

Final Terms dated 17 November 2011

Citigroup Funding Inc.

Issue of up to EUR17,000,000 Step Up Fixed Rate Notes due January 2018

Guaranteed by Citigroup Inc.

Under the 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 (OR, IN RELATION TO THE NOTES OFFERED IN GREECE THREE WORKING DAYS, OR, IN RELATION TO NOTES OFFERED IN THE REPUBLIC OF HUNGARY, 15 CALENDAR DAYS) BEGINNING WITH THE WORKING DAY (OR, IN RELATION TO NOTES OFFERED IN THE REPUBLIC OF HUNGARY, THE CALENDAR 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 ISSUER SHALL PUBLISH A NOTICE ON THE WEB-SITE OF THE LUXEMBOURG STOCK EXCHANGE (AT WWW.BOURSE.LU) NOTIFYING INVESTORS OF THE PUBLICATION OF ANY SUCH SUPPLEMENT AND THE RIGHTS OF INVESTORS IN RELATION THERETO.

The Base Prospectus referred to below (as completed by this Final Terms) has been prepared on the basis that, except as provided in sub-paragraph (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 7 of Part B below, provided such person is one of the persons mentioned in Paragraph 7 of Part B below and that such offer is made during the Offer Period(s) specified for such purpose therein.

None of the Issuer, the Guarantor 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 measure in the Relevant Member State and the expression **2010 PD Amending Directive** means Directive 2010/73/EU.

The Notes and the Deed of Guarantee have not been and will not be registered under the United States Securities Act of 1933, as amended (the **Securities Act**) or any state securities law, 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. 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

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth under the section entitled "*Terms and Conditions of the Notes*" 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 for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus, as so supplemented. Full information on the Issuer, the Guarantor 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). In addition, this Final Terms and the Hungarian translation of the Summary are available on the web-site of the Luxembourg Stock Exchange (www.bourse.lu).

For the purposes hereof, **Base Prospectus** means the Base Prospectus in relation to the Programme dated 12 May 2011, as supplemented by a Base Prospectus Supplement (No. 1) dated 9 August 2011, a Base Prospectus Supplement (No. 2) dated 27 September 2011 and a Base Prospectus Supplement (No. 3) dated 18 November 2011 (together the "**Supplements**").

1. (i) Issuer: Citigroup Funding Inc.
(ii) Guarantor: Citigroup Inc.
2. (i) Series Number: EMTN3165
(ii) Tranche Number: 1
3. (i) Specified Currency or Euro (**EUR**)
Currencies:
4. Aggregate Principal Amount:
(i) Series: Up to EUR17,000,000. It is anticipated that the final Aggregate Principal Amount of the Notes to be issued on the Issue Date will be published by the Issuer on the web-site of the Luxembourg Stock Exchange (www.bourse.lu) on or around 30 December 2011
(ii) Tranche: Up to EUR17,000,000. It is anticipated that the final Aggregate Principal Amount of the Notes to be issued on the Issue Date will be published by the Issuer on the web-site of the Luxembourg Stock Exchange (www.bourse.lu) on or around 30 December 2011

The aggregate principal amount of the Notes to be issued will be determined by the Issuer on the basis of market conditions then prevailing, including supply and demand for the Notes and other similar securities
5. Issue Price: 100 per cent. of the Aggregate Principal Amount

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| 6. | (i) | Specified Denominations: | EUR1,000 |
| | (ii) | Calculation Amount: | EUR1,000 |
| 7. | (i) | Issue Date: | 5 January 2012 |
| | (ii) | Interest Commencement Date: | The Issue Date |
| 8. | | Maturity Date: | 5 January 2018, subject to adjustment in accordance with the Modified Following Business Day Convention |
| 9. | | Types of Notes: | (i) Fixed Rate Notes
(ii) The Notes are Cash Settled Notes |
| 10. | | Interest Basis: | Fixed Rate. The Notes bear interest as specified in item 17 below |
| 11. | | Redemption/Payment Basis | Redemption at par |
| 12. | | Change of Interest or Redemption/Payment Basis: | Not Applicable |
| 13. | | Put/Call Options: | Not Applicable |
| 14. | (i) | Status of the Notes: | Senior |
| | (ii) | Status of the Deed of Guarantee: | Senior |
| 15. | | Method of distribution: | Non-syndicated |

