

Final Terms dated 9 September 2016

Citigroup Global Markets Holdings Inc

Issue of Up to USD 750,000,000 Fixed to Floating Rate Notes with Minimum and Maximum Interest Rate due September 2026

Guaranteed by Citigroup Inc.

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

For the purpose of the Base Prospectus (as defined below), "**Prospectus Directive**" means Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), and includes any relevant implementing measures in a relevant Member State of the European Economic Area.

The Notes and the CGMHI Deed of Guarantee have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") or any state securities law. The Notes and the CGMHI Deed of Guarantee are being offered and sold outside the United States to non-U.S. persons in reliance on Regulation S under the Securities Act ("**Regulation S**") and may not be offered or sold within the United States or to, or for the account or benefit of, any U.S. person (as defined in Regulation S). Each purchaser of the Notes or any beneficial interest therein will be deemed to have represented and agreed that it is outside the United States and is not a U.S. person and will not sell, pledge or otherwise transfer the Notes or any beneficial interest therein at any time within the United States or to, or for the account or benefit of, a U.S. person, other than the Issuer or any affiliate thereof. The Notes and the CGMHI Deed of Guarantee do not constitute, and have not been marketed as, contracts of sale of a commodity for future delivery (or options thereon) subject to the United States Commodity Exchange Act, as amended, and trading in the Notes has not been approved by the United States Commodity Futures Trading Commission under the United States Commodity Exchange Act, as amended. For a description of certain restrictions on offers and sales of Notes, see "*General Information relating to the Programme and the Notes - Subscription and sale and transfer and selling restrictions*" in the Base Prospectus.

The Notes may not be offered or sold to, or acquired by, any person that is, or whose purchase and holding of the Notes is made on behalf of or with "plan assets" of, an employee benefit plan subject to Title I of the U.S. Employee Retirement Income Security Act of 1974, as amended ("**ERISA**"), a plan, individual retirement account or other arrangement subject to Section 4975 of the U.S. Internal Revenue Code of 1986, as amended (the "**Code**") or an employee benefit plan or plan subject to any laws, rules or regulations substantially similar to Title I of ERISA or Section 4975 of the Code.

PART A – CONTRACTUAL TERMS

The Notes are English Law Notes.

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

This document constitutes the Final Terms of the Notes described herein 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 CGMHI 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 and the translation of the Summary into Italian are available for viewing at the offices of the Paying Agents and on the website of the Central Bank of Ireland (www.centralbank.ie). In addition, this Final Terms is available on the website of the Central Bank of Ireland (www.centralbank.ie).

For the purposes hereof, "**Base Prospectus**" means the CGMHI Rates Base Prospectus relating to the Programme dated 21 December 2015, as supplemented by a Supplement (No.1) dated 27 January 2016 ("**Supplement No.1**"), a Supplement (No.2) dated 21 March 2016 ("**Supplement No.2**"), a Supplement (No.3) dated 20 April 2016 ("**Supplement No.3**"), a Supplement (No.4) dated 18 May 2016

("Supplement No.4"), a Supplement (No.5) dated 11 August 2016 ("Supplement No.5") and a Supplement (No.6) dated 7 September 2016 ("Supplement No.6" and, together with Supplement No.1, Supplement No.2, Supplement No. 3 Supplement No.4 and Supplement No. 5, the "Supplements").

1. (i) Issuer: Citigroup Global Markets Holdings Inc
- (ii) Guarantor: Citigroup Inc.
2. (i) Series Number: GMTCH0328
- (ii) Tranche Number: 1
- (iii) Date on which the Notes will be consolidated and form a single Series: Not Applicable
3. Specified Currency or Currencies: United States Dollars (**USD**)
4. Aggregate Principal Amount:
 - (i) Series: Up to USD 750,000,000
 - (ii) Tranche: Up to USD 750,000,000
5. Issue Price: 100 per cent. of the Aggregate Principal Amount
6. (i) Specified Denominations: USD 2,000
- (ii) Calculation Amount: USD 2,000
7. (i) Issue Date: 30 September 2016
- (ii) Interest Commencement Date: As set out in the table at paragraph 10 below
8. Maturity Date: 30 September 2026, subject to adjustment in accordance with the Following Business Day Convention
9. Type of Notes: As set out in the table at paragraph 10 below
10. Automatic Change of Interest Basis: Applicable: As set out in the table below

