Citigroup Global Markets Deutschland AG

Frankfurt am Main

(Issuer)

Final Terms dated

21 January 2014

to the

Tripartite Base Prospectus dated 13 May 2013 as amended (the "Tripartite Base Prospectus")

TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT

based on the following underlying:

EURO STOXX 50

ISIN: DE000CF6Z535

The respective Final Terms to the Tripartite Base Prospectus will be made available as a separate document in paper form free of charge at the address of the relevant paying agent and published on the Issuer's website (www.citifirst.com).

The subject matter of the Final Terms is Turbo Warrants with knock-out (Product No. 2) (the "Warrants" or the "Series") based on a share index, issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer").

The Final Terms were prepared in accordance with Article 5 (4) of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (as most recently amended by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010) (the "Prospectus Directive") and must be read in conjunction with the Tripartite Base Prospectus (consisting of the Summary and the Securities Note, each dated 13 May 2013, and the Registration Form of Citigroup Global Markets Deutschland AG dated 3 May 2013, including any supplements). Complete information about the Issuer and the offer of the Warrants can be obtained only from a synopsis of these Final Terms together with the Tripartite Base Prospectus (including all related supplements, if any).

The Final Terms to the Tripartite Base Prospectus take the form of a separate document within the meaning of Article 26 (5) of Commission Regulation (EC) No. 809/2004 of 29 April 2004 as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012 and Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012 (the "**Prospectus Regulation**").

An issue specific summary that has been completed for the Warrants is attached to these Final Terms.

INFORMATION ABOUT THE TERMS AND CONDITIONS – ISSUE SPECIFIC CONDITIONS

With respect to the Series of Warrants, the Issue Specific Conditions applicable to the Turbo Bull or Bear Warrants with Knock-Out, as replicated in the following from the Tripartite Base Prospectus and supplemented by the information in the Annex to the Issue Specific Conditions as set out below, and the General Conditions contain the conditions applicable to the Warrants (referred to together as the "Conditions"). The Issue Specific Conditions should be read in conjunction with the General Conditions.

Part A. Product Specific Conditions

No. 1 Option Right

Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer") hereby grants the holder (each a "Warrant Holder") of Turbo Bull or Bear Warrants with Knock-Out (the "Warrants"), based on the Underlying as specified in detail in each case in Table 1 and Table 2 of the Annex to the Issue Specific Conditions, the right (the "Option Right") to require the Issuer to pay the Cash Amount (No. 2 (1) of the Issue Specific Conditions) or the Termination Amount (No. 2 of the General Conditions) in accordance with these Terms and Conditions.

No. 2 Cash Amount; Definitions

- (1) The "Cash Amount" for each Warrant, subject to the occurrence of a Knock-Out Event (No. 2a of the Issue Specific Conditions) or the early redemption of the Warrants by the Issuer (No. 2 of the General Conditions), shall be the Intrinsic Value of a Warrant, if the latter is already expressed in the Settlement Currency, or the Intrinsic Value of a Warrant converted into the Settlement Currency using the Reference Rate for Currency Conversion.
- (2) The "Intrinsic Value" of a Warrant shall be the difference, expressed in the Reference Currency and multiplied by the Multiplier, by which the Reference Price of the Underlying determined on the Valuation Date is higher than (Bull Warrants) or lower than (Bear Warrants) the respective Strike.
- (3) The following definitions shall apply in these Terms and Conditions:

"Additional Securities Euroclear System, Brussels; Clearstream Banking S.A.,

Depositaries": Luxembourg

"Auxiliary Location": London, United Kingdom

"Banking Day": Every day on which the commercial banks in Paris and

Frankfurt am Main are open for business, including trade

in foreign currencies and the receipt of foreign currency deposits (except for Saturdays and Sundays), the TARGET2-System is open and the Central Securities Depositary settles payments. "TARGET2-System" shall mean the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) payment system or any successor system.

"Central Securities Depositary": Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

France

France

"Clearing Territory of the

Central Securities Depositary":

"Currency Conversion Date": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Exchange Rate Reference

Agent":

not applicable

"Exercise Date": Valuation Date.

"Form of the Warrants": The Warrants will be issued in dematerialized bearer form

(au porteur) and inscribed in the books of the Central Securities Depositary which shall credit the accounts of the Account Holders. No physical document of title (including certificats représentatifs pursuant to Article R.211-7 of the French Monetary and Financial Code (Code monétaire et financier)) will be issued in respect of

the Warrants.

"Issue Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Issuer's Website": www.citifirst.com

"**Knock-Out Barrier**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Knock-Out Cash Amount": zero

"Maturity Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Minimum Exercise Volume": 1 Warrant(s) per ISIN or an integral multiple thereof

"Minimum Trading Volume": 1 Warrant(s) per ISIN or an integral multiple thereof

"Modified Valuation Date + 1": not applicable

"Modified Valuation Date": not applicable

"Multiplier": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Number": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"**Observation Period**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"**Reference Currency**": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"**Reference Price**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Reference Rate for Currency

Conversion":

not applicable

"Settlement Currency": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Strike": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"**Type**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type of Exercise": European

"**Underlying**": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Valuation Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation

Date.

