

FIRST SUPPLEMENT DATED 22 NOVEMBER 2024 TO THE BASE PROSPECTUS DATED 19 SEPTEMBER 2024

NOMURA

NOMURA INTERNATIONAL FUNDING PTE. LTD.

USD20,000,000,000

NOTE, WARRANT AND CERTIFICATE PROGRAMME

This supplement (the **Supplement**) to the Base Prospectus (the **Base Prospectus**) dated 19 September 2024, which comprises a base prospectus for the purposes of the Prospectus Regulation, constitutes a supplement to the Base Prospectus for the purposes of (i) Article 23(1) of the Prospectus Regulation and (ii) Part IV of the Luxembourg Act dated 16 July 2019 relating to prospectuses for securities (the **Prospectus Act**) and is prepared in connection with the USD20,000,000,000 Note, Warrant and Certificate Programme (the **Programme**) of Nomura International Funding Pte. Ltd. (the **Issuer**). Terms defined in the Base Prospectus have the same meaning when used in this Supplement. When used in this Supplement, **Prospectus Regulation** means Regulation (EU) 2017/1129. This Supplement has been approved by the *Commission de Surveillance du Secteur Financier*, for Non-Exempt Securities only, as competent authority under the Prospectus Regulation and by the Luxembourg Stock Exchange under Part IV of the Prospectus Act. For the avoidance of doubt, the approval of this Supplement by the CSSF does not relate to Exempt Securities.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus.

Each of the Issuer, Nomura Holdings, Inc. (the **NHI Guarantor**), Nomura Securities Co., Ltd. (the **NSC Guarantor**) and in the case of Exempt Securities only, Nomura International (Hong Kong) Limited (the **NIHK Guarantor** and, together with the NHI Guarantor and the NSC Guarantor, the **Guarantors**, and each a **Guarantor**) accepts responsibility for the information contained in this Supplement. To the best of the knowledge of each of the Issuer and the Guarantors, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

1. PURPOSE OF THIS SUPPLEMENT

The NHI Guarantor has recently published (i) a United States Securities and Exchange Commission Form 6-K filing dated 1 November 2024 of an English translation of the NHI Guarantor's unaudited financial summary for the six months ended 30 September 2024 (the **NHI Guarantor's Financial Summary Form 6-K**), (ii) a United States Securities and Exchange Commission Form 6-K filing dated 12 November 2024 of the NHI Guarantor's Supplement for Financial Highlights – Six months ended 30 September 2024 (the **NHI Guarantor's Financial Highlights Form 6-K**) and (iii) a United States Securities and Exchange Commission Form 6-K filing dated 19 November 2024 of an English translation of the NHI Guarantor's unaudited Semi-annual Securities Report for the six months ended 30 September 2024 (the **NHI Guarantor's Semi-annual Securities Report Form 6-K**).

The NSC Guarantor has recently published an English translation of its unaudited quarterly financial information for the six months ended 30 September 2024 (the **NSC Guarantor's Quarterly Financial Information**) as referred to on page 16 in the NHI Guarantor's Financial Summary Form 6-K.

The purpose of this Supplement is to (a) incorporate by reference the NHI Guarantor's Financial Summary Form 6-K, (b) incorporate by reference the NHI Guarantor's Financial Highlights Form 6-K, (c) incorporate by reference the NHI Guarantor's Semi-annual Securities Report Form 6-K, (d) incorporate by reference the NSC Guarantor's Quarterly Financial Information, (e) update the significant change statements in relation to the Guarantors and (f) amend the Base Prospectus to reflect certain changes in respect of the issue of definitive registered N&C Securities under the Programme, comprising amendments to (i) the U.S. Information section (see paragraph 7 below), (ii) the General Description of the Programme section (see paragraph 8 below), (iii)

the Commonly Asked Questions about the Programme section (see paragraph 9 below), (iv) the Form of the Securities section (see paragraph 10 below), (v) the Terms and Conditions of the N&C Securities (see paragraph 11 below), (vi) the Notices to Purchasers and Holders of Securities and Transfer Restrictions section (see paragraph 12 below), (vii) the General Information section (see paragraph 13 below), (viii) the Form of Final Terms for Non-Exempt N&C Securities (see paragraph 14 below); (ix) the Form of Pricing Supplement for Exempt N&C Securities (see paragraph 15 below); (x) the Form of Pricing Supplement for Preference Share Linked Exempt N&C Securities (see paragraph 16 below); and (xi) the list of Agents on the back pages of the Base Prospectus (see paragraph 17 below).

2. PUBLICATION OF THE NHI GUARANTOR'S FINANCIAL SUMMARY FORM 6-K

The NHI Guarantor has recently published the NHI Guarantor's Financial Summary Form 6-K.

A copy of the NHI Guarantor's Financial Summary Form 6-K is available at:

https://www.nomuraholdings.com/investor/library/sec/6k/241101/241101_1.pdf

By virtue of this Supplement, the NHI Guarantor's Financial Summary Form 6-K is incorporated by reference in, and forms part of, the Base Prospectus.

As such:

- (i) the following text shall be added on page 113 of the Base Prospectus immediately following the existing paragraph (w):
 - “(x) the Form 6-K of the NHI Guarantor dated 1 November 2024, of an English translation of the NHI Guarantor’s unaudited financial summary for the six months ended 30 September 2024 (but excluding any documents incorporated therein) (available at https://www.nomuraholdings.com/investor/library/sec/6k/241101/241101_1.pdf);”;
- (ii) the following additional section shall be added at the end of the Nomura Holdings, Inc. section of the table of cross-references which ends on page 115 of the Base Prospectus:

Form 6-K for the six months ended 30 September 2024	
Consolidated Balance Sheets (Unaudited)	Pages 6 to 7
Consolidated Statements of Income (Unaudited)	Page 8
Consolidated Statements of Comprehensive Income (Unaudited)	Page 9
Note with respect to the Assumption as a Going Concern (Unaudited)	Page 10
Significant Changes in Equity (Unaudited)	Page 11

3. PUBLICATION OF THE NHI GUARANTOR'S FINANCIAL HIGHLIGHTS FORM 6-K

The NHI Guarantor has recently published the NHI Guarantor's Financial Highlights Form 6-K.

A copy of the NHI Guarantor's Financial Highlights Form 6-K is available at:

<https://www.nomuraholdings.com/investor/library/sec/6k/241112/241112.pdf>

By virtue of this Supplement, the NHI Guarantor's Financial Highlights Form 6-K is incorporated by reference in, and forms part of, the Base Prospectus.

