**

This base prospectus supplement (the "**CGMFL ULN Base Prospectus Supplement (No.7)**") and, together with Citigroup Inc. ULN Base Prospectus Supplement (No.7) and CGMHI ULN Base Prospectus Supplement (No.7), the "**Supplement**") also constitutes a supplement for the purposes of (i) Article 23 of the EU Prospectus Regulation and (ii) Part IV of the Luxembourg Prospectus Law and is supplemental to, and must be read in conjunction with, the Underlying Linked Notes Base Prospectus dated 17 December 2021 (the "**CGMFL ULN Base Prospectus 2021**") as supplemented by each of CGMFL ULN Base Prospectus Supplement (No.1) dated 1 February 2022 ("**CGMFL ULN Base Prospectus Supplement (No.1)**"), CGMFL ULN Base Prospectus Supplement (No.2) dated 16 March 2022 ("**CGMFL ULN Base Prospectus Supplement (No.2)**"), CGMFL ULN Base Prospectus Supplement (No.3) dated 5 May 2022 ("**CGMFL ULN Base Prospectus Supplement (No.3)**"), CGMFL ULN Base Prospectus Supplement (No.4) dated 24 May 2022 ("**CGMFL ULN Base Prospectus Supplement (No.4)**"), CGMFL ULN Base Prospectus Supplement (No.5) dated 2 August 2022 ("**CGMFL ULN Base Prospectus Supplement (No.5)**"), and CGMFL ULN Base Prospectus Supplement (No.6) dated 19 August 2022 ("**CGMFL ULN Base Prospectus Supplement (No.6)**"), 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 (CGMFL ULN Base Prospectus 2021, CGMFL ULN Base Prospectus Supplement (No.1), CGMFL ULN Base Prospectus Supplement (No.2), CGMFL ULN Base Prospectus Supplement (No.3), CGMFL ULN Base Prospectus Supplement (No.4), CGMFL ULN Base Prospectus Supplement (No.5), and CGMFL ULN Base Prospectus Supplement (No.6), the "**CGMFL ULN Base Prospectus**" and, together with the Citigroup Inc. ULN Base Prospectus and the CGMHI ULN Base Prospectus, the "**Base Prospectus**"), with respect to the Programme.

### **Approvals**

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

Application has been made to the Irish Stock Exchange plc, trading as Euronext Dublin ("**Euronext Dublin**") for the approval of the Citigroup Inc. ULN Base Prospectus Supplement (No.7), the CGMHI ULN Base Prospectus Supplement (No.7) and the CGMFL ULN Base Prospectus Supplement (No.7) as

Base Listing Particulars Supplements (the "**Citigroup Inc. ULN Base Listing Particulars Supplement (No.7)**", the "**CGMHI ULN Base Listing Particulars Supplement (No.7)**" and the "**CGMFL ULN Base Listing Particulars Supplement (No.7)**", respectively, and together, the "**Base Listing Particulars Supplement**"). Save where expressly provided or the context otherwise requires, where Securities are to be admitted to trading on the Global Exchange Market references herein to "Supplement", "Citigroup Inc. ULN Base Prospectus Supplement (No.7)", "CGMHI ULN Base Prospectus Supplement (No.7)" and "CGMFL ULN Base Prospectus Supplement (No.7)" shall be construed to be to "Base Listing Particulars Supplement", "Citigroup Inc. ULN Base Listing Particulars Supplement (No.7)", "CGMHI ULN Base Listing Particulars Supplement (No.7)" and "CGMFL ULN Base Listing Particulars Supplement (No.7)", respectively.

### **Responsibility Statements**

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

### **Defined Terms**

Terms defined in the Base Prospectus and used in this Supplement and not otherwise defined herein, shall have the same meaning when used in this Supplement, unless the context otherwise requires.

## INFORMATION RELATING TO THE CITIGROUP INC. ULN BASE PROSPECTUS

### *Amendments to the Valuation and Settlement Schedule*

The Valuation and Settlement Conditions set out in Section G.2 of the Citigroup Inc. ULN Base Prospectus entitled "*Valuation and Settlement Schedule*" shall be amended as set out in Schedule 1 to this Supplement.