"Valuation Date + 1": not applicable

No. 2a Knock-Out

If the Observation Price of the Underlying (No. 5 (2) of the Issue Specific Conditions) expressed in the Reference Currency is equal to or falls below (Bull Warrants) or is equal to or exceeds (Bear Warrants) the Knock-Out Barrier of the Warrant specified in Table 1 of the Annex to the Issue Specific Conditions (the "**Knock-Out Event**") during the Observation Period (No. 2 (3) of the Issue Specific Conditions) during the Observation Hours (No. 5 (2) of the Issue Specific Conditions) at any time (referred to in the following as the "**Knock-Out Time**"), the term of the Warrants shall end early at the Knock-Out Time. In this event, the Cash Amount for each Warrant shall be equal to the Knock-Out Cash Amount (No. 2 (3) of the Issue Specific Conditions). The Issuer will give notice without delay in accordance with No. 4 of the General Conditions that the price of the Underlying has reached or fallen below (Bull Warrants) or reached or exceeded (Bear Warrants) the Knock-Out Barrier.

No. 3 Exercise of the Option Rights

I. Applicable in the case of Warrants with a European Type of Exercise (as indicated for the respective series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

- (1) The Option Right may be exercised by the Warrant Holder only with effect as of the Valuation Date for the respective Warrant.
 - If the Cash Amount results in a positive value, the Option Right attaching to the respective Warrant shall be deemed to be exercised on the Valuation Date without further preconditions and without the submission of an explicit Exercise Notice (referred to in the following as "Automatic Exercise").
- (2) The Issuer will transfer any positive Cash Amount to the Central Securities Depositary on the Maturity Date for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid.
- (3) The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer. In the event that the onward transfer of the Cash Amount or of the fair market value is not possible within three months after the Maturity Date ("Presentation Period"), the Issuer shall be entitled to deposit the relevant amounts with the Frankfurt am Main Local Court for the Warrant Holders at their risk and expense with a waiver of its right to reclaim those amounts. Upon the deposit of the relevant amounts with the Court, the claims of the Warrant Holders against the Issuer shall expire.
- (4) All taxes or other levies that may be incurred in connection with the payment of the Cash Amount or of the fair market value shall be borne by the Warrant Holders.
- (5) If the Valuation Date falls between the date on which the Issuer determines that there are grounds for making an Adjustment in accordance with No. 6 of the Issue Specific Conditions and the date on which the Issuer has given notice of the Adjustments (referred to in the following as the "Adjustment Period"), the Valuation Date shall be the first Banking Day common to the head office of the Issuer and to the location of the Central Securities Depositary following the date on which the Issuer has given notice of the Adjustments for the Valuation Date. The calculation of the Cash Amount in accordance with No. 2 of the Issue Specific Conditions shall be based on the relevant Reference Price of the Underlying on the Valuation Date together with the Adjustments made by the Issuer.
- (6) The Cash Amount and the fair market value shall be paid in the Settlement Currency without a requirement for the Issuer to give notice of any kind.
- (7) A declaration shall be deemed to have been made automatically that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and,

if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell, resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the respective series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

(1) For the exercise of the Warrants to be effective, the holder of the respective Warrant must comply with the preconditions set out below with respect to the relevant Exercise Agent within the Exercise Period for the respective Warrant. The Exercise Period for the Warrants shall begin in each case on the third Banking Day after the Issue Date and shall end in each case at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the Valuation Date or, if the Reference Price of the Underlying is usually determined before 11.00 a.m. (local time at the location of the relevant Exercise Agent), the Exercise Period ends at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the last Trading Day preceding the last Valuation Date. The provisions of paragraphs (2) to (4) of this No. 3 II shall also apply.

If the Option Rights are exercised via the Exercise Agent in **France**, the Warrant Holder must submit to Citibank International plc., France (the "**Exercise Agent**") at the following address:

Citibank International plc. - Service Titres, 1-5 Rue Paul Cezanne, 75008 Paris, France

a properly completed "Paris" Exercise Notice for the respective ISIN (International Securities Identification Number) using the form available from the Issuer (referred to in the following as "Exercise Notice") and must have transferred the Warrants which it is intended to exercise

- to the Issuer crediting its account No. 186 at Euroclear France, account nature 51 or its account No. 67098 at Clearstream Luxembourg.