As such:

- (i) the following text shall be added on page 113 of the Base Prospectus immediately following the new paragraph (x) (inserted as described at paragraph 2(i) above):
 - "(y) the Form 6-K of the NHI Guarantor dated 12 November 2024, of the NHI Guarantor's Supplement for Financial Highlights - Six months ended 30 September 2024 (but excluding any documents incorporated therein) (available at <https://www.nomuraholdings.com/investor/library/sec/6k/241112/241112.pdf>);" and
- (ii) the following additional section shall be added at the end of the Nomura Holdings, Inc. section of the table of cross-references which ends on page 115 of the Base Prospectus (as amended by paragraph 2(ii) above):

Form 6-K for Supplement Financial Highlights – Six months ended 30 September 2024	
i.) Financial Position	Cover pages
ii.) Value at Risk	Cover pages
iii.) Number of Employees	Cover pages
Business Segment Information	Pages 1 to 5

4. PUBLICATION OF THE NHI GUARANTOR'S SEMI-ANNUAL SECURITIES REPORT FORM 6-K

The NHI Guarantor has recently published the NHI Guarantor's Semi-annual Securities Report Form 6-K.

A copy of the NHI Guarantor's Semi-annual Securities Report Form 6-K is available at:

<https://www.nomuraholdings.com/investor/library/sec/6k/241119/241119.pdf>

By virtue of this Supplement, the NHI Guarantor's Semi-annual Securities Report Form 6-K is incorporated by reference in, and forms part of, the Base Prospectus.

As such:

- (i) the following text shall be added on page 113 of the Base Prospectus immediately following the new paragraph (y) (inserted as described at paragraph 3(i) above):
 - "(z) the Form 6-K of the NHI Guarantor dated 19 November 2024, of an English translation of the NHI Guarantor's unaudited Semi-annual Securities Report for the six months ended 30 September 2024 (but excluding any documents incorporated therein) (available at: <https://www.nomuraholdings.com/investor/library/sec/6k/241119/241119.pdf>);"; and
- (ii) the following additional section shall be added at the end of the Nomura Holdings, Inc. section of the table of cross-references which ends on page 115 of the Base Prospectus (as amended by paragraph 3(ii) above):

Form 6-K for the six months ended 30 September 2024	
Consolidated Balance Sheets (Unaudited)	Pages 22 to 24
Consolidated Statements of Income (Unaudited)	Page 25
Consolidated Statements of Comprehensive Income (Unaudited)	Page 26
Consolidated Statements of Changes in Equity (Unaudited)	Page 27
Consolidated Statements of Cash Flows (Unaudited)	Pages 28 to 29
Notes to the Consolidated Financial Statements (Unaudited)	Pages 30 to 113
Quarterly Review Report of Independent Auditor (English translation)	Pages 114 to 115

5. PUBLICATION OF THE NSC GUARANTOR'S QUARTERLY FINANCIAL INFORMATION

The NSC Guarantor has recently published the NSC Guarantor's Quarterly Financial Information.

A copy of the NSC Guarantor's Quarterly Financial Information is available at:

https://www.nomuraholdings.com/company/group/nsc/pdf/2025_2q.pdf

By virtue of this Supplement, the NSC Guarantor's Quarterly Financial Information is incorporated by reference in, and forms part of, the Base Prospectus.

As such:

- (i) the following text shall be added on page 113 of the Base Prospectus immediately following the new paragraph (z) (inserted as described at paragraph 4(i) above):
 - “(aa) the English translation of the Japanese language unaudited quarterly financial information for the six months ended 30 September 2024 of the NSC Guarantor as published on 1 November 2024 (available at https://www.nomuraholdings.com/company/group/nsc/pdf/2025_2q.pdf).”; and
- (ii) the following additional section shall be added at the end of the Nomura Securities Co., Ltd. section of the table of cross-references which ends on page 116 of the Base Prospectus:

Unaudited Quarterly Financial Information for the six months ended 30 September 2024 (English translation)	
Unaudited Unconsolidated Balance Sheets	Page 1
Unaudited Unconsolidated Statements of Income	Page 1

Unaudited Unconsolidated Statements of Income – Quarterly Comparatives	Page 2
Unaudited Supplementary Information	Page 3

6. UPDATE OF THE SIGNIFICANT CHANGE STATEMENTS

The paragraphs under the heading “6. Significant Change” on page 919 of the Base Prospectus shall be updated and replaced with the following:

“There has been no significant change in the financial performance or position of the Issuer since 30 June 2024.

There has been no significant change in the financial performance or position of the NHI Guarantor or the Nomura Group since 30 September 2024.

There has been no significant change in the financial performance or position of the NSC Guarantor since 30 September 2024.”.

7. AMENDMENT OF “U.S. INFORMATION” SECTION

The section titled “U.S. Information” commencing on page 12 of the Base Prospectus shall be amended as follows:

- (a) the words "or any Securities issued in registered form in exchange or substitution therefor" in the third paragraph thereof shall be updated and replaced as follows:

"or any Securities issued in registered form in exchange or substitution therefor or on issue"; and

- (b) the final paragraph thereof shall be amended by the addition of the words "any Registrar," after the words "the Principal Agent," therein.

8. AMENDMENT OF "GENERAL DESCRIPTION OF THE PROGRAMME" SECTION

The section titled “General Description of the Programme” shall be amended by the addition of the following as a new line item directly beneath the line item titled “Principal Agent” on page 18 of the Base Prospectus:

"Registrar in respect of CIL Definitive Registered Citicorp International Limited" .
N&C Securities:

9. AMENDMENT OF "COMMONLY ASKED QUESTIONS ABOUT THE PROGRAMME" SECTION

Sub-paragraph (a) of paragraph 11 (*How can I hold my Securities?*) of the section titled "Commonly Asked Questions about the Programme" on page 126 of the Base Prospectus shall be updated and replaced with the following:

- "(a) N&C Securities

The N&C Securities of each Series will initially be represented by either (i) a global security in bearer form or in registered form; or (ii) a definitive security in registered form.

Each Tranche of Bearer N&C Securities will be initially issued in the form of a Temporary Bearer Global N&C Security or, if so specified in the applicable Final Terms, a Permanent Bearer Global N&C Security which, in either case, will:

- (i) if the Global N&C Securities are intended to be issued in new global note form, as stated in the applicable Final Terms, be delivered on or prior to the original issue date of the Tranche to the Common Safekeeper for Euroclear and Clearstream, Luxembourg; or
- (ii) if the Global N&C Securities are not intended to be issued in new global note form, be delivered on or prior to the original issue date of the Tranche to the Common Depositary for Euroclear and Clearstream, Luxembourg.