PROVISIONS RELATING TO UNDERLYING LINKED NOTES

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| 16. | Underlying Linked Notes Provisions: | Not Applicable |
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PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 17. | Fixed Rate Note Provisions | Applicable |
| | (i) | Interest Rate(s): |
| | | The Interest Rate in respect of: |
| | | (i) each Interest Period from (and including) the Interest Commencement Date to (but excluding) 5 January 2013 (the First Step Up Interest Period), shall be 2.75 per cent. per annum payable quarterly in arrear; |
| | | (ii) each Interest Period from (and including) the 5 January 2013 to (but excluding) 5 January 2014 (the Second Step Up Interest Period), shall be 3.00 per cent. per annum payable quarterly in arrear |
| | | (iii) each Interest Period from (and including) the 5 January 2014 to (but excluding) 5 January 2015 (the |

Third Step Up Interest Period), shall be 3.25 per cent. per annum payable quarterly in arrear

(iv) each Interest Period from (and including) the 5 January 2015 to (but excluding) 5 January 2016 (the **Fourth Step Up Interest Period**), shall be 3.50 per cent. per annum payable quarterly in arrear

(v) each Interest Period from (and including) the 5 January 2016 to (but excluding) 5 January 2017 (the **Fifth Step Up Interest Period**), shall be 3.75 per cent. per annum payable quarterly in arrear

(vi) each Interest Period from (and including) the 5 January 2017 to (but excluding) 5 January 2018 (the **Final Step Up Interest Period**), shall be 4.00 per cent. per annum payable quarterly in arrear

- (ii) Interest Payment Date(s): 5 January, 5 April, 5 July and 5 October in each year from (and including) 5 April 2012 to (and including) the Maturity Date, subject to adjustment in accordance with the Modified Following Business Day Convention
- (iii) Interest Period End Date(s): 5 January, 5 April, 5 July and 5 October in each year from (and including) 5 April 2012 to (and including) the Maturity Date, unadjusted.
- (iv) Interest Amount: The Interest Amount per Calculation Amount shall be:
- (i) EUR 27.50 in respect of each Interest Period during the First Step Up Interest Period;
 - (ii) EUR 30.00 in respect of each Interest Period during the Second Step Up Interest Period;
 - (iii) EUR 32.50 in respect of each Interest Period during the Third Step Up Interest Period;
 - (iv) EUR 35.00 in respect of each Interest Period during the Fourth Step Up Interest Period;
 - (v) EUR 37.50 in respect of each Interest Period during the Fifth Step Up Interest Period; and
 - (vi) EUR 40.00 in respect of each Interest Period during the Final Step Up Interest Period
- (v) Broken Amount(s): Not Applicable
- (vi) Day Count Fraction (**DCF**): 30/360
- (vii) Other terms relating to the method of calculating interest for Fixed Rate Notes: Not Applicable

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| 18. | Floating Rate Note Provisions | Not Applicable |
| 19. | Zero Coupon Note Provisions | Not Applicable |
| 20. | Dual Currency Interest Provisions | Not Applicable |
| 21. | Underlying Linked Notes Interest Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 22. | Issuer Call | Not Applicable |
| 23. | Investor Put | Not Applicable |
| 24. | Redemption Amount of each Calculation Amount | EUR1,000 per Calculation Amount |
| 25. | Underlying Linked Notes Redemption Provisions | Not Applicable |
| 26. | Mandatory Early Redemption Provisions | Not Applicable |
| 27. | Early Redemption Amount | |
| | (i) Early Redemption Amount(s) payable on redemption for taxation reasons or illegality (Condition 5(b) of the General Conditions) or on Event of Default (Condition 9 of the General Conditions) and/or the method of calculating the same: | EUR1,000 per Calculation Amount |
| | (ii) Early Redemption Amount includes amount in respect of accrued interest: | No: together with the Early Redemption Amount, accrued interest shall also be paid. |
| 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