The Exercise Notice must specify:

- the ISIN (International Securities Identification Number) of the Warrant series and the number of Warrants intended to be exercised and
- the account of the Warrant Holder with a bank in France into which the Cash Amount is to be paid. If the Exercise Notice does not specify an account or specifies an account outside France, a check for the Cash Amount will be sent to the Warrant Holder at his risk by normal post to the address given in the Exercise Notice within five (5) Banking Days in Frankfurt am Main and Paris following the Valuation Date.
- Confirmation must also be given that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell

or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell, resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

- (2) The Exercise Notice shall become effective on the Exercise Date according to No. 2 (3) of the Issue Specific Conditions. The Exercise Notice may not be revoked, including during the period prior to the date on which it becomes effective. All of the preconditions set out in No. 3 (1) of the Issue Specific Conditions must be satisfied within five (5) Banking Days of the occurrence of the first precondition. In any other circumstances, the Issuer shall have the right to return any payments already made to the Warrant Holder without interest at his risk and expense; in this event the Exercise Notice shall not become effective.
- (3) Option Rights that have not been exercised effectively in accordance with paragraphs (1) and (2) shall be deemed, subject to early termination by means of extraordinary Termination pursuant to No. 2 of the General Conditions, to be exercised on the final day of the Exercise Period without further preconditions, if the Cash Amount is positive ("Automatic Exercise"). In the event of Automatic Exercise, the confirmation referred to in the last subparagraph of paragraph (1) shall be deemed to have been given automatically. In any other circumstances, all rights arising from the Warrants that have not been exercised effectively by then shall expire on that day and the Warrants shall become invalid.
- (4) All taxes or other levies that may be incurred in connection with the exercise of the Warrants shall be borne by the Warrant Holder.
 - The exercise or settlement amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.
- (5) The Issuer will transfer any Cash Amount to the Central Securities Depositary on the Payment Date upon Exercise for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid.

The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer.

No. 4 (not applicable)

Part B. Underlying Specific Conditions

No. 5 Underlying

(1) The "**Underlying**" shall be the Index specified as the Underlying in Table 2 of the Annex to the Issue Specific Conditions.

(2) The "**Reference Price**" of the Underlying shall correspond to the price specified as the Reference Price of the Underlying in Table 1 of the Annex to the Issue Specific Conditions, as calculated and published on Trading Days by the Relevant Index Calculator specified in Table 2 of the Annex to the Issue Specific Conditions (the "Relevant Index Calculator"). The "Observation **Price**" of the Underlying shall correspond to the prices calculated and published for the Index on an ongoing basis by the Relevant Index Calculator on Trading Days (excluding prices calculated on the basis of the midday auction or of another intraday auction). In the case of the DAX/X-DAX as the Underlying, the Observation Price of the Underlying shall correspond to the prices (i) of the DAX® Performance Index (ISIN DE0008469008) or (ii) of the X-DAX® (ISIN DE000A0C4CA0) calculated and published for the Underlying on an ongoing basis by the Relevant Index Calculator on Trading Days (excluding (a) prices calculated on the basis of the midday auction or of another intraday auction and (b) prices which in the opinion of the Issuer are not based on any exchange trading transactions actually carried out). "Observation Hours" shall be the Trading Hours. In the case of the DAX/X-DAX as the Underlying, Observation Hours shall be the hours during which the Relevant Index Calculator normally calculates and publishes prices for (i) the DAX® Performance Index (ISIN DE0008469008) or (ii) the X-DAX® (ISIN DE000A0C4CA0). "Trading Days" shall be days on which the Index is normally calculated and published by the Relevant Index Calculator. "Trading Hours" shall be hours during which prices are normally calculated and published for the Index by the Relevant Index Calculator on Trading Days.

No. 6 Adjustments

- (1) The Strike, the Knock-Out Barrier and/or the Multiplier as well as the other features of the Warrants that are relevant for the calculation of the Cash Amount shall be subject to adjustment in accordance with the provisions below (referred to in the following as "Adjustments").
- (2) Changes in the calculation of the Underlying (including corrections) or in the composition or weighting of the prices or securities on the basis of which the Underlying is calculated shall not result in an adjustment of the Option Right unless, in the reasonable discretion of the Issuer, as a result of a change (including a correction) the new relevant concept and the calculation of the Underlying are no longer comparable with the previous relevant concept or the previous calculation of the Underlying. This shall apply in particular if a change of whatever nature results in a material change in the value of the Index even though the prices of the individual securities included in the Underlying and their weighting remain the same. The Option Right may also be adjusted in the event that the Underlying is discontinued and/or replaced by another Index. The Issuer shall adjust the Option Right in its reasonable discretion based on the most recently calculated price with the objective of preserving the financial value of the Warrants, and shall determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change. Notice shall be given of the adjusted Option Right and the date on which it first applies in accordance with No. 4 of the General Conditions.
- (3) If the Index is discontinued at any time and/or replaced by another Index, the Issuer in its reasonable discretion shall specify the other Index as the Underlying on which the Option Right will be based in future (the "Successor Index"), where necessary adjusting the Option Right in accordance with paragraph (4) of this No. 6. Notice shall be given of the Successor Index and the

date on which it first applies in accordance with No. 4 of the General Conditions. All references in these Terms and Conditions to the Index shall then be deemed, insofar as the context allows, to be references to the Successor Index.