On and after the date which is 40 days after a Temporary Bearer Global N&C Security is issued, interests in such Temporary Bearer Global N&C Security will be exchangeable for interests in a Permanent Bearer Global N&C Security.

The Registered N&C Securities of each Series offered and sold in reliance on Regulation S, which will be sold to non-U.S. persons outside the United States, will initially be represented by either (i) a global note in registered form (a **Regulation S Global N&C Security**); or (ii) a security in definitive registered form (a **Regulation S Definitive Registered N&C Security**). The Registered N&C Securities of each Tranche offered and sold (a) in the United States to QIBs within the meaning of Rule 144A who are also each a QP or (b) to, or for the account or benefit of, U.S. persons who are QIBs who are also QPs will be represented by either (i) a global note in registered form (a **Rule 144A Global N&C Security**) and, together with a Regulation S Global N&C Security, each a **Registered Global N&C Security**; or (ii) a definitive security in registered form (a **Rule 144A Definitive Registered N&C Security**).

Registered Global N&C Securities will either (i) be deposited with a custodian for, and registered in the name of a nominee of, the Depositary Trust Company (DTC) or (ii) be deposited with a common depositary for Euroclear and Clearstream, Luxembourg, and registered in the name of a common nominee of, Euroclear and Clearstream, Luxembourg. Persons holding beneficial interests in Registered Global N&C Securities will be entitled or required, as the case may be, under the circumstances described below, to receive physical delivery of (in the case of Regulation S Global N&C Securities) Regulation S Definitive Registered N&C Securities or (in the case of Rule 144A Global N&C Securities) Rule 144A Definitive Registered N&C Securities."

10. AMENDMENT OF "FORM OF THE SECURITIES" SECTION

- (a) The paragraphs under the heading "Registered N&C Securities" within the section titled "Form of the Securities" on pages 155 to 156 of the Base Prospectus shall be updated and replaced with the following:

"Registered N&C Securities

The Registered N&C Securities of each Tranche offered and sold in reliance on Regulation S, which will be sold in offshore transactions to non-U.S. persons outside the United States, will initially be represented by either (i) a global security in registered form (a **Regulation S Global N&C Security**); or (ii) a definitive security in registered form (a **Regulation S Definitive Registered N&C Security**).

The Registered N&C Securities of each Tranche of N&C Securities offered and sold in the United States or to, or for the account or benefit of, U.S. persons may only be offered and sold in private transactions (a) in the United States to "qualified institutional buyers" within the meaning of Rule 144A under the Securities Act (**QIBs**) who are also "qualified purchasers" (**QPs**) within the meaning of Section 3(c)(7) and as defined in Section 2(a)(51)(A) of the United States Investment Act of 1940, as amended (the **1940 Act**), or (b) to U.S. persons who are QIBs and also QPs and, in each case, who agree to purchase N&C Securities for their own account or for the accounts of one or more other persons each of whom is a QIB and also a QP and not with a view to the distribution thereof and, unless otherwise provided in the applicable Final Terms, provide an Investor Representation Letter substantially in the form set out in the Agency Agreement. All such N&C Securities will initially be represented by either (i) a global security in registered form (a **Rule 144A Global N&C Security**) and, together with a Regulation S Global N&C Security, each a **Registered Global N&C Security**; or (ii) a definitive security in registered form (a **Rule 144A Definitive Registered N&C Security**) and,

together with a Regulation S Definitive Registered N&C Security, each a **Definitive Registered N&C Security**).

Registered Global N&C Securities will either (i) be deposited with a custodian for, and registered in the name of a nominee of, the Depository Trust Company (**DTC**) or (ii) be deposited with a common depository for Euroclear and Clearstream, Luxembourg, and registered in the name of a common nominee of, Euroclear and Clearstream, Luxembourg. Persons holding beneficial interests in Registered Global N&C Securities will be entitled or required, as the case may be, under the circumstances described below, to receive physical delivery of (in the case of Regulation S Global N&C Securities) Regulation S Definitive Registered N&C Securities or (in the case of Rule 144A Global N&C Securities) Rule 144A Definitive Registered N&C Securities.

The Registered Global N&C Securities will be subject to certain restrictions on transfer set forth therein and will bear a legend regarding such restrictions.

Payments of principal, interest and any other amount in respect of the Registered Global N&C Securities will, in the absence of provision to the contrary, be made to the person shown on the Register (as defined in Condition 7.2.1) as the registered holder of the Registered Global N&C Securities. None of the Issuer, the Guarantors, any Paying Agent or the relevant Registrar will have any responsibility or liability for any aspect of the records relating to or payments or deliveries made on account of beneficial ownership interests in the Registered Global N&C Securities or for maintaining, supervising or reviewing any records relating to such beneficial ownership interests.

Payments of principal, interest or any other amount in respect of Definitive Registered N&C Securities will, in the absence of provision to the contrary, be made to the persons shown on the Register on the relevant Record Date (as defined in Condition 7.2.1) immediately preceding the due date for payment in the manner provided in that Condition.

Interests in a Registered Global N&C Security will be exchangeable (free of charge), in whole but not in part, for Definitive Registered N&C Securities without receipts, interest coupons or talons attached only upon the occurrence of an Exchange Event. For these purposes, **Exchange Event** means:

- (a) an Event of Default has occurred and is continuing;
- (b) in the case of N&C Securities registered in the name of a nominee for DTC, either DTC has notified the Issuer that it is unwilling or unable to continue to act as depository for the N&C Securities and no alternative clearing system is available or DTC has ceased to constitute a clearing agency registered under the Exchange Act and no alternative clearing system is available;
- (c) in the case of N&C Securities registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg, the Issuer has been notified that both Euroclear and Clearstream, Luxembourg have been closed for business for a continuous period of 14 days (other than by reason of holiday, statutory or otherwise) or have announced an intention permanently to cease business or have in fact done so and, in any such case, no successor clearing system is available;
- (d) the Issuer has or will become subject to adverse tax consequences which would not be suffered were the N&C Securities represented by the Global N&C Security in definitive registered form.