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| 30. | Form of Notes: | Bearer Notes: |
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Temporary Global Note exchangeable for a Permanent Global Note on or after the Exchange Date which is exchangeable for Definitive Notes on a day falling not less than 60 days after that on which the notice requiring exchange is given by the holder or the Fiscal Agent and on which banks are open for business in London (being the city in which the specified office of the Fiscal Agent is located) and in Brussels and Luxembourg

Definitive Notes shall not be physically delivered in Belgium, except to a clearing system, a depository or another institution for the purpose of their immobilisation in accordance with article 4 of the Belgian Law of 14 December 2005 on the abolition of securities in bearer form

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| 31. | New Global Note: | No |
| 32. | Business Centres: | London, New York City and TARGET Business Days |
| 33. | Business Day Jurisdiction(s) or other special provisions relating to payment dates: | London, New York City and TARGET Business Days |
| 34. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | No |
| 35. | Coupons to become void upon the due date for redemption of the Notes: | No |
| 36. | Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: | Not Applicable |
| 37. | Details relating to Instalment Notes: amount of each Instalment Amount (including any maximum or minimum Instalment Amount), date on which each payment is to be made: | Not Applicable |
| 38. | Redenomination, renominalisation and reconventioning provisions: | Not Applicable |
| 39. | Consolidation provisions: | The provisions of Condition 12 of the General Conditions apply |
| 40. | Other final terms: | Not Applicable |

41. Name and address of Calculation Agent: Citibank, N.A. London branch at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom
42. Determinations: Any matter falling to be determined, considered, elected, selected or otherwise decided upon by the Issuer, the Calculation Agent or any other person shall be determined, considered, elected, selected or otherwise decided upon by such person in good faith and in a commercially reasonable manner

DISTRIBUTION

43. (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
44. If non-syndicated, name and address of Dealer: Citigroup Global Markets Limited at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom
45. Total commission and concession: Up to 3.50 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 7 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 7 of Part B below or the Dealer at the address set out in item 44 above

It is anticipated that the exact amount of the initial distribution fee will be published by the Issuer on the web-site of the Luxembourg Stock Exchange (www.bourse.lu) on or around 30 December 2011

In addition to the Belgian Offer Price, the Belgian Distributor may charge investors in Belgium 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 Belgian Distributor at the address set out in Paragraph 7.1 of Part B below

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 7.2 of Part B below

In addition to the Hungarian Offer Price, the Hungarian Distributor(s) may charge investors in Hungary an initial participation commission of up to 3.00 per cent. of the Aggregate Principal Amount. Investors can obtain more information about this fee by contacting the relevant Hungarian Distributor(s) at the address(es) set out in Paragraph 7.3 of Part B below

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| 46. | U.S. Selling Restrictions: | Regulation S Compliance Category 2; TEFRA D |
| 47. | Non-exempt Offer(s): | Details of the non-exempt Offer(s) are set out in Paragraph 7 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 |
| 48. | 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 U.S.\$30,000,000,000 Global Medium Term Note and Certificate Programme of Citigroup Funding Inc.

RESPONSIBILITY

The Issuer and the Guarantor accept 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. Each of the Issuer and the Guarantor confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from such sources, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

By: 
Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- 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/A-1 (Negative Outlook)
- (ii) Moody's: A3/P-2 (Negative Outlook)
- (iii) Fitch: A+/F1+ (Rating Watch Negative)

based on the guarantee by Citigroup Inc.

Standard & Poor's Financial Services LLC (**S&P**) is not established in the European Union and is not registered in accordance with Regulation (EU) No. 1060/2009 (as amended) (the **CRA Regulation**). S&P is therefore not 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, however, it has confirmed that any ratings issued by it which are endorsed in the European Union will be clearly identified as such.