(A)	Interest Basis table		
Interest Commencement Date	Interest Date(s)	Period End Date(s)	Type of Notes
Issue Date	30 September 2017	30 September 2018	Fixed Rate Notes
	30 September 2018	30 September 2019	
30 September 2019	30 September 2020	30 September 2021	Floating Rate Notes
(the "Floating Rate Commencement Date")	30 September 2021	30 September 2022	
	30 September 2022	30 September 2023	
	30 September 2023	30 September 2024	
	30 September 2024	30 September 2025	

	30 September 2026	
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11. Put/Call Options: Not Applicable

12. (i) Status of the Notes: Senior

(ii) Status of the CGMHI Deed of Senior
Guarantee:

(iii) Status of the CGMFL Deed of Not Applicable
Guarantee:

PROVISIONS RELATING TO UNDERLYING LINKED NOTES

13. Provisions applicable to Underlying Not Applicable
Linked Notes:

PROVISIONS RELATING TO CREDIT LINKED INTEREST NOTES

14. Credit Linked Interest Notes Provisions: Not Applicable

PROVISIONS RELATING TO ANY INTEREST AMOUNT

15. Interest Provisions: Applicable

(i) (A) Fixed Rate Note Provisions: Applicable

Interest Rate[s]: Fixed Interest Rate

Specified Fixed Rate[s]: 2.5 per cent. per annum

Interest Amount[s]: As specified in Valuation and Settlement
Condition 3.1(b)

Broken Amount(s): Not Applicable

Interest Payment Date(s) to which
the Fixed Rate Note Provisions
apply: 30 September 2017, 30 September 2018 and
30 September 2019 adjusted in accordance
with the Following Business Day
Convention

I. Accrual: Applicable

II. Range Accrual Not Applicable
Note Provisions:

III. Interest Period 30 September 2017, 30 September 2018 and
End Date(s): 30 September 2019 - not adjusted

IV. Day Count 30/360
Fraction:

V. Determination Not Applicable
Dates:

VI. Margin(s) (for the Not Applicable
Specified Fixed
Rate):

VII. Interest Not Applicable
Participation Rate
(for the Specified

Fixed Rate):

(B)	Floating Rate Note Provisions:	Applicable
I.	Specified Period(s)/ Specified Interest Payment Date(s) to which the Floating Rate Note Provisions apply:	30 September 2020, 30 September 2021, 30 September 2022, 30 September 2023, 30 September 2024, 30 September 2025 and 30 September 2026 adjusted in accordance with the Following Business Day Convention
II.	Interest Period End Date(s):	30 September 2020, 30 September 2021, 30 September 2022, 30 September 2023, 30 September 2024, 30 September 2025 and 30 September 2026 - not adjusted
III.	Manner in which the Floating Interest Rate(s) is/are to be determined:	Screen Rate Determination applies
IV.	Party responsible for calculating the Interest Rate(s) and/or Interest Amount(s):	Calculation Agent
V.	Range Accrual Note Provisions:	Not Applicable
VI.	Screen Rate Determination:	Applicable
	• Reference Rate:	3m USD Libor
	• Designated Maturity:	3 months (the Designated Maturity)
	• Specified Time:	As specified in Valuation and Settlement Condition 3.8
	• Relevant Financial Centre:	As specified in Valuation and Settlement Condition 3.8

- Interest Determination Date(s): Periodic Rate Determination is applicable:
The second day on which commercial banks are open for business (including dealings in foreign exchange and foreign currency deposits) in London prior to the start of each Interest Period.