The Issuer will promptly give notice to Securityholders in accordance with N&C Securities Condition 16 if an Exchange Event occurs. In the event of the occurrence of an Exchange Event, DTC, Euroclear and/or Clearstream, Luxembourg (acting on the instructions of any holder of an interest in such Registered Global N&C Security) may give notice to the Registrar (or request that the Principal Agent does so) requesting exchange and, in the event of the occurrence of an Exchange Event as described in (iv) above, the Issuer may also give notice to the Registrar requesting exchange. Any such exchange shall occur not later than 10 days after the date of receipt of the first relevant notice by the Registrar.

To the extent permitted by law, the Issuer, the Principal Agent and the relevant Registrar shall be entitled to treat the holder of any N&C Security as the absolute owner thereof."

- (b) The words "N&C Securities in definitive registered form" in the third paragraph under the heading "General" within the section titled "Form of the Securities" on page 157 of the Base Prospectus shall be updated and replaced with the words "Definitive Registered N&C Securities".

11. AMENDMENT OF THE TERMS AND CONDITIONS OF THE N&C SECURITIES

- (a) Sub-paragraph (iv) of the third paragraph of the Terms and Conditions of the N&C Securities on page 224 of the Base Prospectus shall be updated and replaced with the following:

"(iv) any Registered N&C Securities in definitive form (whether issued on issue of such N&C Securities or in exchange for a Global N&C Security in registered form) (each a **Definitive Registered N&C Security**)."

- (b) The fourth paragraph of the Terms and Conditions of the N&C Securities on pages 224 to 225 of the Base Prospectus shall be updated and replaced with the following:

"The N&C Securities, the Receipts (as defined below) and the Coupons (as defined below) have the benefit of an amended and restated Agency Agreement (such Agency Agreement as amended and/or supplemented and/or restated from time to time, the **Agency Agreement**) dated on or about 19 September 2024 and supplemented on 22 November 2024 and made between (i) the Issuer, (ii) Nomura Holdings, Inc. (the **NHI Guarantor**), (iii) Nomura Securities Co., Ltd. (the **NSC Guarantor** and, together with the NHI Guarantor, the **Guarantors** and each a **Guarantor**), (iv) Citibank, N.A., London Branch as issuing and principal agent and agent bank in respect of N&C Securities other than CIL Definitive Registered N&C Securities (in such capacity the **Principal Agent**, which expression shall include any successor principal agent) and the paying agents named therein in respect of the relevant N&C Securities (the **Paying Agents**, which expression shall include any additional or successor paying agents), (iv) Citibank, N.A., London Branch as exchange agent (the **Exchange Agent**, which expression shall include any successor exchange agent), (v) Citicorp International Limited as registrar in respect of Definitive Registered N&C Securities (**CIL Definitive Registered N&C Securities**) in respect of which the applicable Final Terms specifies such N&C Securities are to be issued in the form of Regulation S Definitive Registered N&C Securities and/or Rule 144A Definitive Registered N&C Securities and Citibank Europe PLC as registrar in respect of all other Registered N&C Securities (in such respective capacities each the **Registrar**, which expression shall include any successor registrar thereto) and (vi) Citicorp International Limited as transfer agent in respect of CIL Definitive Registered N&C Securities and Citibank, N.A., London Branch as transfer agent in respect of all other Registered N&C Securities (in such respective capacities each the **Transfer Agent**, which expression shall include any successor transfer agent thereto). There shall be no Principal Agent in respect of CIL Definitive Registered N&C Securities, other than for the purposes of any documentation to be delivered thereto pursuant to Condition 18 (*Substitution*) of the Terms and Conditions of the N&C Securities and the holding of each original Guarantee, and the Conditions shall be construed accordingly."

- (c) Condition 1.4 (*Title to Bearer N&C Securities and Registered N&C Securities in definitive form*) of the Terms and Conditions of the N&C Securities on page 229 of the Base Prospectus shall be updated and replaced with the following:

"1.4 Title to Bearer N&C Securities and Definitive Registered N&C Securities

Subject as set out below, title to the Bearer N&C Securities, Receipts and Coupons will pass by delivery and title to the Definitive Registered N&C Securities will pass upon registration of transfers in accordance with the provisions of the Agency Agreement. The Issuer, the Guarantors and any

Agent will (except as otherwise required by law) deem and treat the bearer of any Bearer N&C Security, Receipt or Coupon and the registered holder of any Definitive Registered N&C Securities as the absolute owner thereof (whether or not overdue and notwithstanding any notice of ownership or writing thereon or notice of any previous loss or theft thereof) for all purposes."

- (d) Condition 2.1 (*Transfers of interests in Global N&C Securities*) of the Terms and Conditions of the N&C Securities on page 230 of the Base Prospectus shall be updated and replaced with the following:

"2.1 Transfers of interests in Global N&C Securities

Transfers of beneficial interests in a Global N&C Security in registered form will be effected by DTC, Euroclear or Clearstream, Luxembourg, as the case may be, and in turn by other participants and, if appropriate, indirect participants in such clearing systems acting on behalf of beneficial transferors and transferees of such interests. A beneficial interest in Global N&C Security in registered form will, subject to compliance with all applicable legal and regulatory restrictions, be transferable for Definitive Registered N&C Securities or for a beneficial interest in another Global N&C Security in registered form of the same series only in the authorised denominations (in the case of Notes) or number of security units (in the case of Certificates) set out in the applicable Final Terms and only in accordance with the rules and operating procedures for the time being of DTC, Euroclear or Clearstream, Luxembourg, as the case may be, and in accordance with the terms and conditions specified in the Agency Agreement. Transfers of a Global N&C Security registered in the name of a nominee for DTC will be limited to transfers of such Global N&C Security, in whole but not in part, to another nominee of DTC or to a successor of DTC or such successor's nominee."