Moody's Investors Service, Inc. (**Moody's**) is not established in the European Union and has not applied for registration under the CRA Regulation. However, in the application for registration by Moody's Investors Service for the registration of its EU-based entities under the CRA Regulation, it sought authorisation to endorse the credit ratings of its non-EU entities through Moody's Investors Service Ltd. or Moody's Deutschland GmbH, which are established in the European Union and are registered under the CRA Regulation (and, as such, are included in the list of credit rating agencies published by ESMA on its website in accordance with the CRA Regulation). While notification of the corresponding final endorsement

decision has not yet been provided by the relevant competent authority, ESMA has indicated that ratings issued in third countries may continue to be used in the European Union by relevant market participants for a transitional period ending on 31 January 2012 (which may be extended to 30 April 2012).

Fitch, Inc. (**Fitch**) is not established in the European Union and has not applied for registration under the CRA Regulation. However, in the application for registration under the CRA Regulation of the Fitch Ratings group of companies within the EU, Fitch Ratings Limited, which is established in the European Union and is registered under the CRA Regulation (and, as such, is included in the list of credit rating agencies published ESMA on its website in accordance with the CRA Regulation), disclosed the intention to endorse credit ratings of Fitch. While notification of the corresponding final endorsement decision has not yet been provided by the relevant competent authority, ESMA has indicated that ratings issued in third countries may continue to be used in the European Union by relevant market participants for a transitional period ending on 31 January 2012 (which may be extended to 30 April 2012).

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-1' by S&P is rated in the highest category by S&P. The obligor's capacity to meet its financial commitment on the obligation is strong

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 'A' by Moody's are considered upper-medium grade and are subject to low 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)

Fitch, Inc.

Obligations rated 'A+' by Fitch denote expectations of low credit risk. This rating indicates that the capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to changes in circumstances or in economic conditions than is the case for higher ratings. The modifier '+' appended to the rating denotes relative status within this rating category

Obligations rated 'F1+' denote the highest credit quality and indicate the strongest capacity for timely payment of financial commitments; the '+' denotes an exceptionally strong credit feature

Rating Watch: Rating Watches indicate that there is a heightened probability of a rating change and the likely direction of such a change. These are designated as "Positive", indicating a potential upgrade, "Negative", for a potential downgrade, or "Evolving", if ratings may be raised, lowered or affirmed. However, ratings that are not on Rating Watch can be raised or lowered without being placed on Rating Watch first, if circumstances warrant such an action

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

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| (i) | Reasons for the Offer(s): | See "Use of Proceeds" in the Base Prospectus |
| (ii) | Estimated net proceeds: | The estimated net proceeds will depend on the final size of the Offer(s). It is anticipated that the estimated net proceeds will be published by the Issuer on the web-site of the Luxembourg Stock Exchange (www.bourse.lu) on or around 30 December 2011

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. YIELD

(i) Indication of yield:

The yield in respect of:

(a) the First Step Up Interest Period shall be 2.75 per cent. per annum;

(b) the Second Step Up Interest Period shall be 3.00 per cent. per annum;

(c) the Third Step Up Interest Period shall be 3.25 per cent. per annum;

(d) the Fourth Step Up Interest Period shall be 3.50 per cent. per annum;

(e) the Fifth Step Up Interest Period shall be 3.75 per cent. per annum; and

(f) the Final Step Up Interest Period shall be 4.00 per cent. per annum

As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield

(ii) Unified Yield Rate:

For the purposes of the Hungarian Offer, the unified yield rate is 3.39 per cent. per annum

As set out above, the unified yield rate is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield

6. OPERATIONAL INFORMATION

ISIN Code:

XS0707397476

Common Code:

070739747

Any clearing system(s) other than Euroclear Bank S.A./N.V. and 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. at London branch, 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:	Not Applicable
Name and addresses of Transfer Agents:	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	No