- (4) Changes in the method of calculating the Reference Price or other prices for the Underlying that are relevant in accordance with these Terms and Conditions, including a change in the Trading Days or Trading Hours relevant for the Underlying and including any subsequent correction by the Relevant Index Calculator of the Reference Price or another price of the Underlying that is relevant in accordance with the Terms and Conditions, shall entitle the Issuer to adjust the Option Right accordingly in its reasonable discretion. The Issuer shall determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change. Notice shall be given of the adjusted Option Right and the date on which it first applies in accordance with No. 4 of the General Conditions.
- (5) In the event that the Reference Price or other prices that are relevant for the Underlying in accordance with these Terms and Conditions are no longer calculated and published by the Relevant Index Calculator, but by another person, company or institution which the Issuer considers suitable in its reasonable discretion (the "New Relevant Index Calculator"), then the Cash Amount shall be calculated on the basis of the corresponding prices for the Underlying calculated and published by the New Relevant Index Calculator. In addition, all references in these Terms and Conditions to the Relevant Index Calculator shall then be deemed, insofar as the context allows, to be references to the New Relevant Index Calculator. The Issuer shall give notice of the Adjustments and the date on which the Adjustments become effective in accordance with No. 4 of the General Conditions.
- (6) If in the reasonable discretion of the Issuer it is not possible, for any reason whatsoever, to adjust the Option Right or to specify a Successor Index, then the Issuer or an expert appointed by the Issuer will be responsible for the continued calculation and publication of the Underlying on the basis of the existing index concept and the most recent value determined for the index, subject to any Termination of the Warrants pursuant to No. 2 of the General Conditions. Notice shall be given of any continuation of this nature in accordance with No. 4 of the General Conditions.

No. 7 Market Disruption Events

(1) If a Market Disruption Event in accordance with paragraph (2) of this No. 7 exists on the Valuation Date, then the Valuation Date shall be postponed to the next following day which fulfills the criteria for a Valuation Date in accordance with No. 2 (3) of the Issue Specific Conditions and on which a Market Disruption Event no longer exists. The Issuer shall endeavor to give notice to the Warrant Holders without delay in accordance with No. 4 of the General Conditions that a Market Disruption Event has occurred. However, there shall be no obligation to give notice. If, as a result of the provisions of this paragraph, the Valuation Date has been postponed for five (5) consecutive days that fulfill the criteria for a Valuation Date in accordance with No. 2 (3) of the Issue Specific Conditions and if the Market Disruption Event continues to exist on that day as well, then that day shall be deemed to be the Valuation Date and the Issuer shall determine the Cash Amount in its reasonable discretion taking account of the market conditions prevailing on any such deemed Valuation Date.

(2) "Market Disruption Event" shall mean

- (i) the suspension or restriction of trading generally on the exchanges or markets on which the assets on which the Index is based are listed or traded; or
- (ii) the suspension or restriction of trading (including the lending market) in individual assets on which the Index is based on the respective exchanges or markets on which those assets are listed or traded, or in a futures or options contract based on the Index on a Futures Exchange on which futures or options contracts based on the Index are traded (the "Futures Exchange");
- (iii) the suspension or non-calculation of the Index as the result of a decision by the Relevant Index Calculator,

if that suspension, restriction or non-calculation occurs or exists in the last half-hour before the calculation of the closing price of the Index or of the assets on which the Index is based that would normally take place and is material, in the reasonable discretion of the Issuer, for the fulfillment of the obligations arising from the Warrants. A change in the Trading Days or Trading Hours on or during which trading takes place or the Index is calculated does not constitute a Market Disruption Event, provided that the change takes place as the result of a previously announced change in the trading regulations by the exchange or in the rules for calculating the Index by the Relevant Index Calculator.

ANNEX TO THE ISSUE SPECIFIC CONDITIONS

Table 1 – supplementary to Part A. Product Specific Conditions

Issue Date: 22/01/2014

Initial value date in France: 27/01/2014

ISIN / Local Trading Code	Underlying	Туре	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike / Knock-Out Barrier	Multiplier	Observation Period / Valuation Date / Maturity Date	Type of Exercise	Number	Reference Price of the Underlying ("Reference Price")
DE000CF6Z535 / 5049C	EURO STOXX 50	BULL	No	EUR 0.68	Euro (EUR)	EUR 3,100.00 / EUR 3,100.00	0.01	22/01/2014 to 21/03/2014 / 21/03/2014 / 28/03/2014	European	3,000,000	Closing price

Table 2 – supplementary to Part B. Underlying Specific Conditions

	Underlying / Index type	ISIN or Reuters Code	Relevant Index Calculator	Currency Conversion Date	Currency in which the
		of the Underlying			Reference Price is expressed
ı					("Reference Currency")
ſ	EURO STOXX 50 / price index	EU0009658145	STOXX Limited, Zürich	not applicable	Euro (EUR)

The following specific meanings shall apply in this context:

Deutsche Börse AG

EUREX

STOXX Limited, Zurich S&P Dow Jones Indices LLC NASDAQ Stock Market, Inc.

NASDAQ OMX Group, Inc.

Nikkei Inc.

AEX Options and Futures Exchange

Bolsa de Derivados Portugal

EUREX

Euronext Amsterdam/ Euronext Lisbon/ Euronext Paris

Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.)