- (e) Condition 2.2 (*Transfers of Registered N&C Securities in definitive form*) of the Terms and Conditions of the N&C Securities on pages 230 to 231 of the Base Prospectus shall be updated and replaced with the following:

"2.2 Transfers of Definitive Registered N&C Securities

Subject as provided in paragraphs 2.3, 2.4 and 2.6 below, upon the terms and subject to the conditions set forth in the Agency Agreement, a Definitive Registered N&C Security may be transferred in whole or in part (in the authorised denominations set out in the applicable Final Terms). In order to effect any such transfer (i) the holder or holders must (A) surrender the Definitive Registered N&C Security for registration of the transfer of that Registered N&C Security (or the relevant part of that Registered N&C Security) at the specified office of any Transfer Agent, with the form of transfer thereon duly executed by the holder or holders thereof or their attorney or attorneys duly authorised in writing and (B) complete and deposit such other certifications as may be required by the relevant Transfer Agent and (ii) the relevant Transfer Agent must, after due and careful enquiry, be satisfied with the documents of title and the identity of the person making the request. Any such transfer will be subject to such reasonable regulations as the Issuer and the Registrar may from time to time prescribe, the initial such regulations being set out in Schedule 13 to the Agency Agreement. Subject as provided above, the relevant Transfer Agent will, within three business days (being for this purpose a day on which banks are open for business in the city where the specified office of the relevant Transfer Agent is located) of the request (or such longer period as may be required to comply with any applicable fiscal or other laws or regulations), authenticate and deliver, or procure the authentication and delivery of, at its specified office to the transferee or (at the risk of the transferee) send by uninsured mail, to such address as the transferee may request, a new Definitive Registered N&C Security of a like aggregate nominal amount to the Registered N&C Security (or the relevant part of the Registered N&C Security) transferred. In the case of the transfer of part only of a Definitive Registered N&C Security, a new Definitive Registered N&C Security in respect of the balance of the Registered N&C

Security not transferred will be so authenticated and delivered or (at the risk of the transferor) sent to the transferor."

- (f) Condition 2.3 (*Registration of transfer upon partial redemption*) of the Terms and Conditions of the N&C Securities on page 231 of the Base Prospectus shall be updated and replaced with the following:

"2.3 Registration of transfer upon partial redemption

In the event of a partial redemption of N&C Securities under Condition 8, the Issuer shall not be required to register the transfer of any Definitive Registered N&C Security, or part of a Definitive Registered N&C Security, called for partial redemption."

- (g) The definition of Legended N&C Security under Condition 2.7 (*Definitions*) of the Terms and Conditions of the N&C Securities on page 232 of the Base Prospectus shall be updated and replaced with the following:

"Legended N&C Security means N&C Securities in registered form (whether Definitive Registered N&C Securities or represented by a Global N&C Security) sold in private transactions to QIBs that are also QPs in accordance with the requirements of Rule 144A which bear a legend specifying certain restrictions on transfer (a **Legend**);".

- (h) The following terms of the Conditions shall be amended by the addition of the words "or, in the case of CIL Definitive Registered N&C Securities, the Registrar" after the words "Principal Agent" therein:

- (i) Conditions 5.1.3 and 5.1.8 (*Redenomination*) on pages 235 to 236 of the Base Prospectus;
- (ii) the italicised paragraph at the start of Condition 6.3 (*Interest on Floating Rate N&C Securities and Non-Exempt Interest N&C Securities*) on pages 240 to 241 of the Base Prospectus;
- (iii) Condition 6.3.2.2 (*Screen Rate Determination for Floating Rate N&C Securities*) on pages 246 to 257 of the Base Prospectus;
- (iv) Condition 6.3.4 (*Determination of Rate of Interest and Calculation of Coupon Amounts*) on page 258 of the Base Prospectus;
- (v) Condition 6.3.6 (*Notification of Rate of Interest and Coupon Amounts*) on page 259 of the Base Prospectus;
- (vi) Condition 6.3.7 (*Certificates to be final*) on page 259 of the Base Prospectus;
- (vii) Condition 6.5.2 (*Accrual of interest*) on page 267 of the Base Prospectus;
- (viii) paragraph (b) of Condition 7.6.6 (*Non-Permitted Holders and suspension of deliveries and payments at the option of the Issuer*) on page 277 of the Base Prospectus;
- (ix) Condition 8.2 (*Redemption for tax reasons*) on page 282 of the Base Prospectus;
- (x) Condition 8.10 (*Cancellation*) on page 288 of the Base Prospectus;
- (xi) Condition 11 (*Events of Default and Enforcement*) on pages 296 to 298 of the Base Prospectus;
- (xii) the second paragraph of Condition 17 (*Meetings of Securityholders, Modification and Waiver*) on page 303 of the Base Prospectus;

- (xiii) the definition of "Final Price" in Credit Linked Condition 13 (*Definitions*) of Annex 7 (Additional Terms and Conditions for Credit Linked Securities (2003 ISDA Credit Derivatives Definitions Version) to the Terms and Conditions of the N&C Securities on page 665 of the Base Prospectus;
- (xiv) the definition of "Successor" in Credit Linked Condition 13 (*Definitions*) of Annex 7 (Additional Terms and Conditions for Credit Linked Securities (2003 ISDA Credit Derivatives Definitions Version) to the Terms and Conditions of the N&C Securities on page 684 of the Base Prospectus;
- (xv) the first, thirteenth, fourteenth and fifteenth paragraphs of Physical Delivery N&C Securities Condition 2 (*Delivery of Entitlement and Asset Transfer Notices*) of Annex 8 (Additional Terms and Conditions for Physical Delivery N&C Securities) to the Terms and Conditions of the N&C Securities on pages 696 to 698 of the Base Prospectus;
- (xvi) Preference Share Linked N&C Securities Condition 4 (*Early Redemption*) of Annex 12 (Additional Terms and Conditions for Preference Share Linked N&C Securities) to the Terms and Conditions of the N&C Securities on page 729 of the Base Prospectus;
- (xvii) the definition of "Final Price" in Credit Linked Condition 13 (*Definitions*) of Annex 15 (Additional Terms and Conditions for Credit Linked Securities (2014 ISDA Credit Derivatives Definitions Version) to the Terms and Conditions of the N&C Securities on page 766 of the Base Prospectus; and
- (xviii) the definition of "Successor" in Credit Linked Condition 13 (*Definitions*) of Annex 15 (Additional Terms and Conditions for Credit Linked Securities (2014 ISDA Credit Derivatives Definitions Version) to the Terms and Conditions of the N&C Securities on page 792 of the Base Prospectus.

12. AMENDMENT OF "NOTICES TO PURCHASERS AND HOLDERS OF SECURITIES AND TRANSFER RESTRICTIONS" SECTION

Sub-paragraph 5 (*ERISA*) of "*U.S. Investors*" on page 844 of the Base Prospectus under the "*Transfer Restrictions*" paragraph in the section titled "Notices to Purchasers and Holders of Securities and Transfer Restrictions" shall be amended by the addition of the words "any Registrar," after the words "the Principal Agent," therein.

