

## Final Terms Citigroup Inc.

Issue of EUR3,590,000 Notes due March 2018 linked to a basket of Shares

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

**INVESTORS SHOULD NOTE THAT THE ISSUER MAY PUBLISH SUPPLEMENT(S) TO THE BASE PROSPECTUS PRIOR TO THE ISSUE DATE (AS DEFINED BELOW). IN THE EVENT THAT A SUPPLEMENT RELATING TO THE NOTES IS PUBLISHED, INVESTORS WHO HAVE ALREADY AGREED TO PURCHASE OR SUBSCRIBE FOR THE NOTES BEFORE THE DATE OF PUBLICATION OF ANY SUCH SUPPLEMENT WILL HAVE THE RIGHT, EXERCISABLE BEFORE THE END OF THE PERIOD OF NOT LESS THAN TWO WORKING DAYS BEGINNING WITH THE WORKING DAY AFTER THE DATE ON WHICH SUCH SUPPLEMENT IS PUBLISHED, TO WITHDRAW THEIR ACCEPTANCES, WHICH MAY RESULT IN A DELAY OF THE ISSUE DATE AND/OR THE DATE OF DISTRIBUTION OF NOTES TO INVESTORS.**

The Base Prospectus referred to below has been prepared on the basis that, except as provided in subparagraph (b) below, 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

- (a) 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; or
- (b) in those Public Offer Jurisdiction(s) mentioned in Paragraph 8 of Part B below, provided such person is one of the persons mentioned in Paragraph 8 of Part B below and that such offer is made during the Offer Period(s) specified for such purpose therein.

None of the Issuer and any Dealer has authorised, nor does any of them authorise, the making of any offer of Notes in any other circumstances. The expression **Prospectus Directive** means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measures in the Relevant Member State and the expression **2010 PD Amending Directive** means Directive 2010/73/EU.

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, 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 under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. 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 "*Subscription and sale and transfer and selling restrictions for Notes*" in the Base Prospectus.

## PART A – CONTRACTUAL TERMS

The Notes are English Law Notes and Registered Notes.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth under the sections entitled "*Terms and Conditions of the Notes other than French Law Notes*" and the Underlying Schedule applicable to each Underlying in the Base Prospectus and the Supplements, which together constitute a base prospectus for the purposes of the Prospectus Directive.

This document constitutes the Final Terms of the Notes described herein and 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 web-site of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)). In addition, the Final Terms dated 31 January 2013 (the **Original Final Terms**) and the Notice dated 1 March 2013 (the **Notice**) are available on the web-site of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)). This document consolidates the provisions of the Original Final Terms and the Notices.

For the purposes hereof, **Base Prospectus** means the Citigroup Inc. Base Prospectus in relation to the Programme dated 25 June 2012, as supplemented by a Base Prospectus Supplement (No.1) dated 25 July 2012, a Base Prospectus Supplement (No.2) dated 8 August 2012, a Base Prospectus Supplement (No. 3) dated 13 November 2012, a Base Prospectus Supplement (No. 4) dated 28 November 2012 and a Base Prospectus Supplement (No. 5) dated 4 March 2013 (together, the **Supplements**).

- |    |      |                                   |   |
|----|------|-----------------------------------|---|
| 1. | (i)  | Issuer:                           | Citigroup Inc.  |
|    | (ii) | Guarantor:                        | Not Applicable  |
| 2. | (i)  | Series Number:                    | EMTN4024  |
|    | (ii) | Tranche Number:                   | 1   |
| 3. |      | Specified Currency or Currencies: | Euro ( <b>EUR</b> )   |
| 4. |      | Aggregate Principal Amount:       |   |
|    | (i)  | Series:                           | EUR3,590,000.   |
|    | (ii) | Tranche:                          | EUR3,590,000.   |
| 5. |      | Issue Price:                      | 100 per cent. of the Aggregate Principal Amount                   |
| 6. | (i)  | Specified Denominations:          | EUR1,000  |
|    | (ii) | Calculation Amount:               | EUR1,000  |
| 7. | (i)  | Issue Date:                       | 6 March 2013  |
|    | (ii) | Interest Commencement Date:       | Not Applicable  |
| 8. |      | Maturity Date:                    | 6 March 2018  |
| 9. |      | Types of Notes:                   |   |
|    | (i)  |                                   | Underlying Linked Notes   |
|    | (ii) |                                   | The Notes relate to the Underlyings 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 Not Applicable  
Redemption/Payment Basis:
13. Put/Call Options: Not Applicable
14. Status of the Notes: Senior
15. Method of distribution: Non-syndicated