- Page: Reuters Page LIBOR01 Index
- Reference Banks: As specified in Valuation and Settlement Condition 3.8

VII. ISDA Determination: Not Applicable

VIII. Linear Interpolation: Not Applicable

IX. Margin(s) (for the Screen Rate (if Screen Rate Determination applies) or the ISDA Rate (if ISDA Rate Determination applies)): + 1.12 per cent. per annum

X. Minimum Interest Rate (for Floating Interest Rate): 0 per cent.

XI. Maximum Interest Rate (for Floating Interest Rate): 5.0 per cent.

XII. Day Count Fraction: 30/360

XIII. Interest Participation Rate (for the Screen Rate (if Screen Rate Determination applies) or the ISDA Rate (if ISDA Rate Determination applies)): Not Applicable

(C) Inflation Rate Note Provisions: Not Applicable

(D)	DIR	Inflation	Linked	Not Applicable
	Note Provisions:			
(E)	CMS	Interest	Linked	Not Applicable
	Note Provisions:			
(ii)	Interest	Underlying	Valuation	Not Applicable
	Provisions:			
(iii)	Inverse	Floating	Rate Note	Not Applicable
	Provisions:			
(iv)	Range Accrual Note Provisions:			Not Applicable
(v)	Digital Note Provisions:			Not Applicable
(vi)	Digital Band Note Provisions:			Not Applicable
(vii)	Spread Note Provisions:			Not Applicable
(viii)	Previous	Coupon	Linked Note	Not Applicable
	Provisions:			

PROVISIONS RELATING TO ZERO COUPON NOTES

16. Zero Coupon Note Provisions: Not Applicable

PROVISIONS RELATING TO REDEMPTION

17. Redemption Provisions:

(i)	Issuer Call:	Not Applicable
(ii)	Investor Put:	Not Applicable
(iii)	Redemption Amount:	100.00 per cent. of the Calculation Amount
(iv)	Early Redemption Amount	
(A)	For the purpose of General Condition 5(b)(i) (<i>Redemption for Taxation Reasons</i>):	Principal Amount plus accrued interest (if any)
(B)	For the purpose of General Condition 5(b)(ii) (<i>Redemption for Illegality</i>):	Principal Amount plus accrued interest (if any)
(C)	For the purpose of General Condition 9 (<i>Events of Default</i>):	Principal Amount plus accrued interest (if any)

PROVISIONS RELATING TO SWITCHER OPTION

18. Switcher Option: Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

19. Adjustment Event

(i) Change in Law:	Applicable:
	Illegality: Applicable

	Material Increased Cost: Applicable
	Early Redemption following Adjustment Event: Applicable
	Early Redemption Amount: Principal Amount plus accrued interest (if any)
(ii) Hedging Disruption:	Not Applicable
(iii) Increased Cost of Hedging:	Not Applicable
(iv) Increased Cost of Index Event:	Not Applicable
20. Redemption for Taxation Reasons:	Applicable
	Early Redemption Amount: Principal Amount plus accrued interest (if any)
21. Hedging Disruption Early Termination Event:	Not Applicable
22. Section 871(m) Event:	Applicable
	Early Redemption Amount: Principal Amount plus accrued interest (if any)
23. Realisation Disruption Event:	Not Applicable
24. Early Redemption Amount payable under Inflation Linked Condition 4:	Not Applicable
25. Form of Notes:	Registered Notes
	Regulation S Global Registered Note Certificate (up to U.S.\$750,000,000 principal amount) registered in the name of a nominee for a common safekeeper for Euroclear and Clearstream, Luxembourg
26. New Global Note/New Safekeeping Structure:	Yes – New Safekeeping Structure applies
27. Business Centre(s):	London, New York and TARGET
28. Business Day Jurisdiction(s) or other special provisions relating to payment dates:	London, New York and TARGET
29. Redenomination:	Not Applicable
30. Consolidation provisions:	The provisions of General Condition 12 (<i>Further Issues</i>) of the General Conditions apply
31. Name and address of Calculation Agent:	Citibank, N.A. London branch (acting through its Interest Rate Derivatives department/group (or any successor department/group)) at Citigroup Centre,

Canada Square, Canary Wharf, London E14
5LB, United Kingdom

32. Determinations:

(i) Standard: Commercial Determination

(ii) Minimum Amount Adjustment Applicable
Prohibition:

33. Governing law:

English law applies

Signed on behalf of the Issuer:

By:
Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

Application is expected to be made by the Issuer (or on its behalf) for the Notes to be listed to the official list and admitted to trading on the regulated market of the Irish Stock Exchange with effect from on or around the Issue Date. No assurances can be given that such application for listing and admission to trading will be granted.

In addition, application is expected to be made by the Responsabile del Collocamento for the Notes to be admitted to trading on the multilateral trading facility EuroTLX (managed by EuroTLX SIM S.p.A.) with effect from or around the Issue Date. However no assurance may be given that the Notes will be admitted to trading on the EuroTLX on such date or any specific date thereafter.