13. AMENDMENT OF "GENERAL INFORMATION" SECTION

The third and fourth paragraphs of paragraph 3 (*Documents Available*) of the section titled "General Information" on page 918 of the Base Prospectus shall be updated and replaced with the following:

"Copies of the Agency Agreement will be available for inspection at the registered office of the Principal Agent and the Registrar in respect of CIL Definitive Registered N&C Securities.

If the Securities are to be admitted to trading on the LuxSE's regulated market, the applicable Final Terms will be published on the website of the LuxSE (www.luxse.com). If the Securities are Exempt Securities and are to be listed on the Euro MTF market, the applicable Pricing Supplement will be published on the website of the LuxSE (www.luxse.com). Otherwise, the applicable Pricing Supplement for Exempt Securities will be obtainable by a Securityholder holding one or more Securities and such Securityholder must produce evidence satisfactory to the Issuer and the Principal Agent or, in the case of CIL Definitive Registered N&C Securities, the Registrar, as to its holding of such Securities and identity."

14. AMENDMENT TO THE FORM OF FINAL TERMS FOR NON-EXEMPT N&C SECURITIES

- (a) Item 44 (*Form of N&C Securities*) in Part A of the Form of Final Terms for Non-Exempt N&C Securities on pages 206 to 207 of the Base Prospectus shall be updated and replaced with the following:

"44. Form of N&C Securities:

[Bearer N&C Securities:

[Temporary Bearer Global N&C Security exchangeable for a Permanent Bearer Global N&C Security which is exchangeable for Definitive Bearer N&C Securities only upon an Exchange Event]

[Permanent Bearer Global N&C Security exchangeable for Definitive Bearer N&C Securities only upon an Exchange Event]

[Securities shall not be physically delivered in Belgium except to a clearing system, a depositary or other institution for the purpose of their immobilisation in accordance with article 4 of the Belgian Law of 14 December 2005] [only applicable if Securities are to be offered in Belgium]]

(N&C Securities that are determined to be permanently prohibited from being offered, sold, resold, transferred, pledged or delivered in the United States or to, or for the benefit of, (a) a "U.S. person" as defined in Regulation S under the United States Securities Act of 1933, as amended (the Securities Act) (Regulation S), (b) a person other than a "Non-United States person" as defined in Rule 4.7 under the United States Commodity Exchange Act of 1936, as amended (the CEA), (c) a "U.S. person" as defined in the Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations promulgated by the United States Commodity Futures Trading Commission (the CFTC), or the final rule relating to Cross-Border Application of the Registration Thresholds and Certain Requirements Applicable to Swap Dealers and Major Swap Participants promulgated by the CFTC, in each case as amended, modified or supplemented from time to time, pursuant to the CEA, (d) any other "U.S. person" as such term may be defined in Regulation S or in regulations or guidance adopted under the CEA, or (e) a "United States person" as defined in the United States Internal Revenue Code of 1986, as amended and the United States Treasury regulations promulgated thereunder, in each case, as such definition may be amended, modified or supplemented from time to time (each such person, a U.S. Person) may only be issued in Bearer form.)

[Registered N&C Securities:

[Regulation S Global N&C Security registered in the name of a nominee for [DTC/a common depositary for Euroclear and Clearstream, Luxembourg]]

[Rule 144A Global N&C Security registered in the name of a nominee for [DTC/a common depositary for Euroclear and Clearstream, Luxembourg.]

[Regulation S Definitive Registered N&C Security]

[Rule 144A Definitive Registered N&C Security]]

[Swiss N&C Securities:

The Swiss N&C Securities are issued in [bearer]/[uncertificated] form. The provisions of Annex 10 (Additional Terms and Conditions for Swiss Securities) shall apply to the Swiss N&C Securities.]

(Include any additional terms required in respect of Swiss Securities, e.g. in respect of notices or provisions for meetings of Securityholders)

[Finnish N&C Securities:

The Finnish N&C Securities are in uncertificated and dematerialised book-entry form issued in accordance with the provisions of the Finnish Act on the Book-Entry System and Clearing Operations (*in Finnish Laki osuusjärjestelmästä ja selvitystoiminnasta* (348/2017, as amended) and the Finnish Act on Book-Entry Accounts (*in Finnish Laki arvo-osuustileistä* 827/1991, as amended). No global or definitive Finnish N&C Securities will be issued. The provisions of Annex 16 (Additional Terms and Conditions for Finnish Securities) shall apply to the Finnish N&C Securities.]".

- (b) Item 20(iv) (*Floating Rate N&C Securities*) in Part A of the Form of Final Terms for Non-Exempt N&C Securities on page 170 of the Base Prospectus shall be updated and replaced with the following:

“(iv) Party responsible for calculating [] (the **Calculation Agent**)”.
the Rate of Interest and Coupon
Amount (if not the [Principal
Agent] [Registrar]):

- (c) The sub line item titled “Observation Look-Back Period” in Item 20(v) (*Floating Rate N&C Securities*) in Part A of the Form of Final Terms for Non-Exempt N&C Securities on page 170 of the Base Prospectus shall be updated and replaced with the following:

“Observation Look-Back Period: [] / [Not Applicable] [Unless otherwise agreed with the [Principal Agent] / [Registrar] / [Calculation Agent], [] [London Business Days] / [U.S. Government Securities Business Days][T2 Business Days][Zurich Business Days] (*N.B. must be at least two such relevant days to allow clearing system payments*)”.

- (d) Item 25(vii) (*Issuer Call*) in Part A of the Form of Final Terms for Non-Exempt N&C Securities on page 177 of the Base Prospectus shall be updated and replaced with the following:

“(vii) Notice periods for Issuer Call:

- (a) Maximum period: [●] days
 (b) Minimum period: [●] days

(N.B. When setting notice periods, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems (which require a minimum of 5 clearing system business days' notice for a call) and custodians, as well as any other notice requirements which may apply, for example as between the Issuer and the Principal Agent or, in the case of CIL Definitive Registered N&C Securities, the Registrar)”.

- (e) Item 26 (*Notice periods for tax redemption under Condition 8.2*) in Part A of the Form of Final Terms for Non-Exempt N&C Securities on pages 177 to 178 of the Base Prospectus shall be updated and replaced with the following:

“26. Notice periods for tax redemption under Condition 8.2:

- (i) Maximum period: [●] days
 (ii) Minimum period: [●] days

(N.B. When setting notice periods, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems (which require a minimum of 5 clearing system business days' notice for a call) and custodians, as well as any other notice requirements which may apply, for example as between the Issuer and the Principal Agent or, in the case of CIL Definitive Registered N&C Securities, the Registrar)”.