Helsinki Derivatives Exchange (HEX Ltd.)

: Deutsche Börse AG, Frankfurt, Germany (XETRA®)

EUREX, Frankfurt, Germany

STOXX Limited, Zurich, Switzerland

: S&P Dow Jones Indices LLC, a subsidary of The McGraw-Hill Companies, Inc., New York, USA

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

NASDAQ OMX Group, Inc., New York, U.S.A.

: Nikkei Inc., Tokyo, Japan

: AEX Options and Futures Exchange, Amsterdam, The Netherlands

: Bolsa de Derivados Portugal, Lisbon, Portugal

EUREX, Zurich, Switzerland

Euronext Amsterdam N.V., Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext Paris

S.A., Paris, France

: Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.), Helsinki, Finland

: Helsinki Derivatives Exchange (HEX Ltd.), Helsinki, Finland

HSIL

Madrid stock exchange:

MEFF

NYSE

OCC

OSE

TSE

SIX Swiss Exchange

*SOQ

Average price

Closing price of the DAX Performance Index

n/a

- : Hang Seng Indexes Company Limited ("HSIL"), Hong Kong, China
- : Bolsa de Madrid, Madrid, Spain
- : Mercado de Futures Financieros Madrid, Madrid, Spain
- : New York Stock Exchange, New York, NY, USA
- : Options Clearing Corporation, Chicago, Illinois, USA
- : Osaka Securities Exchange, Osaka, Japan
- : Tokyo Stock Exchange, Tokyo, Japan
- : SIX Swiss Exchange, Switzerland
 - Special Opening Quotation ("SOQ"), a special reference price determined at the opening of the exchange. If no SOQ is determined or published on the valuation date, the official closing price of the underlying is the Reference Price.
 - An average price determined at five-minute intervals during the final day of the term.
- Where the DAX®/X-DAX® is the underlying, the official closing price of the DAX® Performance Index is the relevant
- : Reference Price.
- : not applicable

RISK FACTORS

Investors should read carefully the risk factors set out under "I. Risk factors of Warrants" in the Securities Note and under 1. in the Registration Form.

In particular, the following optional risk factors that relate only to certain types of Warrants are applicable to these Warrants (please refer to "I. Risk factors of Warrants" in the Securities Note):

- Risk relating to the loss of time value of Warrants depending on the remaining term
- Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs
- Risk relating to hedging transactions in the underlying in the case of Warrants with knock-out
- Risk from the occurrence of a knock-out event outside the trading hours in the secondary market

In the case of Turbo Warrants for which the knock-out barrier is equal to the strike, the following risk factors also apply:

- Risk of total loss prior to maturity if a knock-out event occurs
- Price risk in connection with rising implied volatility
- Risk of jumps in the price of the underlying (gap risk)

The following optional underlying specific risk factors also apply to Warrants (please refer to "3. Underlying specific risk factors" under Section "I. Risk factors of Warrants" in the Securities Note):

Risk in connection with indices as the underlying

ADDITIONAL INFORMATION

Name and address of the paying agents and the calculation agent

Paying Agent(s):

Citigroup Global Markets Ltd., 1-5 Rue Paul Cézanne, 75008 Paris, France

Calculation Agent:

Citigroup Global Markets Deutschland AG, Frankfurter Welle, Reuterweg 16, D-60323 Frankfurt am Main, Federal Republic of Germany

Conflicts of interest

With respect to interests of natural and legal persons involved in the issue and resulting potential conflicts of interest, please refer to "4. Risk of conflicts of interest" under "I. Risk factors of Warrants" in the Securities Note.

Offer method

The Warrants are being offered over-the-counter on a continuous basis in one series.

The offer of the Warrants begins in France on 22/01/2014.

Stock exchange listing

The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.

Consent to the use of the Prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*, "WpPG").

Issue price, price calculation and costs and taxes on purchase

The initial issue price is specified in Table 1 of the annex to the Issue Specific Conditions.

Both the initial issue price and the bid and offered prices quoted by the Issuer during the term of the Warrants are calculated using theoretical pricing models. In this context, the bid and offered prices for the Warrants are determined on the basis, among other things, of the mathematical value of the Warrants, the costs of hedging and accepting risk and the expected return. Please see also the information provided under "Risk relating to the calculation of the warrant prices" and "4. Risk of conflicts of interest", both in Section "I. Risk factors of Warrants".

No costs or taxes of any kind for the warrant holders will be deducted by the Issuer whether the

Warrants are purchased off-market (in countries where this is permitted by law) or via a stock exchange. Such costs or taxes should be distinguished from the fees and costs charged to the purchaser of the Warrants by his bank for executing the securities order, which are generally shown separately on the statement for the purchase transaction in addition to the price of the Warrants. The latter costs depend solely on the particular terms of business of the warrant purchaser's bank. In the case of a purchase via a stock exchange, additional fees and expenses are also incurred. Furthermore, warrant holders are generally charged an individual fee in each case by their bank for managing the securities account. Notwithstanding the foregoing, profits arising from the Warrants or capital represented by the Warrants may be subject to taxation.