#### PROVISIONS RELATING TO UNDERLYING LINKED NOTES

16. **Underlying Linked Notes Provisions:** Applicable - the provisions of Condition 19 of the Terms and Conditions of the Notes other than French Law Notes apply (subject as provided in the relevant Underlying Schedule)
- (i) Underlying:
- (A) Description of Underlying(s): Each Underlying specified under the heading "Underlying" and described by the ISIN specified for such Underlying in the Table set out in Schedule 2 attached hereto
- (B) Classification: Each Underlying is a Share
- (C) Electronic Page: In respect of an Underlying, the Bloomberg Page specified for such Underlying under the heading "Electronic Page" in the Table set out in Schedule 2 attached hereto
- (ii) Particulars in respect of each Underlying:
- Share:
- (A) Share Company: In respect of an Underlying, the Share Company specified for such Underlying under the heading "Share Company" in the Table set out in Schedule 2 attached hereto
- (B) Exchange(s): In respect of an Underlying, the Exchange specified for such Underlying under the heading "Exchange(s)" in the Table set out in Schedule 2 attached hereto
- (C) Related Exchange(s): All Exchanges
- (iii) Elections in respect of each type of Underlying:

Share:

(A) Additional Disruption Not Applicable  
Event(s):

(B) Share Substitution Criteria: Reference Index

(iv) Trade Date: 28 February 2013

(v) Realisation Disruption: Not Applicable

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

- |     |  |                |
|-----|--|----------------|
| 17. | <b>Fixed Rate Note Provisions</b>                  | Not Applicable |
| 18. | <b>Floating Rate Note Provisions</b>               | Not Applicable |
| 19. | <b>Zero Coupon Note Provisions</b>                 | Not Applicable |
| 20. | <b>Dual Currency Interest Provisions</b>           | Not Applicable |
| 21. | <b>Underlying Linked Notes Interest Provisions</b> | Not Applicable |

#### **PROVISIONS RELATING TO REDEMPTION**

- |       |  |  |
|-------|--|--|
| 22.   | <b>Issuer Call</b>                                   | Not Applicable   |
| 23.   | <b>Investor Put</b>                                  | Not Applicable   |
| 24.   | <b>Redemption Amount of each Calculation Amount</b>  | See item 25 below and the Schedule attached hereto   |
| 25.   | <b>Underlying Linked Notes Redemption Provisions</b> | Applicable   |
| (i)   | Redemption Amount for Underlying Linked Notes:       | See the Schedule attached hereto   |
| (ii)  | Specified Valuation Date(s):                         | 28 February 2018. Such date shall be subject to adjustment as provided in Condition 19 of the Terms and Conditions of the Notes other than French Law Notes (such Valuation Date, as so adjusted, the <b>Final Valuation Date.</b> ) |
| (iii) | Valuation Disruption (Scheduled Trading Days):       | Move in Block  |
| (iv)  | Valuation Disruption (Disrupted Days):               | Value What You Can   |
| (v)   | Valuation Roll:                                      | Eight  |
| 26.   | <b>Mandatory Early Redemption</b>                    | Not Applicable   |

## Provisions

### 27. Early Redemption Amount

- |      |   |   |
|------|---|---|
| (i)  | Early Redemption Amount(s) payable on redemption for taxation reasons or illegality (Condition 5(b) of the Terms and Conditions of the Notes other than French Law Notes or Condition 4(b) of the Terms and Conditions of the French Law Notes) or on Event of Default (Condition 9 of the Terms and Conditions of the Notes other than French Law Notes or Condition 8 of the Terms and Conditions of the French Law Notes) or other relevant early redemption pursuant to the Conditions and/or the method of calculating the same: | Condition 5(d)(iii)(A) of the Terms and Conditions of the Notes other than French Law Notes 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 option to vary settlement  | Not Applicable |
| (ii) | Holder's option to vary settlement: | Not Applicable |