### *Amendments to the Pro Forma Final Terms*

The Pro Forma Final Terms set out in Section G.3 of the Citigroup Inc. ULN Base Prospectus entitled "*Pro Forma Final Terms*" shall be amended as set out in Schedule 2 to this Supplement.

### *Amendments to the Pro Forma Pricing Supplement*

The Pro Forma Pricing Supplement set out in Section G.4 of the Citigroup Inc. ULN Base Prospectus entitled "*Pro Forma Pricing Supplement*" shall be amended as set out in Schedule 3 to this Supplement.

### *General*

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

Copies of the Citigroup Inc. ULN Base Prospectus 2021, the Citigroup Inc. ULN Base Prospectus Supplement (No.1), the Citigroup Inc. ULN Base Prospectus Supplement (No.2), the Citigroup Inc. ULN Base Prospectus Supplement (No.3), the Citigroup Inc. ULN Base Prospectus Supplement (No.4), the Citigroup Inc. ULN Base Prospectus Supplement (No.5), the Citigroup Inc. ULN Base Prospectus Supplement (No.6) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Securities 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. ULN Base Prospectus 2021 will be available on the website specified for each such document in the Citigroup Inc. ULN 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. ULN Base Prospectus 2021 by this Supplement and (b) any statement in the Citigroup Inc. ULN Base Prospectus or otherwise incorporated by reference into the Citigroup Inc. ULN Base Prospectus 2021, the statements in (a) above will prevail.

### *Withdrawal rights*

In accordance with Article 23 of the EU Prospectus Regulation, investors who have already agreed to purchase or subscribe for securities pursuant to the Citigroup Inc. ULN Base Prospectus before this Supplement is published, and for whom any of the information in this Supplement relates to the issue of the relevant securities (within the meaning of Article 23(4) of the EU Prospectus Regulation), have the right, exercisable within three working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. Investors may contact the relevant distributor of such securities in connection therewith should they wish to exercise such right of withdrawal. The final date of such right of withdrawal is 21 September 2022.

## INFORMATION RELATING TO THE CGMHI ULN BASE PROSPECTUS

*Publication of the Half-Yearly Financial Report of Citigroup Global Markets Holdings Inc. (CGMHI) on 31 August 2022*

On 31 August 2022, CGMHI published its half-yearly financial report containing its unaudited consolidated interim financial statements as of and for the six months period ended 30 June 2022 (the **CGMHI 2022 Half-Yearly Financial Report**). A copy of the CGMHI 2022 Half-Yearly Financial Report has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202209/d40e7faa-d6f4-4e82-9500-cd5f6158d621.PDF>). CGMHI is an Issuer under the Programme. By virtue of this Supplement, the CGMHI 2022 Half-Yearly Financial Report is incorporated by reference in, and forms part of, the CGMHI ULN Base Prospectus.

The following information appears on the page(s) of the CGMHI 2022 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 2022:**

	<b>Page(s) of the section entitled "Consolidated Financial Statements"</b>
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:**

	<b>Page(s) of the section entitled "Management Report"</b>
A. Management Report	1-34

Any information not specified in the cross-reference list above but included in the CGMHI 2022 Half-Yearly Financial Report is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

### *Amendments to the Valuation and Settlement Schedule*

The Valuation and Settlement Conditions set out in Section G.2 of the CGMHI ULN Base Prospectus entitled "*Valuation and Settlement Schedule*" shall be amended as set out in Schedule 1 to this Supplement.

### *Amendments to the Pro Forma Final Terms*

The Pro Forma Final Terms set out in Section G.3 of the CGMHI ULN Base Prospectus entitled "*Pro Forma Final Terms*" shall be amended as set out in Schedule 2 to this Supplement.

### *Amendments to the Pro Forma Pricing Supplement*

The Pro Forma Pricing Supplement set out in Section G.4 of the CGMHI ULN Base Prospectus entitled "*Pro Forma Pricing Supplement*" shall be amended as set out in Schedule 3 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 2022 (the date of the most recently published unaudited 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 2021 (the date of the most recently published audited 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 2022 (the date of the most recently published unaudited 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 2021 Annual Report and Note 13 to the Consolidated Financial Statements included in the CGMHI 2022 Half-Yearly Financial Report. For a discussion of Citigroup Inc.'s material legal and regulatory matters, of which the matters discussed in Note 15 (as specified above) are a part, see (i) Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2021 Form 10-K, (ii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2022 Q1 Form 10-Q and (iii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2022 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 ULN Base Prospectus since the publication of the CGMHI ULN Base Prospectus Supplement (No.6).