Information on the underlying

Description of indices not composed by the Issuer

All relevant information, especially the concept, type, method of calculation, weightings of constituents and rules of regularly or extraordinarily exchanging the constituents in the index are explained for the indexes underlying certain warrants referred to in this document on the web pages specified below. Such web pages do also give up to date information of the current weightings of constituents.

EURO STOXX 50®: www.stoxx.com

Disclaimer in realtion to indices used as Underlying

EURO STOXX 50® Index

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Publication of additional information

The Issuer does not intend to provide any additional information about the underlying.

The Issuer will publish additional notices described in detail in the terms and conditions. Examples of such notices are adjustments of the features of the Warrants as a result of adjustments relating to the underlying which may, for example, affect the conditions for calculating the cash amount or a replacement of the underlying. A further example is the early redemption of the Warrants if an adjustment cannot be made.

Notices under these terms and conditions are generally published on the Issuer's website. If and to the extent that mandatory provisions of the applicable laws or exchange regulations require notices to be published elsewhere, they will also be published, where necessary, in the place prescribed in each case.

Selling restrictions

Information on selling restrictions can be found under "VI. Selling restrictions" in the Securities Note.

ANNEX – ISSUE SPECIFIC SUMMARY

Section A – Introduction and warnings

This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the A.1 "Issuer") and of the Warrants issued under the Tripartite Base Prospectus. The Summary is intended as an introduction to the Tripartite Base Prospectus, which comprises this Summary, the Registration Form of Citigroup Global Markets Deutschland AG dated 3 May 2013 including any supplements and the Securities Note of Citigroup Global Markets Deutschland AG dated 13 May 2013. Investors should therefore ensure that any decision to invest in the Warrants is based on a review of the entire Prospectus, including any supplements, and the Final Terms. Where claims relating to the information contained in a base prospectus, any supplements, and the respective Final Terms are brought before a court, the investor acting as plaintiff may, as a result of the laws of individual member states of the European Economic Area, have to bear the costs of translating the base prospectus, any supplements, and the Final Terms into the language of the court prior to the commencement of legal proceedings. The Issuer can be held liable for the content of this Summary, including any translation prepared, but only in the event that the Summary is misleading, inaccurate or inconsistent when read in conjunction with the other parts of the Prospectus, or, when read in conjunction with the other parts of the Tripartite Base Prospectus, does not convey all of the key information required.

A.2 Consent to the use of the prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent) for offers in France (the "Offer State"). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (Wertpapierprospektgesetz, "WpPG").

In the event of an offer by a financial intermediary, the terms and conditions of the offer must be provided to investors at the time of the offer by the financial intermediary.

The legal and commercial name of the Issuer is Citigroup Global Markets

Section B – Issuer and any guarantors

and

legal

B.1

The

Deutschland AG. commercial name of the issuer, B.2 The domicile and **Domicile** legal form of the Frankfurt am Main; the address of Citigroup Global Markets Deutschland AG is issuer, the Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, Federal Republic of legislation under Germany (telephone +49 (0)69-1366-0). which the issuer operates and its Legal form and jurisdiction country of The Issuer is a stock corporation (Aktiengesellschaft, "AG") under German law. incorporation.

Place of registration

The Issuer is entered in the commercial register of the Frankfurt am Main Local

		Court under the number HRB 88301.
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Bank expects world economic growth in 2013 to increase slightly from 2.5 per cent to 2.6 per cent. In 2014 growth should increase to 3.2 per cent. The slowdown in worldwide economic growth was principally due to the slowdown of growth in the industrialized countries. The Bank expects moderate growth of 1.0 per cent for industrialized countries in 2013 and a modest increase to 1.6 per cent in 2014.
		Overall the Bank expects continued significant variations between different regions in the world.
		The Bank expects a mild recession in the Eurozone (the Bank's growth forecasts are for -0.6 per cent and -0.4 per cent for 2013 and 2014). This is seen to be due to the continuing sovereign debt crisis and the high level of private sector indebtedness in the peripheral European countries. The ECB is expected to continue to act to stabilise markets and to reduce interest rates in the second quarter of 2013 depending on further economic growth in the Eurozone, which could be followed by a forecast final interest rate reduction in the second half of the year. The Bank considers it likely that Southern Europe and Ireland will only gradually reach a common sustainable fiscal path. If the core countries in future are no longer prepared to increase their support for the peripheral states, this could lead to a raft of debt restructurings (with likely longer maturities and interest rate reductions), but probably not before 2015. In the Warrants and Certificates Division, the competition is expected to remain intense among leading issuers. Further regulatory challenges are expected, which have to be integrated into the business in a timely manner.
		Given the forecasts made by the individual business divisions and a restrictive cost management approach, the Bank is expecting continued overall profits in fiscal years 2013 and 2014.
B.5	If the issuer is part of a group, a description of the group and the issuer's position	The Issuer is a member of the German subgroup of Citigroup. As a public limited company, it is managed by the executive board. The Issuer is wholly-owned by the German holding company, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, a limited partnership with registered offices in Frankfurt/Main.
	within the group.	Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is also a silent partner of the Issuer, having a silent equity interest ("Stille Einlage") totalling EUR 122,710,051.49 as of 30 November 2012. The general partner of Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is Citigroup Global Markets Finance LLC (USA). The sole limited partner is Citi Overseas Investment Bahamas Inc.
		All shares of Citigroup Global Markets Finance LLC are held by Citi Overseas Investment Bahamas Inc., the sole shareholder of which is Citibank Overseas Investment Corporation (USA). This company is in turn 100 per cent owned by Citibank, N.A. (USA). Citibank, N.A. (USA) is a 100 per cent owned subsidiary of Citicorp (USA), which in turn is a 100 per cent owned subsidiary of Citigroup, Inc. (USA).