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

- |     |   |   |
|-----|---|---|
| 30. | <b>Form of Notes:</b>   | Registered Notes<br><br>Regulation S Global Registered Note Certificate registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg |
| 31. | <b>New Global Note:</b>   | No  |
| 32. | Business Centres:   | London, New York City and TARGET  |
| 33. | Business Day Jurisdiction(s) or other special provisions relating to payment dates: | London, New York City and TARGET  |
| 34. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and       | Not Applicable  |

dates on which such Talons mature):

- |     |   |   |
|-----|---|---|
| 35. | Coupons to become void upon the due date for redemption of the Notes:   | 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, renominatisation and reconventioning provisions:  | Not Applicable  |
| 39. | Consolidation provisions:   | The provisions of Condition 12 of the Terms and Conditions of the Notes other than French Law Notes apply   |
| 40. | Representation of Noteholders/ Masse (Conditions 9 of the Terms and Conditions of the French Law Notes):  | Not Applicable  |
| 41. | Other final terms:  | See the Schedule attached hereto  |
| 42. | Name and address of Calculation Agent:  | Citigroup Global Markets Limited at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom, acting through its equity derivatives desk in London or any successor department/group |
| 43. | Determinations:   | The provisions of Condition 10(c) of the Terms and Conditions of the Notes other than French Law Notes apply  |

## **DISTRIBUTION**

- |     |  |  |
|-----|--|--|
| 44. | (i) If syndicated, names and addresses of Managers and underwriting commitments: | Not Applicable   |
|     | (ii) Date of Subscription Agreement:   | Not Applicable   |
|     | (iii) Stabilising Manager(s) (if any):   | Not Applicable   |
| 45. | If non-syndicated, name and address of Dealer:                                   | Citigroup Global Markets Limited at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, |

United Kingdom

46. Total commission and concession: Up to 2.55 per cent. of the Aggregate Principal Amount which comprises the initial distribution fee payable by the Dealer to the Distributor(s), as defined in Paragraph 8 of Part B below. Investors can obtain more information about this fee by contacting the relevant Distributor(s) at the address(es) set out in Paragraph 8 of Part B below or the Dealer at the address set out in item 45 above
- In addition to the Greek Offer Price, the Greek Distributor(s) may charge investors in Greece an initial participation commission of up to 2.00 per cent. of the Aggregate Principal Amount. Investors can obtain more information about this fee by contacting the Greek Distributor(s) at the address(es) set out in Paragraph 8.1 of Part B below
- Investors can obtain more information about the fee by contacting the Dealer at the address set out in item 45 above
47. U.S. Selling Restrictions: Reg. S Compliance Category 2
48. Non-exempt Offer: Details of the non-exempt Offer(s) are set out in Paragraph 8 of Part B below
- Offers (if any) in any EEA country other than the Public Offer Jurisdiction(s) will only be made pursuant to an exemption from the obligation under the Prospectus Directive as implemented in such countries to publish a prospectus
49. Additional selling restrictions: Not Applicable

## **PURPOSE OF FINAL TERMS**

This Final Terms comprises the final terms required for the issue and public offer in the Public Offer Jurisdiction(s) and admission to the official list and to trading on the regulated market of the Luxembourg Stock Exchange of the Notes described herein pursuant to the Citi U.S.\$30,000,000,000 Global Medium Term Note and Certificate Programme.

## **RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in this Final Terms. Information set out in Part B hereto relating to the description of the ratings has been extracted from the website of the relevant rating agency. The Issuer 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:

Dated 1 March 2013

By: .....  
Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- |      |                       |   |
|------|-----------------------|---|
| (i)  | Listing:              | Official List of the Luxembourg Stock Exchange  |
| (ii) | Admission to trading: | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of the Luxembourg Stock Exchange with effect from the Issue Date |

### 2. RATINGS

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

- |       |          |                             |
|-------|----------|-----------------------------|
| (i)   | S&P:     | A- (Negative Outlook)/A-2   |
| (ii)  | Moody's: | Baa2 (Negative Outlook)/P-2 |
| (iii) | Fitch:   | A (Stable Outlook)/F1       |