7. TERMS AND CONDITIONS OF THE OFFER(S)

7.1 Terms and Conditions of the Belgian Offer

Non-exempt Offer:	<p>An offer (the Belgian Offer) of the Notes may be made other than pursuant to Article 3(2) of the Prospectus Directive in the Kingdom of Belgium (Belgium) during the period from (and including) 21 November 2011 to (and including) 21 December 2011 (the Belgian Offer Period), during the hours in which banks are generally open for business in Brussels</p> <p>If the Issuer receives subscriptions for Notes with an Aggregate Principal Amount of EUR17,000,000, the Issuer may close the Belgian Offer Period before 21 December 2011</p> <p>The Issuer may also decline applications and/or accept subscriptions which would exceed the Aggregate Principal Amount of EUR17,000,000, as further described below</p> <p>In the event that the Belgian 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)</p> <p>The <i>Commission de Surveillance du Secteur Financier</i> has provided the Belgian Financial Services and Markets Authority (<i>Autoriteit voor Financiële Diensten en Markten/Autorité des services et marchés financiers</i>) (the competent authority in Belgium) with a certificate of approval attesting that the Base Prospectus and the Supplements have been drawn up in accordance with the Prospectus Directive</p>
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Belgian Offer Price:	<p>The offer price in respect of each Calculation Amount offered by the Belgian Distributor to investors in Belgium is EUR1,000 (the Belgian Offer Price)</p> <p>In addition to the Belgian Offer Price, the Belgian Distributor(s) may charge investors in Belgium 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 Belgian Distributor(s) at the address(es) set out below</p>
Conditions to which the Belgian Offer is subject:	<p>The Issuer reserves the right, in its absolute discretion, to cancel the Belgian Offer and the issue of the Notes in Belgium at any time prior to the Issue Date. In such an event all application monies relating to applications for Notes under the Belgian 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 Belgian 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</p> <p>The Issuer shall publish a notice on the web-site of the Luxembourg Stock Exchange (www.bourse.lu) in the event that the Belgian Offer is cancelled and the Notes are not issued in Belgium pursuant to the above</p>
Description of the application process:	<p>Applications for the purchase of Notes may be made by a prospective investor in Belgium to the Belgian Distributor</p> <p>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</p> <p>Each prospective investor in Belgium should ascertain from the Belgian Distributor when the Belgian 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 Belgian Distributor</p>
Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	<p>It may be necessary to scale back applications under the Belgian Offer</p>

The Issuer therefore reserves the right to decline in whole or in part an application for Notes under the Belgian Offer in accordance with all applicable laws and regulations and/or in order to comply with any applicable laws and regulations. In the event that subscriptions for Notes under the Belgian Offer are reduced due to over-subscription, the Issuer will allot Notes to applicants on a pro rata basis, rounded up or down to the nearest integral multiple of EUR1,000 in principal amount of Notes, as determined by the Issuer, and subject to a minimum allotment per applicant of the Calculation Amount.

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 EUR17,000,000 and the Issuer may increase the 'up to' aggregate principal amount of the Notes

The Issuer shall publish a notice on the web-site of the Luxembourg Stock Exchange (www.bourse.lu) in the event that the 'up to' aggregate principal amount of the Notes of EUR17,000,000 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 the Calculation Amount

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 (www.bourse.lu)

<p>Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:</p>	<p>Not Applicable</p>
<p>Categories of potential investors to which the Notes are offered and whether tranche(s) have been reserved for certain countries:</p>	<p>Offers may be made by the Belgian Distributor to any person in Belgium</p>
<p>Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:</p>	<p>Applicants in Belgium will be notified directly by the Belgian Distributor of the success of their application Dealing in the Notes may commence on the Issue Date</p>
<p>Amount of any expenses and taxes specifically charged to the subscriber or purchaser:</p>	<p>Apart from the Belgian Offer Price, the Issuer is not aware of any expenses and taxes specifically charged to the subscriber or purchaser in Belgium For details of withholding taxes applicable to subscribers in Belgium see the section entitled "Belgian Taxation" under "Taxation of Notes" in the Base Prospectus</p>
<p>Name(s) and address(es), to the extent known to the Issuer, of the placers in Belgium:</p>	<p>The Notes will be publicly offered in Belgium through the following distributor (the Belgian Distributor): Citibank Belgium NV-SA BD GENERAL JACQUES 263G IXELLES LA PLAINE Brussels 1050 Belgium</p>