Copies of the CGMHI ULN Base Prospectus 2021, the CGMHI ULN Base Prospectus Supplement (No.1), the CGMHI ULN Base Prospectus Supplement (No.2), the CGMHI ULN Base Prospectus Supplement (No.3), the CGMHI ULN Base Prospectus Supplement (No.4), the CGMHI ULN Base Prospectus Supplement (No.5), the CGMHI ULN Base Prospectus Supplement (No.6) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Securities 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 ULN Base Prospectus 2021 will be available on the website specified for each such document in the CGMHI ULN 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 ULN Base Prospectus 2021 by this Supplement and (b) any statement in the CGMHI ULN Base Prospectus or otherwise incorporated by reference into the CGMHI ULN Base Prospectus 2021, the statements in (a) above will prevail.

### *Withdrawal rights*

In accordance with Article 23 of the EU Prospectus Regulation, investors who have already agreed to purchase or subscribe for securities pursuant to the CGMHI ULN Base Prospectus before this Supplement is published, and for whom any of the information in this Supplement relates to the issue of

the relevant securities (within the meaning of Article 23(4) of the EU Prospectus Regulation), have the right, exercisable within three working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. Investors may contact the relevant distributor of such securities in connection therewith should they wish to exercise such right of withdrawal. The final date of such right of withdrawal is 21 September 2022.

## INFORMATION RELATING TO THE CGMFL ULN BASE PROSPECTUS

### *Amendments to the Valuation and Settlement Schedule*

The Valuation and Settlement Conditions set out in Section G.2 of the CGMFL ULN Base Prospectus entitled "*Valuation and Settlement Schedule*" shall be amended as set out in Schedule 1 to this Supplement.

### *Amendments to the Pro Forma Final Terms*

The Pro Forma Final Terms set out in Section G.3 of the CGMFL ULN Base Prospectus entitled "*Pro Forma Final Terms*" shall be amended as set out in Schedule 2 to this Supplement.

### *Amendments to the Pro Forma Pricing Supplement*

The Pro Forma Pricing Supplement set out in Section G.4 of the CGMFL ULN Base Prospectus entitled "*Pro Forma Pricing Supplement*" shall be amended as set out in Schedule 3 to this Supplement.

### *Corporate Authorities*

The approval of the CGMFL ULN Base Prospectus Supplement (No.7) has been authorised pursuant to resolutions of the board of managers of the Corporate Manager of CGMFL on 14 September 2022.

### *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 ULN Base Prospectus since the publication of the CGMFL ULN Base Prospectus Supplement (No.6).

Copies of the CGMFL ULN Base Prospectus 2021, the CGMFL ULN Base Prospectus Supplement (No.1), the CGMFL ULN Base Prospectus Supplement (No.2), the CGMFL ULN Base Prospectus Supplement (No.3), the CGMFL ULN Base Prospectus Supplement (No.4), the CGMFL ULN Base Prospectus Supplement (No.5), the CGMFL ULN Base Prospectus Supplement (No.6) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Securities 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 ULN Base Prospectus 2021 will be available on the website specified for each such document in the CGMFL ULN 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 ULN Base Prospectus 2021 by this Supplement and (b) any statement in the CGMFL ULN Base Prospectus or otherwise incorporated by reference into the CGMFL ULN Base Prospectus 2021, the statements in (a) above will prevail.

### *Withdrawal rights*

In accordance with Article 23 of the EU Prospectus Regulation, investors who have already agreed to purchase or subscribe for securities pursuant to the CGMFL ULN Base Prospectus before this Supplement is published, and for whom any of the information in this Supplement relates to the issue of the relevant securities (within the meaning of Article 23(4) of the EU Prospectus Regulation), have the right, exercisable within three working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. Investors may contact the relevant distributor of such securities in connection therewith should they wish to exercise such right of withdrawal. The final date of such right of withdrawal is 21 September 2022.