Standard & Poor's Financial Services LLC (**S&P**) is not established in the European Union and has not applied for registration under Regulation (EU) No. 1060/2009 (as amended) (the **CRA Regulation**). The S&P ratings have been endorsed by Standard & Poor's Credit Market Services Europe Ltd. Standard & Poor's Credit Market Services Europe Ltd. is established in the European Union and registered under the CRA Regulation. As such, Standard & Poor's Credit Market Services Europe Ltd. is included in the list of credit rating agencies published by the European Securities Market Authority (**ESMA**) on its website in accordance with the CRA Regulation. ESMA has indicated that ratings issued in the United States of America which have been endorsed by Standard & Poor's Credit Market Services Europe Ltd. may be used in the European Union by the relevant market participants

Moody's Investors Service, Inc. (**Moody's**) is not established in the European Union and has not applied for registration under the CRA Regulation. The Moody's ratings have been endorsed by Moody's Investors Service Ltd. in accordance with the CRA Regulation. Moody's Investors Service Ltd. is established in the European Union and registered under the CRA Regulation. As such, Moody's Investors Service Ltd. is included in the list of credit rating agencies published by ESMA on its website in accordance with the CRA Regulation. ESMA has indicated that ratings issued in the United States of

America which have been endorsed by Moody's Investors Service Ltd. may be used in the European Union by the relevant market participants

Fitch, Inc. (**Fitch**) is not established in the European Union and has not applied for registration under the CRA Regulation. The Fitch ratings have been endorsed by Fitch Ratings Limited in accordance with the CRA Regulation. Fitch Ratings Limited is established in the European Union and registered under the CRA Regulation. As such, Fitch Ratings Limited is included in the list of credit rating agencies published by ESMA on its website in accordance with the CRA Regulation. ESMA has indicated that ratings issued in the United States of America which have been endorsed by Fitch Ratings Limited may be used in the European Union by the relevant market participants

The ratings and outlooks are subject to change during the term of the Notes

***Standard & Poor's Financial Services, LLC***

An obligation rated 'A' by S&P is somewhat more susceptible to the adverse effect of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor's capacity to meet its financial commitment on the obligation is still strong. Ratings may be modified by the addition of a plus (+) or minus (-) sign to show the relative standing within the rating category

A short-term obligation rated 'A-2' by S&P is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher rating categories. The obligor's capacity to meet its financial commitment on the obligation is satisfactory

An S&P rating outlook assesses the potential direction of a long-term credit rating over the intermediate term (typically six months to two years). In determining a rating outlook, consideration is given to any changes in the economic and/or fundamental business conditions. An outlook is not necessarily a precursor of a rating change or future CreditWatch action. 'Negative' means that a rating may be lowered

***Moody's Investors Service, Inc.***

Obligations rated 'Baa' by Moody's are considered medium-grade and are subject to moderate credit risk. Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the

higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category

Issuers (or supporting institutions) rated Prime-2 ('P-2') by Moody's have a strong ability to repay short-term debt obligations

A Moody's rating outlook is an opinion regarding the likely direction of a rating over the medium term. The assignment of, or a change in, an outlook is not a credit rating action if there is no change to the credit rating. Where assigned, rating outlooks fall into the following four categories: Positive (POS), Negative (NEG), Stable (STA), and Developing (DEV - contingent upon an event). An RUR (Rating(s) Under Review) designation indicates that the Issuer has one or more ratings under review, and thus overrides the outlook designation

#### ***Fitch, Inc.***

Obligations rated 'A' by Fitch denote expectations of low default risk. This rating indicates that the capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings

Obligations rated 'F1' indicate the strongest intrinsic capacity for timely payment of financial commitments

A Fitch rating outlook indicates the direction a rating is likely to move over a one- to two-year period. They reflect financial or other trends that have not yet reached the level that would trigger a rating action, but which may do so if such trends continue. The majority of outlooks are generally "Stable", which is consistent with the historical migration experience of ratings over a one- to two-year period. "Positive" or "Negative" rating outlooks do not imply that a rating change is inevitable and, similarly, ratings with "Stable" outlooks can be raised or lowered without prior revision to the outlook, if circumstances warrant such an action. Occasionally, where the fundamental trend has strong, conflicting elements of both positive and negative, the rating outlook may be described as "Evolving"