2. RATINGS

Ratings:

The Notes are not rated.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

So far as the Issuer is aware and save as set out below, no person involved in the offer of the Notes has an interest material to the Offer.

The Responsabile del Collocamento and the Distributors will be paid by the Issuer in respect of their activities as Responsabile del Collocamento and Distributors respectively the commissions stated in Paragraph 8 (vi) of Part B below, which are embedded into the Issue Price and Offer Price. Investors' attention is drawn to the circumstance that the Responsabile del Collocamento and all the Distributors belong to the same group.

The Responsabile del Collocamento is expected to act as hedge counterparty of the Issuer or its affiliates in connection with the issue of the Notes. The commission payable by the Issuer to the Responsabile del Collocamento for its role of 0.50 per cent. of the Aggregate Principal Amount of the Notes also remunerates the assumption by the Responsabile del Collocamento of such hedging risk.

Banca IMI is a shareholder of EuroTLX SIM S.p.A. who organizes and manages the Multilateral Trading Facility (MTF) EuroTLX where the bond negotiations may be held and consequently, some conflict of interest may arise during Banca IMI and/or the Intesa Sanpaolo Group activities. Banca IMI and/or the Intesa Sanpaolo Group:

- Have/has an equity stake of 15 per cent. in EuroTLX SIM S.p.A.;
- Have/has elected one or more members of the Board of Directors or of the Board of Statutory Auditors or another controlling body of EuroTLX SIM S.p.A.;
- Form part of the shareholders' agreements stipulated among the shareholders of EuroTLX SIM S.p.A.;
- Have/has granted significant financing to EuroTLX SIM S.p.A and its parent and group companies and it is one of the main financial lenders to EuroTLX SIM S.p.A

and its parent and group companies.

The Responsabile del Collocamento may act as a market maker or liquidity provider on EuroTLX in respect of the Notes.

The Responsabile del Collocamento and other companies of the Intesa Sanpaolo Group, in the ordinary course of business, have engaged or may in the future engage in lending, advisory, investment banking and corporate finance services for, the Issuer, its parent and group companies and to companies involved directly or indirectly in the sectors in which the Issuer operates.

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- | | | |
|-------|---------------------------|--|
| (i) | Reasons for the Offer: | The net proceeds of the issue of the Notes by CGMHI will be used for general corporate purposes, which includes making a profit. |
| (ii) | Estimated net proceeds: | Up to USD 750,000,000 |
| (iii) | Estimated total expenses: | USD 0 |

5. YIELD (Fixed Rate Notes only)

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|---|--|
| Indication of yield/Unified Yield Rate: | In respect of each Interest Period falling in the period from (and including) 30 September 2016 to (but excluding) 30 September 2019, the yield will be 2.5 per cent per annum.

Calculated on a monthly 30/360 unaudited basis on the Issue Date

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield. |
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6. HISTORICAL INFORMATION CONCERNING THE UNDERLYING

Details of historic LIBOR rates can be obtained from Reuters Page LIBOR01

7. OPERATIONAL INFORMATION

- | | |
|--|-------------------------|
| ISIN Code: | XS1389110716 |
| Common Code: | 138911071 |
| CUSIP: | Not Applicable |
| WKN: | Not Applicable |
| Valoren: | Not Applicable |
| Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, société anonyme and DTC and the relevant identification number(s) and details relating to the relevant depositary, if applicable: | Not Applicable |
| Delivery: | Delivery versus payment |

Names and address of the Swedish Notes Issuing and Paying Agent (if any):	Not Applicable
Names and address of the Finnish Notes Issuing and Paying Agent (if any):	Not Applicable
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper, that is, held under the New Safekeeping Structure, and does not necessarily mean that the Notes will be recognized as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met