B.9	Where a profit forecast or estimate is made, state the figure.	Not applicable; the Issuer lestimates in the Base Prospe		o make any profi	t forecasts or profit
B.10	A description of the nature of any qualifications in the audit report on the historical financial information.	The annual financial state December 2011 to 30 Nov 2011 were audited by the unqualified auditor's opinio	vember 2012 and ne Issuer's statut	1 December 201	10 to 30 November
B.12	Selected historical key financial information regarding the issuer, presented for each financial year of the period	Key Annual Financial Deutschland AG The table below provides a which have been taken fro prior fiscal year (fiscal year business development of Ci	n comparison of community the audited firm the audited firm 2011) and fisca	ertain noteworthy nancial statements	s 2012 between the thereby reveals the
	covered by the historical financial information and any		30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro	
	subsequent interim	Balance sheet total	9,543	8,690	
	financial period accompanied by	Business volume	11,162	10,163	
	comparative data	Equity capital	590	588	
	from the same	Loan portfolio	5,365	5,196	
	period in the prior financial year, except that the	Number of employees	348	361	
	requirement for comparative balance sheet information is satisfied by		01.12.2011 - 30.11.2012 in million Euro	prior fiscal year (01.12.2012 - 30.11.2011) in million Euro	
	presenting the year- end balance sheet	Interest income from operations	11	29	
	information. A statement that there	Commissions from brokerage business	111	96	
	has been no material adverse	Commissions from securities business	18	17	
	change in the prospects of the issuer since the date	Net income from financial trading operations	25	60	
	of its last published audited financial	General administrative expenses	161	137	
	statements or a description of any material adverse change.	As of the balance sheet da following components:	ate, the balance	sheet equity cap	ital consists of the

A description of significant changes in the financial or trading position of the issuer subsequent to the period covered by the historical financial information.

	30.11.2012 in million Euro (audited)	prior fiscal year (30.11.2011) in million Euro (audited)
Subscribed capital		
Share capital	210.6	210.6
Silent partner capital	122.7	122.7
Capital reserves	195.8	193.8
Legal reserves	33.0	33.0
Other earnings reserves	27.9	27.9

In addition, as part of incorporating the new rules under the BilMoG pursuant to § 340g of the German Commercial Code (HGB), a new separate item was created ("Fund for general banking risks") in the amount of EUR 9.4m (EUR 6.6m in the previous year).

The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows:

	30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro
Equity capital on balance sheet	590.0	588.0
Less intangible assets	0	-1.2
Core capital	599.3	594.3
Supplementary capital	0.0	0.0
Equity capital	599.3	594.3
Capital ratios		
Tier one capital in %	33.6	29.3
Total capital ratio in %	33.6	29.3

Despite the debt crisis in the Eurozone and the concomitant volatility on the international financial markets, Citigroup Global Markets Deutschland AG was once again able to earn a profit in the recently completed fiscal year.

Key Semi-Annual Financial Information of Citigroup Global Markets Deutschland AG

The table below provides a comparison of certain noteworthy financial statistics for the first half of the financial year 2013 which have been taken from the unaudited interim financial statements 2013 between the prior fiscal year and/or the previous year's figures and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

31.05.2013	30.11.2012	
in million Euro	in million Euro	

Balance sheet total	11,147	9,543
Business volume	12,628	11,162
Equity capital	590	590
Loan portfolio	5,179	5,365
Number of employees on the balance sheet date	263	334

	01.12.2012 - 31.05.2013 in million Euro	01.12.2011 - 31.05.2012 in million Euro
Interest income from operations	3	7
Commissions from brokerage business	20	33
Commissions from securities business	8	9
Net income from financial trading operations	29	16
General administrative expenses	72	70

Statements as regards trend information and financial or trading position

The Issuer declares that since the date of the last audited annual financial statements on 30 November 2012 no material adverse change in the prospects of the Issuer has occurred.

Furthermore, the Issuer declares that since the date of the last interim financial statements on 31 May 2013 no significant change has occurred in the financial or trading position of the Issuer.

B.13 A description of any recent events particular to the issuer which are to a material extent relevant to the evaluation of the issuer's solvency.