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

### **3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER(S)**

Save as discussed in "*Subscription and sale and transfer and selling restrictions for Notes*" in the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the Offer(s)

### **4. REASONS FOR THE OFFER(S), ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

(i) Reasons for the Offer(s): See "Use of Proceeds" in the Base Prospectus

(ii) Estimated net proceeds: EUR 3,590,000

For the avoidance of doubt, the estimated net proceeds reflect the proceeds to be received by the Issuer on the Issue Date. They are not a reflection of the fees payable by/to the Dealer and the Distributor(s)

(iii) Estimated total expenses: Approximately EUR15,000 (listing fees and legal expenses)

### **5. 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 the performance of the Underlyings and each EUR1,000 in principal amount of the Notes entitles its holder to receive the Redemption Amount on the Maturity Date.

#### *Final Redemption*

At maturity an investor will receive either:

- (1) If on **any** day between (but excluding) the Strike Date to (and including) the Final Valuation Date the closing level of the Basket (the "Basket Closing Level") is above 140% of the initial value of the Basket on the Strike Date (a "Knock Out Barrier Event"), investors will receive on the Maturity Date an amount equal to EUR1,000 per Note plus a return of 5% per Note; or
- (2) If on **every** day between (but excluding) the Strike Date to (and including) the Final Valuation Date the Basket Closing Level is at or below 140% of the initial value of the Basket on the Strike Date, investors will receive on the Maturity Date an amount equal to EUR1,000 per Note plus any positive performance of the Basket determined only on the Final Valuation Date.

For the avoidance of doubt, if the performance of the Basket is negative investors will only receive an amount at maturity equal to EUR1,000.

*Information relating to the Underlyings*

Information relating to each of the Underlyings including information regarding the past and further performance of the Underlyings and their volatility may be obtained from the Electronic Page of the relevant Index, as specified for such Underlying in Schedule 2 attached hereto.

The Electronic Page of the Share Companies are provided for information purposes only. No information in such Electronic Page shall be deemed to be incorporated in, or form part of, this Final Terms and neither the Issuer nor the Dealer takes responsibility for the information contained in such Electronic Page.

## 6. DISCLAIMERS

### **Bloomberg**

Certain information contained in this Final Terms consists of extracts from or summaries of information that is publicly-available from Bloomberg L.P. (**Bloomberg**). The Issuer accepts responsibility for accurately reproducing such extracts or summaries and, as far as the Issuer is aware and is 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.

## 7. OPERATIONAL INFORMATION

ISIN Code: XS0880303622

Common Code: 088030362

Any clearing system(s) other than Euroclear France (in relation to French Law Notes only), Euroclear Bank S.A./N.V., Clearstream Banking, société anonyme and DTC and the relevant identification number(s) and details relating to the relevant depositary, if applicable: Not Applicable

Delivery: Delivery versus payment

Names and addresses of initial Paying Agent(s): Citibank, N.A., London branch, at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom

KBL European Private Bankers S.A. at 43, Boulevard Royal, L-2955 Luxembourg

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

Name and address of Registrar: Citigroup Global Markets Deutschland AG at  
Frankfurter Welle, Reuterweg 16, 60323 Frankfurt-am-  
Main, Germany

Name and addresses of Transfer Agents: Citigroup Global Markets Deutschland AG at  
Frankfurter Welle, Reuterweg 16, 60323 Frankfurt-am-  
Main, Germany

KBL European Private Bankers S.A. at 43, Boulevard  
Royal, L-2955 Luxembourg

Intended to be held in a manner which No  
would allow Eurosystem eligibility:

## 8. TERMS AND CONDITIONS OF THE OFFER(s)

### 8.1 Terms and Conditions of the Greek Offer

Non-exempt Offer:

An offer (the **Greek Offer**) of the Notes may be made other than pursuant to Article 3(2) of the Prospectus Directive in the Hellenic Republic (**Greece**) during the period from (and including) 4 February 2013 to (and including) 27 February 2013 (the **Greek Offer Period**) during the hours in which banks are generally open for business in Athens