8. DISTRIBUTION

(i) Method of distribution:	Non-syndicated
(ii) If syndicated, names and addresses of the Lead Manager and the other Managers and underwriting commitments:	Not Applicable
(iii) Date of Subscription Agreement:	Not Applicable
(iv) Stabilising Manager(s) (if any):	Not Applicable
(v) If non-syndicated, name and address of Dealer:	Banca IMI S.p.A., with its head office at Largo Mattioli 3, 20121 Milan, which, for the purpose of the issue of the Notes will act as <i>Responsabile del Collocamento</i> pursuant to Article 93-bis of the Italian Legislative Decree No. 58 of 24 February 1998, as amended from time to time (the "Italian Financial Services Act") (the "Responsabile del Collocamento") and as <i>sole bookrunner</i>. For the avoidance of doubt, the Responsabile del Collocamento will not act as Distributor. Citigroup Global Markets Limited at Citigroup Centre, 33 Canada Square, Canary Wharf, London, E14 5LB, United Kingdom, which, for the purpose of the issue of the Notes, will act as settlement agent to the Issuer (the "Dealer").
(vi) Total commission and concession:	(i) a commission for the distribution of the Notes paid by the Issuer to the Distributors, equal to 2.50 per cent. (including VAT, if any) of the Specified Denomination of the Notes

distributed by each Distributor up to the aggregate amount of the Notes distributed by all Distributors is equal to USD 320,000,000 and thereafter to be determined, subject to current market conditions, by the Responsabile del Collocamento, subject to a cap of 3,80 per cent. of the aggregate amount of the Notes distributed by each Distributor and (ii) a commission paid by the Issuer to the Responsabile del Collocamento equal to 0.50 per cent. (including VAT, if any) of the final Aggregate Principal Amount.

No fees will be paid to the Dealer.

(vii) Swiss selling restrictions:

Not Applicable

(viii) Non-exempt Offer:

An offer (the "**Italian Offer**" or shortly the "**Offer**") of the Notes is made by the Issuer through the Responsabile del Collocamento and the Distributors (as defined below) other than pursuant to Article 3(2) of the Prospectus Directive during the period from (and including) 13 September 2016 to (and including) 26 September 2016 (the "**Italian Offer Period**") in the Republic of Italy, subject to any early closing or extension of the Italian Offer Period or cancellation of the Offer, as described below.

The Notes may be distributed through door-to-door selling by means of financial promoters (*promotori finanziari/consulenti finanziari abilitati all'offerta fuori sede*) pursuant to Article 30 of the Italian Financial Services Act from and including 13 September 2016 to and including 19 September 2016, subject to any early closing or extension of the Italian Offer Period or cancellation of the Offer, as described below.

For the avoidance of doubt, any early closing or extension of the Italian Offer Period shall also be effective, unless otherwise stated in the relevant notice(s), in respect of the offering period for collection of subscription of the Notes through door-to-door selling.

The following banks and financial entities have agreed to place the Notes with no underwriting commitment and on a best effort basis (the "**Distributors**" and each a "**Distributor**"):

Intesa Sanpaolo Private Banking S.p.A.

Via Hoepli, 10

Milan

Italy

Fideuram - Intesa Sanpaolo Private Banking
S.p.A.

Piazza San Carlo, 156

Turin

Italy

Sanpaolo Invest SIM S.p.A.

Piazza San Carlo, 156

Turin

Italy See further Paragraph 9 Terms and
Conditions of Offer below

(ix) General Consent: Not Applicable

(x) Other conditions to consent: Not Applicable

9. TERMS AND CONDITIONS OF THE OFFER

Offer Price:

Issue Price, equal to 100 per cent. of the
Specified Denomination of each Note.

The Offer Price includes, per Specified
Denomination, (i) a commission for the
distribution of the Notes paid by the Issuer to
the Distributors, equal to 2.50 per cent.
(including VAT, if any) of the Specified
Denomination of the Notes distributed by each
Distributor up to the aggregate amount of the
Notes distributed by all Distributors is equal to
USD 320,000,000 and thereafter to be
determined, subject to current market
conditions, by the Responsabile del
Collocamento, subject to a cap of 3.80 per cent.
of the aggregate amount of the Notes distributed
by each Distributor and (ii) a commission paid
by the Issuer to the Responsabile del
Collocamento equal to 0.50 per cent. (including
VAT, if any) of the final Aggregate Principal
Amount.

Investors should take into account that if the
Notes are sold on the secondary market after the
Italian Offer Period, the above mentioned
commissions included in the Offer Price are not
taken into consideration in determining the price
at which such Notes may be sold in the
secondary market.