- (f) Sub-paragraphs (i) and (ii) of item 27 (*Issuer Regulatory Call/Illegality Redemption/Inconvertibility Event adjustment or redemption*) in Part A of the Form of Final Terms for Non-Exempt N&C Securities on page 178 of the Base Prospectus shall be updated and replaced with the following:

“(i) Issuer Regulatory Call under Condition 8.5: [Applicable/Not Applicable]

[If "Applicable", insert: Notice period required for an Issuer Regulatory Call:

(N.B. In accordance with N&C Securities Condition 8.5, Issuer Regulatory Call will apply automatically unless specified as "Not Applicable")

- (a) Maximum period: [See Condition 8.5][[●] days]

(b) Minimum period: [See Condition 8.5][[●] days]]

(N.B. A number of days need only be specified in respect of the maximum and minimum notice period if this differs from the default number of days specified in Condition 8.5. When setting notice periods, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems (which require a minimum of 5 clearing system business days' notice for a call) and custodians, as well as any other notice requirements which may apply, for example as between the Issuer and the Principal Agent or, in the case of CIL Definitive Registered N&C Securities, the Registrar)

(ii) Illegality Redemption under Condition 8.6 [Applicable/Not Applicable]

[If "Applicable", insert: Notice period required for an Illegality Redemption:

(N.B. In accordance with N&C Securities Condition 8.6, Illegality Redemption will apply automatically unless specified as "Not Applicable")

(a) Maximum period: [See Condition 8.6][[●] days]]

(b) Minimum period: [See Condition 8.6][[●] days]]

(N.B. A number of days need only be specified in respect of the maximum and minimum notice period if this differs from the default number of days specified in Condition 8.6. When setting notice periods, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems (which require a minimum of 5 clearing system business days' notice for a call) and custodians, as well as any other notice requirements which may apply, for example as between the Issuer and the Principal Agent or, in the case of CIL Definitive Registered N&C Securities, the Registrar)".

(g) Item 28(iii) (*Investor Put*) in Part A of the Form of Final Terms for Non-Exempt N&C Securities on page 179 of the Base Prospectus shall be updated and replaced with the following:

“(iii) Notice periods for Investor Put:

(a) Maximum period: [●] days

(b) Minimum period: [●] days

(N.B. When setting notice periods, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems (which require a minimum of 15 clearing system business days' notice for a put) and custodians, as well as any other notice requirements which may apply, for example as between the Issuer and the Principal Agent or, in the case of CIL

Definitive Registered N&C Securities, the Registrar)".

- (h) Item 8(viii) (*Operational Information*) in Part B of the Form of Final Terms for Non-Exempt N&C Securities on page 214 of the Base Prospectus shall be updated and replaced with the following:

“(viii) Names and addresses of initial Paying Agents: [Citibank, N.A., London Branch, 13th Floor, Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB] [Citicorp International Limited 9/F, Citi Tower, One Bay East, 83 Hoi Bun Road, Kwun Tong, Kowloon Hong Kong] [*Other*]”.

15. AMENDMENT TO THE FORM OF PRICING SUPPLEMENT FOR EXEMPT N&C SECURITIES

- (a) Item 45 (Form of N&C Securities) in Part 1, Part A of the Form of Pricing Supplement for Exempt N&C Securities on pages 973 to 974 of the Base Prospectus shall be updated and replaced with the following:

“45. Form of N&C Securities: [Bearer N&C Securities:

[Temporary Bearer Global N&C Security exchangeable for a Permanent Bearer Global N&C Security which is exchangeable for Definitive Bearer N&C Securities only upon an Exchange Event]

[Permanent Bearer Global N&C Security exchangeable for Definitive Bearer N&C Securities only upon an Exchange Event]]

[Securities shall not be physically delivered in Belgium except to a clearing system, a depositary or other institution for the purpose of their immobilisation in accordance with article 4 of the Belgian Law of 14 December 2005] [*only applicable if Securities are to be offered in Belgium*]

(N&C Securities that are determined to be permanently prohibited from being offered, sold, resold, transferred, pledged or delivered in the United States or to, or for the benefit of, U.S. Persons (as defined in the N&C Securities Conditions) may only be issued in Bearer form.)

[Registered N&C Securities:

[Regulation S Global N&C Security registered in the name of a nominee for [DTC/a common depositary for Euroclear and Clearstream, Luxembourg]]

[Rule 144A Global N&C Security registered in the name of a nominee for [DTC/a common depositary for Euroclear and Clearstream, Luxembourg.]

[Regulation S Definitive Registered N&C Security]

[Rule 144A Definitive Registered N&C Security]]

[Finnish N&C Securities:

The Finnish N&C Securities are in uncertificated and dematerialised book-entry form issued in accordance with the provisions of the Finnish Act on the Book-Entry System and Clearing Operations (*in Finnish Laki osuusjärjestelmästä ja selvitystoiminnasta* (348/2017, as amended) and the Finnish Act on Book-Entry Accounts (*in Finnish Laki arvo-osuustileistä* 827/1991, as amended). No global or definitive Finnish N&C Securities will be issued. The provisions of Annex 16 (*Additional Terms and Conditions for Finnish Securities*) shall apply to the Finnish N&C Securities.]

[Swedish N&C Securities:

The Swedish N&C Securities are in uncertificated and dematerialised book-entry form issued in accordance with the provisions of the Swedish Financial Instruments Accounts Act (SFS 1998: 1479) (*Sw. Lagen (1998:1479) om kontoföring av finansiella instrument*). No global or definitive Swedish N&C Securities will be issued. The provisions of Annex 9 (*Additional Terms and Conditions for Swedish Securities*) shall apply to the Swedish N&C Securities.]

[Swiss N&C Securities:

The Swiss N&C Securities are issued in [bearer]/[uncertificated] form. The provisions of Annex 10 (*Additional Terms and Conditions for Swiss Securities*) shall apply to the Swiss N&C Securities.]

(Include any additional terms required in respect of Swiss Securities, e.g. in respect of notices or provisions for meetings of Securityholders, or Physically Settled N&C Securities)".