If the Issuer receives subscriptions for Notes with an Aggregate Principal Amount of EUR5,000,000, the Issuer may close the Greek Offer Period before 27 February 2013

The Issuer may also decline applications and/or accept subscriptions which would exceed the Aggregate Principal Amount of EUR5,000,000, as further described below

In the event that the Greek Offer Period is shortened as described above, the Issuer shall publish a notice on the web-site of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu))

The *Commission de Surveillance du Secteur Financier* has provided the Hellenic Capital Markets Commission (the competent authority in Greece) with a certificate of approval attesting that the Base Prospectus and the Supplements have been drawn up in accordance with the Prospectus Directive

Greek Offer Price:

The offer price in respect of each Calculation Amount offered by the Greek Distributor to investors in Greece is EUR1,000 (the **Greek Offer Price**). In addition to the Greek Offer Price, the Greek Distributor may charge an initial participation commission as set out in item 46 of Part A above

Conditions to which the Greek Offer is subject:

The Issuer reserves the right, in its absolute discretion, to cancel the Greek Offer and the issue of the Notes in Greece at any time prior to the Issue Date. In such an event all application monies relating to applications for Notes under the Greek Offer will be returned (without interest) to applicants at the applicant's risk by no later than 30 days after the date on which the Greek Offer of the Notes is cancelled. Application monies will be returned by cheque mailed to the applicant's address as indicated on the application form, or by wire transfer to the bank account as detailed on the application form or by any other method as the Issuer deems to be appropriate

The Issuer shall publish a notice on the web-site of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) in the event that the Greek Offer is cancelled and the Notes are not issued in Greece pursuant to the above

Description of the application process:

Applications for the purchase of Notes may be made by a prospective investor to the Greek Distributor

Pursuant to anti-money laundering laws and regulations in force in the United Kingdom, the Issuer, Citigroup Global Markets Limited or any of their authorised agents may require evidence in connection with any application for Notes, including further identification of the applicant(s), before any Notes are issued

Each prospective investor in Greece should ascertain from the Greek Distributor when the Greek Distributor will require receipt of cleared funds from it in respect of its application for the purchase of any Notes and the manner in which payment should be made to the Greek Distributor

Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:

It may be necessary to scale back applications under the Greek Offer

The Issuer therefore reserves the right, in its absolute discretion, to decline in whole or in part an application for Notes under the Greek Offer. Accordingly, an applicant for Notes may, in such circumstances, not be issued the number of (or any) Notes for which it has applied

Excess application monies will be returned (without interest) by cheque mailed to the relevant applicant's address as indicated on the application form, or by wire transfer to the bank account as detailed on the application form or by any other method as the Issuer deems to be appropriate

The Issuer also reserves the right to accept any subscriptions for Notes which would exceed the 'up to' aggregate principal amount of the Notes of EUR5,000,000 and the Issuer may increase the 'up to' aggregate principal amount of the Notes

The Issuer shall publish a supplement in the event that the 'up to' aggregate principal amount of the Notes of EUR5,000,000 is exceeded and the 'up to' aggregate principal amount of the Notes is increased

Details of the minimum and/or maximum amount of application:

The minimum amount of any subscription is EUR10,000 in principal amount of the Notes

Details of the method and time limits for paying up and delivering the Notes:	Notes will be available on a delivery versus payment basis  The Issuer estimates that the Notes will be delivered to the purchaser's respective book-entry securities accounts on or around the Issue Date
Manner in and date on which results of the Offer(s) are to be made public:	By means of a notice published by the Issuer on the web-site of the Luxembourg Stock Exchange ( <a href="http://www.bourse.lu">www.bourse.lu</a> )
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
Categories of potential investors to which the Notes are offered and whether tranche(s) have been reserved for certain countries:	Offers may be made by the Greek Distributor to any natural or legal person resident in Greece pursuant to Art. 2(1)(d) of Law 3401/2005, as amended and in force, regarding the public offer of securities in Greece
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Applicants will be notified directly by the Greek Distributor of the success of their application  Dealing in the Notes may commence on the Issue Date
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	Apart from the Greek Offer Price, the Issuer is not aware of any expenses and taxes specifically charged to the subscriber or purchaser in Greece  For details of withholding taxes applicable to subscribers in Greece see the section entitled "Greek Taxation" under "Taxation of Notes" in the Base Prospectus
Name(s) and address(es), to the extent known to the Issuer, of the placers in Greece:	The Notes will be publicly offered in Greece through the following distributor (the <b>Greek Distributor</b> ):  Citibank International PLC, Greece Branch 8 Othonos Str. Athens Greece, 105 57