7.2 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) 21 November 2011 to (and including) 21 December 2011 (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 EUR17,000,000, the Issuer may close the Greek Offer Period before 21 December 2011

The Issuer may also decline applications and/or accept subscriptions which would exceed the Aggregate Principal Amount of EUR17,000,000, 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)

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(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 below

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) 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 EUR17,000,000 and the Issuer may increase the 'up to' aggregate principal amount of the Notes

The Issuer shall publish a notice on the web-site of

	the Luxembourg Stock Exchange (www.bourse.lu) in the event that the 'up to' aggregate principal amount of the Notes of EUR17,000,000 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 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 (www.bourse.lu)
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 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 Greek Distributor): Citibank International PLC, Greece Branch 8 Othonos Str. Athens Greece, 105 57

7.3 Terms and Conditions of the Hungarian Offer

Non-exempt Offer:

An offer (the **Hungarian Offer**) of the Notes may be made other than pursuant to Article 3(2) of the Prospectus Directive in the Republic of Hungary (**Hungary**) during the period from (and including) 21 November 2011 (after publication of this Final Terms on the web-site of the Luxembourg Stock Exchange (www.bourse.lu)) to (and including) 21 December 2011 (the **Hungarian Offer Period**) during the hours specified below

If the Issuer receives subscriptions for Notes with an Aggregate Principal Amount of EUR17,000,000, the Issuer may close the Hungarian Offer Period before 21 December 2011, PROVIDED THAT the Hungarian Offer Period is not shorter than 3 Business Days

The Issuer may also decline applications and/or accept subscriptions which would exceed the Aggregate Principal Amount of EUR17,000,000, as further described below

In the event that the Hungarian 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)

The *Commission de Surveillance du Secteur Financier (CSSF)* has provided the Hungarian Financial Supervisory Authority (**HFSA**) (the competent authority in Hungary) with a certificate of approval attesting that the Base Prospectus and the Supplements have been drawn up in accordance with the Prospectus Directive

Hungarian Offer Price:

The offer price in respect of each Calculation Amount offered by the Hungarian Distributor to investors in Hungary (the **Hungarian Offer Price**) is EUR1,000.

In addition to the Hungarian Offer Price, the Hungarian Distributor(s) may charge investors in Hungary an initial participation commission of up to 3.00 per cent. of the Aggregate Principal Amount. Investors can obtain more information about this fee by contacting the Hungarian Distributor(s) at the address(es) set out below

Conditions to which the Hungarian Offer is subject:

Not Applicable

Description of the application process:

Applications for the purchase of Notes may be made by a prospective investor to the Hungarian Distributor at the sale locations and during the business hours as set out below

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 Hungary should ascertain from the Hungarian Distributor when the Hungarian 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 Hungarian 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 Hungarian Offer due to over-subscription

The Issuer therefore reserves the right, in its absolute discretion, to decline valid applications for Notes under the Hungarian Offer. Accordingly, an applicant for Notes may, in such circumstances, not be issued the number of Notes for which it has applied

In the event that the Issuer scales back applications, the Notes will be allotted proportionately to the subscription of the relevant investor to the total number of the Notes subscribed by all subscribers

Excess application monies will be returned (without interest) to applicants by no later than 7 days after the date that the Hungarian Offer Period closes. 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 EUR17,000,000 and the Issuer may increase the 'up to' aggregate principal amount of the Notes

The Issuer shall publish a notice on the web-site of the Luxembourg Stock Exchange (www.bourse.lu) in

	the event that the 'up to' aggregate principal amount of the Notes of EUR17,000,000 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 the Calculation Amount
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 (www.bourse.lu) Such notice shall be published within 5 calendar days of the close of the Hungarian Offer Period
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 Hungarian Distributor to any person in Hungary
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 Hungarian 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 Hungarian Offer Price, the Issuer is not aware of any expenses and taxes specifically charged to the subscriber or purchaser For details of withholding taxes applicable to subscribers in Hungary see the section entitled "Hungarian 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 Hungary:	The Notes will be publicly offered in Hungary through Citibank Europe plc, Hungarian Branch Office as distributor (the Hungarian Distributor) at the following locations and during the specified business hours:

Budapest I., kerület Hegyalja út 7-13.
Mo-Fr: 9-16

Budapest III., kerület Lajos u. 76-80.
Mo, We: 8-17
Tu, Th: 8-16
Fr: 8-15

Budapest V., kerület Vörösmarty tér 4.
Mo-Th: 9-17
Fr: 9-16

Budapest VI., kerület Váci út 1-3
Westend City Center
Mo-Th: 10-18
Fr: 10-17
Sa: 10-14

Budapest IV., kerület Árpád út 75.
Mo, We: 8-17
Tu, Th: 8-16
Fr: 8-15

Budapest XIII., kerület Váci út 35.
Mo, We: 8-17
Tu, Th: 8-16
Fr: 8-15

Budapest VI., kerület Oktogon tér 1.
Mo, We: 8-17
Tu, Th: 8-16
Fr: 8-15

Budapest VIII., kerület Kerepesi út 9.
Aréna Pláza
Mo-Th: 10-18
Fr: 10-17
Sa: 10-14

Budapest XIV., kerület Örs vezér tere 24.
Sugár Üzletközpont
Mo-Th: 10-18
Fr: 10-17

Budapest XXI., kerület Kossuth Lajos utca 91.
Csepel
Mo, We: 8-17
Tu, Th: 8-16
Fr: 8-15

Budapest II., kerület Lövház u. 2-6.
Mammut Bevásárlóközpont
Mo-Th: 10-18
Fr: 10-17
Sa: 10-14

Budapest XI., kerület Bercsényi u.
Simplon Udvar (Allee)
Mo-Th: 10-18
Fr: 10-17
Sa: 10-14

Békéscsaba, Munkácsy Mihály u. 3.
Mo: 8-17
Tu-Th: 8-16
Fr: 8-15

Debrecen, Piac u. 51.
Mo: 8-17
Tu-Th: 8-16
Fr: 8-15

Eger, Deák Ferenc u. 1.
Mo: 8-17
Tu-Th: 8-16
Fr: 8-15

Győr, Király u. 14.
Mo: 8-17
Tu-Th: 8-16
Fr: 8-15

H-2100 Gödöllő, Dózsa György út 33.
Mo: 8-17
Tu-Th: 8-16
Fr: 8-15

Kecskemét, Petőfi S. u. 1.

Mo: 8-17

Tu-Th: 8-16

Fr: 8-15

Miskolc, Bajcsy-Zsilinszky u. 1-3.

Mo: 8-17

Tu-Th: 8-16

Fr: 8-15

Nyíregyháza, Bethlen Gábor u. 1.

Mo: 8-17

Tu-Th: 8-16

Fr: 8-15

Pécs, Jókai tér 2.

Mo: 8-17

Tu-Th: 8-16

Fr: 8-15

Szeged, Nagy Jenő u. 1.

Mo: 8-17

Tu-Th: 8-16

Fr: 8-15

Székesfehérvár, Liszt Ferenc u. 1.

Mo: 8-17

Tu-Th: 8-16

Fr: 8-15

Szolnok, Kossuth Lajos u. 7.

Mo: 8-17

Tu-Th: 8-16

Fr: 8-15

Szombathely, Kossuth Lajos u. 10.

Mo: 8-17

Tu-Th: 8-16

Fr: 8-15

Zalaegerszeg, Kossuth Lajos u. 25-27.

Mo: 8-17

Tu-Th: 8-16

7.4 Defined Terms

Distributor(s):	The Belgian Distributor, the Greek Distributor and the Hungarian Distributor
Offer(s):	The Belgian Offer, the Greek Offer and the Hungarian Offer
Offer Period(s):	The Belgian Offer Period, the Greek Offer Period and the Hungarian Offer Period
Public Offer Jurisdiction(s):	Belgium, Greece and Hungary

8. OTHER INFORMATION

United States Tax Considerations: The Issuer will treat the Notes as debt for U.S. federal income tax purposes, and by purchasing the Notes, 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.