## SCHEDULE 1

### AMENDMENTS TO THE VALUATION AND SETTLEMENT SCHEDULE

The Valuation and Settlement Conditions set out in Section G.2 of the Base Prospectus entitled "*Valuation and Settlement Schedule*" shall be amended as follows:

- (a) Paragraph (H) of the definition of "Mandatory Early Redemption Barrier Event" in Valuation and Settlement Condition 1.1(b)(iii) (*Definitions relating to the determination of whether a Mandatory Early Redemption Barrier Event has occurred and therefore that the Mandatory Early Redemption Amount will be due on the relevant Mandatory Early Redemption Date*) on page 702 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"(H) where the Mandatory Early Redemption Barrier Event is specified in the applicable Issue Terms to be "Target Mandatory Early Redemption Barrier Event", in the determination of the Calculation Agent and in respect of the Interest Payment Date or, as the case may be, Non-Contingent Interest Payment Date scheduled to fall on such Mandatory Early Redemption Date:

- (1) the sum of the aggregate Interest Amount(s) paid in respect of all of the Interest Payment Dates falling prior to such Interest Payment Date or such Non-Contingent Interest Payment Date;
- (2) and, where "Include Any Non-Contingent Interest Amount" is specified as applicable in the applicable Issue Terms, the sum of the aggregate Non-Contingent Interest Amount(s) paid in respect of all of the Non-Contingent Interest Payment Dates falling prior to such Interest Payment Date or such Non-Contingent Interest Payment Date; and
- (3) where:
  - (a) "Include Any Interest Amount Due On Mandatory Early Redemption Date " is specified in the applicable Issue Terms, and any Interest Amount due on such Interest Payment Date (and, where "Include Any Non-Contingent Interest Amount" is specified as applicable in the applicable Issue Terms, any Non-Contingent Interest Amount due on such Non-Contingent Interest Payment Date); or
  - (b) "Exclude Any Interest Amount Due On Mandatory Early Redemption Date " is specified in the applicable Issue Terms, but excluding any Interest Amount due on such Interest Payment Date and excluding any Non-Contingent Interest Amount due on such Non-Contingent Interest Payment Date,

is equal to or greater than the Target Mandatory Early Redemption Threshold Amount specified in the applicable Issue Terms.

provided that where "Early Exit MER Barrier Event" is specified as applicable in respect of a Mandatory Early Redemption Date in the applicable Issue Terms, a Mandatory Early Redemption Barrier Event will occur in respect of such Mandatory Early Redemption Date if either (1) any such event in paragraph (A), (B), (C), (D), (E), (F), (G) or (H) above, as applicable, occurs in respect of such Mandatory Early Redemption Date, or (2) an Early Exit MER Barrier Event occurs in respect of such Mandatory Early Redemption Date."

- (b) Paragraph (H) of the definition of "Redemption Barrier Event" in Valuation and Settlement Condition 1.1(b)(iii) (*Definitions relating to the determination of the redemption amount due or assets deliverable on the Maturity Date*) on pages 746 to 747 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"(H) where the Redemption Barrier Event is specified in the applicable Issue Terms to be "Target Redemption Barrier Event", in the determination of the Calculation Agent and in respect of the Interest Payment Date or, as the case may be, Non-Contingent Interest Payment Date scheduled to fall on the Maturity Date:

- (1) the sum of the aggregate Interest Amount(s) paid in respect of all of the Interest Payment Dates falling prior to such Interest Payment Date or such Non-Contingent Interest Payment Date;
- (2) and, where "Include Any Non-Contingent Interest Amount" is specified as applicable in the applicable Issue Terms, the sum of the aggregate Non-Contingent Interest Amount(s) paid in respect of all of the Non-Contingent Interest Payment Dates falling prior to such Interest Payment Date or such Non-Contingent Interest Payment Date; and
- (3) where:
  - (a) "Include Any Interest Amount Due On Maturity Date" is specified in the applicable Issue Terms, and any Interest Amount due on such Interest Payment Date (and, where "Include Any Non-Contingent Interest Amount" is specified as applicable in the applicable Issue Terms, any Non-Contingent Interest Amount due on such Non-Contingent Interest Payment Date); or
  - (b) where "Exclude Any Interest Amount Due On Maturity Date" is specified in the applicable Issue Terms, but excluding any Interest Amount due on such Interest Payment Date and excluding any Non-Contingent Interest Amount due on such Non-Contingent Interest Payment Date,

is equal to or greater than the Target Redemption Threshold Amount specified in the applicable Issue Terms.