Conditions to which the Offer is subject:

The offer of the Notes is conditional on their
issue.

The Responsabile del Collocamento reserves the right – after consulting the Issuer - to close the Italian Offer Period early at any time, also in circumstances where subscription for the Notes are not yet equal to the maximum Aggregate Principal Amount. Notice of the early closure of the Italian Offer Period will be given in one or more notices to be made available on the website of the Responsabile del Collocamento (www.bancaimi.com) and through the Distributors (and for the avoidance of doubt, no supplement to the Base Prospectus or these Final Terms will be published in relation thereto).

The Responsabile del Collocamento reserves the right – in agreement with the Issuer - to extend the Italian Offer Period. Notice of extension of the Italian Offer Period will be given in one or more notices to be made available on the website of the Responsabile del Collocamento (www.bancaimi.com) and through the Distributors (and for the avoidance of doubt, no supplement to the Base Prospectus or these Final Terms will be published in relation thereto).

For the avoidance of doubt, any early closing or extension of the Italian Offer Period shall also be effective, unless otherwise stated in the relevant notice(s), in respect of the offering period for collection of subscription of the Notes through door-to-door selling.

The Issuer, the Guarantor, the Dealer, the Responsabile del Collocamento and the Distributors have entered into a distribution agreement (the **“Distribution Agreement”**) in connection with the Offer of the Notes. The Distribution Agreement may be terminated upon occurrence of certain circumstances set out therein. The issue and Offer of the Notes will be revoked/withdrawn at any time prior to the Issue Date upon termination of the Distribution Agreement and if so, no Notes will be issued. Notice of revocation/withdrawal of the Offer will be given in one or more notices to be made available on the website of the Responsabile del Collocamento (www.bancaimi.com) and through the Distributors (and for the avoidance of doubt, no supplement to the Base Prospectus or these Final Terms will be published in relation thereto).

For the avoidance of doubt, if any application has been made by a potential subscriber and the Offer is revoked/withdrawn, all subscription applications will become void and of no effect, without further notice and such potential subscriber shall not be entitled to subscribe or

otherwise acquire the Notes.

Description of the application process:

The Notes will be offered in Italy on the basis of a public offer.

The Notes will be offered only to the public in Italy.

Qualified Investors as defined for by article 2 of the Prospectus Directive as implemented by art. 100 of the Italian Financial Services Act and art. 34-ter paragraph 1 lett. b) of CONSOB Regulation No. 11971 of 14 May 1999 as amended from time to time, may subscribe for the Notes, provided that a minimum Principal Amount of Notes equal to U.S.\$ 5,000,000 is addressed to the public at large in Italy.

A prospective investor will subscribe for the Notes in accordance with the arrangements in place between the relevant Distributor and its customers, relating to the subscription of securities generally. Noteholders will not enter into any contractual arrangements directly with the Issuer in connection with the offer or subscription of the Notes.

Without prejudice to the provisions applicable in case of publication of supplements under Article 16 of the Prospectus Directive as implemented from time to time and the provisions applicable to the placement of the Notes, through door-to-door selling as specified below, the subscription application can be revoked by the potential investors through a specific request made at the offices of the Distributor which has received the relevant acceptance forms within the last day of the Italian Offer Period, as amended in the event of an early closure or extension of the Italian Offer Period.

The subscription application can also be revoked by the potential investors upon publication of a supplement to the Base Prospectus pursuant to Article 95-bis, par.2, of the Italian Financial Services Act in accordance with the modalities specified in such supplement.

Subscription at the offices/premises of the Distributors

During the Italian Offer Period, investors may apply for the subscription of the Notes during normal Italian banking hours at the offices (*filiali*) of any Distributor by filling in, duly executing (also by appropriate attorneys) and delivering a specific acceptance form.

Acceptance forms are available at each Distributor's office.

Door-to-door selling The Notes may be distributed through door-to-door selling by means of financial promoters (*promotori finanziari/consulenti finanziari abilitati all'offerta fuori sede*) pursuant to Article 30 of the Italian Financial Services Act from and including 13 September 2016 to and including 19 September 2016, subject to any early closing or extension of the Italian Offer Period or cancellation of the Offer, as described below.