## 8.2 Defined Terms

Distributor(s):	The Greek Distributor
Offer(s):	The Greek Offer
Offer Period(s):	The Greek Offer Period
Public Offer Jurisdiction(s):	Greece

## **9. UNITED STATES TAX CONSIDERATION**

The Issuer will treat the Notes as foreign currency contingent payment debt instruments for U.S. federal income tax purposes, and by purchasing a Note each Noteholder shall be deemed to agree to such treatment. Prospective purchasers of the Notes should consult with their own tax advisors regarding U.S. federal income tax consequences of an investment in the Notes as well as the application of state, local and foreign tax laws. The comparable yield relating to the Notes will be 1.75 per cent. compounded quarterly.

## SCHEDULE

### 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 EUR determined by the Calculation Agent by reference to the following:

- (i) if the Knock-Out Condition is satisfied, the Redemption Amount in respect of each Calculation Amount will be equal to the product of (i) EUR1,000 and (ii) 1.05; or
- (ii) otherwise, if the Knock-Out Condition is not satisfied, the Redemption Amount in respect of each Calculation Amount will be an amount determined by the Calculation Agent by reference to the following formula:

$$\text{EUR1,000} \times (1 + (\text{Max}(0; \text{Basket}_F - 1))).$$

For the purposes hereof:

The **Knock-Out Condition** will be satisfied in the event that on any Knock-Out Valuation Date during the Valuation Period, the Basket Level is greater than 1.40.

**Basket<sub>F</sub>** means a ratio determined by the Calculation Agent by reference to the following formula:

$$\sum_{i=1}^3 W_i \times \frac{\text{Underlying Final Level}_i}{\text{Underlying Strike Level}_i}.$$

**Basket Level** means a ratio determined by the Calculation Agent by reference to the following formula:

$$\sum_{i=1}^3 W_i \times \frac{\text{Underlying Closing Level}_i \text{ on the relevant Knock - Out Valuation Date}}{\text{Underlying Strike Level}_i}.$$

**Knock-Out Valuation Date** means each Scheduled Trading Day for all of the Underlyings during the Valuation Period which is not a Disrupted Day for any of the Underlyings. Each such day shall be a Valuation Date for the purposes of the Conditions but the provisions of Condition 19(c) and Condition 19(d) of the Terms and Conditions of the Notes other than French Law Notes shall not apply thereto.

**Strike Date** means 28 February 2013.

**Underlying Final Level<sub>i</sub>** means, in respect of an Underlying (i), the Underlying Closing Level for such Underlying on the Final Valuation Date.

**Underlying Strike Level** means, in respect of an Underlying, the amount specified for such Underlying under the heading "Underlying Strike Level" in the Table set out in Schedule 2 attached hereto, being the Underlying Closing Level of the Underlying on the Strike Date.

**Valuation Period** means the period from (but excluding) the Strike Date to (and including) the Final Valuation Date.

**W<sub>i</sub>** means, in respect of an Underlying (i), the weighting specified for such Underlying under the heading "W<sub>i</sub>" in the table set out in Schedule 2 attached hereto.

## SCHEDULE 2

TABLE

i	Electronic Page	Share Company	Underlying	ISIN	Exchange	$W_i$	Underlying Strike Level
1	ALV GY	Allianz SE	Share	DE0008404005	Xetra Stock Exchange (Xetra)	1/3	104.70
2	DPW GY	Deutsche Post AG	Share	DE0005552004	Xetra Stock Exchange (Xetra)	1/3	17.185
3	DAI GY	Daimler AG	Share	DE0007100000	Xetra Stock Exchange (Xetra)	1/3	45.665