As used above, "**satisfy**" means that the relevant Underlying Closing Level, Final Performance or Underlying Level, as the case may be, are in the case of (i) above in the definition of Final Barrier Level, greater than, greater than (or equal to), less than or less than (or equal to), as specified in the applicable Issue Terms in relation to the relevant Redemption Barrier Event, the relevant Final Barrier Level; or in the case of (ii)(A) above in the definition of Final Barrier Level, are not less than the relevant Lower Final Barrier Level nor greater than the relevant Upper Final Barrier Level; or in the case of (ii)(B) above in the definition of Final Barrier Level, are greater than or greater than or equal to the Upper Final Barrier Level or less than or less than or equal to the Lower Final Barrier Level, as specified in the applicable Issue Terms, all as determined by the Calculation Agent."

## SCHEDULE 2

### 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) paragraph (A) (*Mandatory Early Redemption Barrier Event*) in item 14(iii) (*Mandatory Early Redemption Provisions*) on pages 961 to 962 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"(A) Mandatory Early Redemption Barrier Event: *[Insert if appropriate. In respect of [insert relevant MER Date, MER Underlying and/or Mandatory Early Redemption Barrier Event]:] [Not Applicable/Applicable – [Mandatory Early Redemption Barrier Event European Observation [(for which purpose: Autocall Memory Event: Applicable/Not Applicable)]/Mandatory Early Redemption Barrier Event European Performance Observation/Mandatory Early Redemption Event American Performance Observation/Mandatory Early Redemption Barrier Event American Observation – Closing Level/Mandatory Early Redemption Barrier Event American Observation – Intra-Day Level/Mandatory Early Redemption Barrier Event American One-Touch Observation – Closing Level [(for which purpose: Autocall Memory Event: Applicable/Not Applicable)]/Mandatory Early Redemption Barrier Event American One-Touch Observation – Intra-Day Level/Target Mandatory Early Redemption Barrier Event and, for which purpose:*

*Target Mandatory Early Redemption (Capped) Provisions: [Applicable/Not Applicable]*

*Target Mandatory Early Redemption Threshold Amount: (specify aggregate amount in respect of all Interest Payment Dates and a Calculation Amount)*

*[[Include/Exclude] Any Interest Amount Due on Mandatory Early Redemption Date]*

*[Include Any Non-Contingent Interest Amount: Applicable (delete if not applicable)]]*

*[Provisions relating to Reset MER Barrier Level or Latest Reset MER Barrier Level:*

*Reset MER Floor Level: [●]/[See Table below]*

*Preceding MER Level: [Performance]/[Performance Product]/[Reference Level] Applicable*

*[Performance Product Base Level: [Redemption Initial Level of the Redemption Barrier Underlying(s)]/[Redemption Strike Level of the Redemption Barrier Underlying(s)]/[●]]*

*(delete if not applicable)*

*(repeat as necessary in respect of each MER Date and/or MER Barrier Event (denoted with a suffix, as applicable))";*

- (b) paragraph (A) (*Redemption Barrier Event*) in item 14(v) (*Underlying Linked Securities Redemption Provisions*) on pages 987 to 988 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"(A) Redemption Barrier Event: *[Insert if appropriate - In respect of [insert relevant Redemption Underlying]:] [Not Applicable/Applicable – [Redemption Barrier Event European Observation/Redemption Barrier Event European Performance Observation/Redemption Barrier Event American Performance Observation/Redemption Barrier Event American Observation – Closing Level/Redemption Barrier Event American Observation – Intra-Day Level/Redemption Barrier Event American One-Touch Observation – Closing Level/Redemption Barrier Event American One-Touch Observation – Intra-Day Level]] [Target Redemption Barrier Event and, for which purpose:*

*Target Redemption Threshold Amount: (specify aggregate amount in respect of all Interest Payment Dates and a Calculation Amount)*

*[Include/Exclude] Any Interest Amount Due on Maturity Date]*

*[Include Any Non-Contingent Interest Amount: Applicable (delete if not applicable)]*

*["Sum of" applies]";*

- (c) by inserting a new footnote 35 in respect of the signature block on page 1019, so that it now reads as follows:

"[Signed on behalf of the Issuer:

By: .....