- (b) Item 20(iv) (*Floating Rate N&C Securities*) in Part 1, Part A of the Form of Pricing Supplement for Exempt N&C Securities of the Base Prospectus on page 930 shall be updated and replaced with the following:

“(iv) Party responsible for calculating [] (the **Calculation Agent**)”.
the Rate of Interest and Coupon
Amount (if not the [Principal
Agent] [Registrar]):

- (c) The sub line item titled “Observation Look-Back Period” in Item 20(v) (*Floating Rate N&C Securities*) in Part 1, Part A of the Form of Pricing Supplement for Exempt N&C Securities on page 930 of the Base Prospectus shall be updated and replaced with the following:

“Observation Look-Back Period: [] / [Not Applicable] [Unless otherwise agreed with the [Principal Agent] / [Registrar] / [Calculation Agent], [] [London Business Days] / [U.S. Government Securities Business Days][T2 Business Days][Zurich Business Days] (*N.B. must be at least two such relevant days to allow clearing system payments*)”.

- (d) Item 26(vii) (*Issuer Call*) in Part 1, Part A of the Form of Pricing Supplement for Exempt N&C Securities on page 937 of the Base Prospectus shall be updated and replaced with the following:

“(vii) Notice periods for Issuer Call:

- (a) Maximum period: [●] days
- (b) Minimum period: [●] days

(N.B. When setting notice periods, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems (which require a minimum of 5 clearing system business days' notice for a call) and custodians, as well as any other notice requirements which may apply, for example as between the Issuer and the Principal Agent or, in the case of CIL Definitive Registered N&C Securities, the Registrar)”.

- (e) Item 27(iii) (*Investor Put*) in Part 1, Part A of the Form of Pricing Supplement for Exempt N&C Securities on page 937 of the Base Prospectus shall be updated and replaced with the following:

“(iii) Notice periods for Investor Put:

- (a) Maximum period: [●] days
- (b) Minimum period: [●] days

(N.B. When setting notice periods, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems (which require a minimum of 15 clearing system business days' notice for a put) and custodians, as well as any other notice requirements which may apply, for example as between the Issuer and the Principal Agent or, in the case of CIL Definitive Registered N&C Securities, the Registrar)”.

- (f) Item 28 (*Other redemption events*) in Part 1, Part A of the Form of Pricing Supplement for Exempt N&C Securities on pages 937 to 938 of the Base Prospectus shall be updated and replaced with the following:

“(i) Redemption for tax reasons under Condition 8.2:

Notice period required for redemption for tax reasons under Condition 8.2:

- (a) Maximum period: [●] days
- (b) Minimum period: [●] days

(N.B. When setting notice periods, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example,

clearing systems (which require a minimum of 5 clearing system business days' notice for a call) and custodians, as well as any other notice requirements which may apply, for example as between the Issuer and the Principal Agent or, in the case of CIL Definitive Registered N&C Securities, the Registrar)".

(ii) Issuer Regulatory Call under Condition 8.5:

[If "*Applicable*", insert: Notice period required for an Issuer Regulatory Call:

[Applicable/Not Applicable]

(N.B. In accordance with N&C Securities Condition 8.5, Issuer Regulatory Call will apply automatically unless specified as "Not Applicable")

(a) Maximum period:

[See Condition 8.5][[●] days]

(b) Minimum period:

[See Condition 8.5][[●] days]]

(N.B. A number of days need only be specified in respect of the maximum and minimum notice period if this differs from the default number of days specified in Condition 8.5. When setting notice periods, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems (which require a minimum of 5 clearing system business days' notice for a call) and custodians, as well as any other notice requirements which may apply, for example as between the Issuer and the Principal Agent or, in the case of CIL Definitive Registered N&C Securities, the Registrar)

(iii) Illegality Redemption under Condition 8.6:

[If "*Applicable*", insert: Notice period required for an Illegality Redemption:

[Applicable/Not Applicable]

(N.B. In accordance with N&C Securities Condition 8.6, Illegality Redemption will apply automatically unless specified as "Not Applicable")

(a) Maximum period:

[See Condition 8.6][[●] days]

(b) Minimum period:

[See Condition 8.6][[●] days]]

(N.B. A number of days need only be specified in respect of the maximum and minimum notice period if this differs from the default number of days specified in Condition 8.6. When setting notice periods, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems (which require a minimum of 5 clearing system business days' notice for a call) and custodians, as well as any other notice requirements which may apply, for example as between the Issuer and the Principal Agent or, in the case of CIL Definitive Registered N&C Securities, the Registrar)

- (iv) Inconvertibility Event under [Applicable/Not Applicable]
Condition 8.13

16. AMENDMENT TO THE FORM OF PRICING SUPPLEMENT FOR PREFERENCE SHARE LINKED EXEMPT N&C SECURITIES

- (a) Item 20(iv) (*Floating Rate N&C Securities*) in Part 2, Part A of the Form of Pricing Supplement for Preference Share Linked Exempt N&C Securities of the Base Prospectus on page 987 shall be updated and replaced with the following:

“(iv) Party responsible for calculating [] (the **Calculation Agent**)”.
the Rate of Interest and Coupon
Amount (if not the [Principal
Agent] [Registrar]):

- (b) The sub line item titled “Observation Look-Back Period” in Item 20(v) (*Floating Rate N&C Securities*) in Part 2, Part A of the Form of Pricing Supplement for Preference Share Linked Exempt N&C Securities on page 988 of the Base Prospectus shall be updated and replaced with the following:

“Observation Look-Back Period: [] / [Not Applicable] [Unless otherwise agreed with the [Principal Agent] / [Registrar] / [Calculation Agent], [] [London Business Days] / [U.S. Government Securities Business Days][T2 Business Days][Zurich Business Days] (*N.B. must be at least two such relevant days to allow clearing system payments*)”.

17. AMENDMENT TO AGENTS

The list of Agents on the back pages of the Base Prospectus shall be amended by the addition of the following above the details of the Calculation Agent:

“REGISTRAR
in respect of CIL Definitive Registered N&C Securities

Citicorp International Limited
9/F, Citi Tower
One Bay East
83 Hoi Bun Road
Kwun Tong
Kowloon Hong Kong”.

18. GENERAL

All references to pages in this Supplement are to the original unsupplemented Base Prospectus, notwithstanding any amendments described herein.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

This Supplement and any documents incorporated by reference herein will be published on the website of the Luxembourg Stock Exchange (www.luxse.com).

If documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Regulation except where such information or other documents are specifically incorporated by reference or attached to this Supplement.

The amendments included in this Supplement shall only apply to Non-Exempt Securities and Exempt Securities which are issued on or after the date of approval of this Supplement.