Distributors intending to distribute Notes through door-to-door selling (*fuori sede*) pursuant to article 30 of the Italian Financial Services Act will collect the acceptance forms – other than directly at their branches and offices – through financial promoters (*promotori finanziari/consulenti finanziari abilitati all'offerta fuori sede*) pursuant to Article 31 of the Italian Financial Services Act.

In addition to what stated above, pursuant to Article 30, paragraph 6, of the Italian Financial Services Act, the validity and enforceability of contracts entered into through door-to-door selling is suspended for a period of 7 (seven) days beginning on the date of subscription by the relevant investor. Within such period investors may notify the relevant Distributor and/or financial promoter of their withdrawal without payment of any charge or commission.

Applicants having no client relationship with the Distributor with whom the acceptance form is filed may be required to open a current account or to make a temporary non-interest bearing deposit of an amount equal to the counter-value of the Notes requested, calculated on the basis of the Offer Price of the Notes. In the event that the Notes are not allotted or only partially allotted, the total amount paid as a temporary deposit, or any difference with the counter-value of the Notes allotted, will be repaid to the applicant without charge by the Issue Date.

Each Distributor is responsible for the notification of any withdrawal right applicable in relation to the offer of the Notes to potential investors.

By subscribing for the Notes, the holders of the Notes are deemed to have knowledge of all the terms and conditions of the Notes and to accept

	the said terms and conditions of the Notes.
	Applications received by the Distributors prior to the start of the Italian Offer Period or after the closing date of the Italian Offer Period, will
	be considered as not having been received and will be void.
Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants	Not applicable
Details of the minimum and/or maximum amount of application:	The Notes may be subscribed in a minimum amount of USD 2,000 (the “Minimum Lot”) or an integral number of Notes greater than the Minimum Lot. Multiple applications may be submitted by the same applicants with the same or different Distributor, without prejudice to the circumstance that for the purposes of the allotment each applicant will be considered individually, independently of the number of acceptance forms delivered. The maximum Aggregate Principal Amount of Notes to be issued is U.S.\$750,000,000. There is no maximum subscription amount of the Notes to be applied for by each investor within the Aggregate Principal Amount and subject to the provisions in paragraph "Description of the application process" above.
Details of the method and time limits for paying up and delivering the Notes:	Notes will be available to the Distributors on a delivery versus payment basis. The settlement and the delivery of the Notes as between the Issuer and the Distributors will be executed through the Responsabile del Collocamento. Each investor will be notified by the relevant Distributor of the settlement arrangement in respect of the Notes at the time of such investor’s application and payment for the Notes shall be made by the investor to the relevant Distributor in accordance with arrangements existing between the relevant Distributor and its customers relating to the subscription of securities generally. The Issuer estimates that the Notes will be delivered to the subscribers’ respective book-entry securities account on or around the Issue Date.
Manner in and date on which results of the	The results of the offer of the Notes will be

offer are to be made public:	published as soon as possible on the website of the Responsabile del Collocamento www.bancaimi.com and through the Distributors on or prior the Issue Date.
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Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
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Whether tranche(s) have been reserved for certain countries:	Not Applicable
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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 Distributor of the success of their application and amount allotted.
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Subscription applications will be accepted until the Aggregate Principal Amount is reached during the Italian Offer Period. In the event that the requests exceed the Aggregate Principal Amount during the Italian Offer Period, the Responsabile del Collocamento will terminate the Italian Offer Period early.

Upon the closure of the Italian Offer Period, in the event that, notwithstanding the above, the total amount of Notes requested to be subscribed for exceed the Aggregate Principal Amount, the Responsabile del Collocamento will allot the Notes in accordance with allotment criteria so to assure transparency of allotment criteria and equal treatment amongst all potential subscribers thereof.

Dealing in the Notes may commence on the Issue Date.

Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	(A.) Distribution fees and fees to the Responsabile del Collocamento: see above paragraph Offer Price.
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(B.) Administrative and other costs relating to the holding of the Notes (service fees, custodians fees, brokerage fees, financial services etc.): prospective subscribers are invited to check those costs with their financial intermediary.

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:	See “Non-exempt Offer” above.
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10. UNITED STATES TAX CONSIDERATIONS

For U.S. federal income tax purposes, the Issuer intends to treat the Notes as variable rate debt instruments. The Notes are not Specified Notes for the purposes of Section 871(m).