Duly authorised]<sup>35</sup>

35 Above signature block to be deleted and this document should not be signed unless there is a specific requirement to do so for the particular trade."; and

- (d) by making all necessary consequential changes to the numbering of the footnotes.

### SCHEDULE 3

#### 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) in the line item "Mandatory Early Redemption Barrier Event" in item 14(iii) (*Mandatory Early Redemption Provisions*) on pages 1164 to 1165 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"Mandatory Early Redemption Barrier Event: [Insert if appropriate – In respect of [Insert relevant MER Date, MER Underlying and/or Mandatory Early Redemption Barrier Event]:]

[Not Applicable/Applicable – [Mandatory Early Redemption Barrier Event European Observation [(for which purpose: Autocall Memory Event: Applicable/Not Applicable)]/Mandatory Early Redemption Barrier Event European Performance Observation/Mandatory Early Redemption Barrier Event American Performance Observation/Mandatory Early Redemption Barrier Event American Observation – Closing Level/Mandatory Early Redemption Barrier Event American Observation – Intra-Day Level/Mandatory Early Redemption Barrier Event American One-Touch Observation – Closing Level [(for which purpose: Autocall Memory Event: Applicable/Not Applicable)]/Mandatory Early Redemption Barrier Event American One-Touch Observation – Intra-Day Level/Target Mandatory Early Redemption Barrier Event and, for which purpose:

Target Mandatory Early Redemption (Capped) Provisions: [Applicable/Not Applicable]

Target Mandatory Early Redemption Threshold Amount: (*specify aggregate amount in respect of all Interest Payment Dates and a Calculation Amount*)

[[Include/Exclude] Any Interest Amount Due on Mandatory Early Redemption Date]]

[Include Any Non-Contingent Interest Amount: Applicable (*delete if not applicable*)]]

[Provisions relating to Reset MER Barrier Level or Latest Reset MER Barrier Level:

Reset MER Floor Level: [●]/[See Table below]

Preceding MER Level: [Performance]/[Performance Product]/[Reference Level] Applicable

[Performance Product Base Level:  
[Redemption Initial Level of the  
Redemption Barrier  
Underlying(s)]/[Redemption Strike Level  
of the Redemption Barrier  
Underlying(s)]/[●]]

*(delete if not applicable)*]

*(repeat and complete this subparagraph  
as necessary in respect of each MER Date  
and/or MER Barrier Event (denoted with  
a suffix, as applicable))"*;

- (b) paragraph (A) (*Redemption Barrier Event*) in item 14(v) (*Underlying Linked Securities Redemption Provisions*) on pages 1191 to 1192 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"(A) Redemption Barrier Event: *[Insert if appropriate – In respect of [insert relevant Redemption Underlying]:] [Not Applicable/Applicable – [Redemption Barrier Event European Observation/Redemption Barrier Event European Performance Observation/Redemption Barrier Event American Performance Observation/Redemption Barrier Event American Observation – Closing Level/Redemption Barrier Event American Observation – Intra-Day Level/Redemption Barrier Event American One-Touch Observation – Closing Level/Redemption Barrier Event American One-Touch Observation – Intra-Day Level]] [Target Redemption Barrier Event and, for which purpose:*

*Target Redemption Threshold  
Amount: [●] (specify aggregate  
amount in respect of all Interest  
Payment Dates and a Calculation  
Amount)*

*[Include/Exclude] Any Interest  
Amount Due on Maturity Date]*

*[Include Any Non-Contingent Interest  
Amount: Applicable (delete if not  
applicable)]]*

*["Sum of" applies]"*;

- (c) by inserting a new footnote 28 in respect of the signature block on page 1225, so that it now reads as follows:

"[Signed on behalf of the Issuer:

By: .....

Duly authorised]<sup>28</sup>

28 Above signature block to be deleted and this document should not be signed unless there is a specific requirement to do so for the particular trade."; and

(d) by making all necessary consequential changes to the numbering of the footnotes.