Significant events that may have a material impact on the assessment of the Issuer's solvency can not be determined at the moment. However, Citigroup Global Markets Deutschland AG is currently subject to an extra-ordinary audit on withholding taxes by the Frankfurt-Hoechst tax authority for the years 2007-2008. In this context the tax authority has expressed its view that Citigroup Global Markets Deutschland AG may not have deducted and paid withholding taxes from dividends received in connection with so called cum-ex transactions for shares held by it in custody for its clients as required. Based on these findings the tax authority is currently of the view that Citigroup Global Markets Deutschland AG is liable for non deducted withholding taxes in the amount of more than Euro 706 million for the years 2007 and 2008. In case the tax authority's view should succeed further tax liability for the years 2009 to 2011 may arise which can not be estimated at the moment.

The main starting point for the liability claim of the tax authorities is the question if Citigroup Global Markets Deutschland AG is to be qualified as a German bank

		executing the trade (<i>die den Verkaufsauftrag ausführende Stelle</i>) in the respective years. Furthermore, the method applied to identify the amount of the liability claim is debatable as well as the question if Citigroup Global Markets Deutschland AG can be held liable as principal debtor. Citigroup Global Markets Deutschland AG has obtained legal advice from a reputable tax consultant office as well as from a reputable accounting firm. Based thereon, the management of Citigroup Global Markets Deutschland AG is of the view that the likelihood to win any legal proceedings in this matter exceeds 50 per. cent. On this basis, Citigroup Global Markets Deutschland AG's management has decided to put up a reserve only for expected legal advice and litigation expenses, if any, and has decided that 2 million Euro is an adequate figure in this respect. Furthermore, it should be noted that Citigroup is currently evaluating measures to
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	optimize its organizational structure. Citigroup Global Markets Finance Corporation as the German holding company owns 100% of the shares of the Issuer. Pursuant to § 17 (2) of the German Stock Corporation Act (<i>Aktiengesetz</i> , "AktG"), it is assumed that a company in which a majority of the shares is held by another company is dependent upon that other company.
B.15	A description of the issuer's principal activities.	The Issuer is engaged in the business of corporate and investment banking and offers companies, governments and institutional investors comprehensive financial solutions in the areas of investment banking, fixed income, foreign exchange, equities and derivatives, and global transaction services; in addition it is a leading issuer of warrants and certificates whose end investors are predominantly retail clients. Since the end of 2012 the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.
B.16	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control.	In addition to the inclusion of the Issuer in the Citigroup Inc. group of companies referred to above, the Issuer is also party to a control and profit and loss transfer agreement with its immediate parent company. Under the terms of the agreement, the Issuer has placed the management of its business under the control of its immediate parent company. Accordingly, the immediate holding company has the right to give instructions to the Issuer. The agreement also requires the Issuer to transfer its entire profit to its immediate parent company. In return, the immediate parent company is required to make up any annual loss of the Issuer arising during the period of the agreement, as provided in detail by § 302 (1) and (3) AktG.

Section C – Securities					
C.1	A description of the	Type/form of the Warrants			
	type and the class of the securities being offered and/or				

	admitted to trading, including any security identification number.	One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. The leverage effect of the Warrant operates in both directions – not only to the investor's advantage in the event of the favorable performance of the factors determining the value, but also to the investor's disadvantage in the event of their unfavorable performance. The payment due under a Warrant on exercise or early termination depends on the value of the underlying at the relevant time. The Warrants will be issued in dematerialized bearer form (<i>au porteur</i>) and inscribed in the books of the central securities depositary which shall credit the accounts of the account holders. No physical document of title (including <i>certificats représentatifs</i> pursuant to Article R.211-7 of the French Monetary and Financial Code (<i>Code monétaire et financier</i>)) will be issued in respect of the Warrants.
		Security identification number
		ISIN: DE000CF6Z535
		Local Code: 5049C
C.2	Currency of the securities issue.	Euro
C.5	A description of any restrictions on the free transferability of the securities.	Each Warrant is transferable in accordance with the laws applying in each case and, where relevant, the respective applicable regulations and procedures of the securities depositary in whose records the transfer is registered.
C.8	A description of the	Applicable law for the securities
	rights attached to the securities including ranking and including	The Warrants are subject to German law. The constituting of the Warrants may be governed by the laws of the jurisdiction of the central securities depository.
	limitations to those	Rights attached to the Warrants
	rights.	Each Warrant grants the holder the right to the cash amount as described in more detail under C.15.
		Status of the Warrants
		The Warrants create direct, unsecured and unsubordinated obligations of the Issuer that rank <i>pari passu</i> in relation to one another and in relation to all other current and future unsecured and unsubordinated obligations of the Issuer, with the exception of obligations that have priority due to mandatory statutory provisions.
		Limitations to the rights
		The Issuer has the right to terminate the Warrants and to amend the terms and conditions pursuant to the provisions specified in the terms and conditions of the Warrants.
C.11	An indication as to whether the	The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the

	securities offered are	meaning of Directive 2004/39/EC.
	or will be the object	mouning of 2 noon of 2 or noon 2 or
	of an application for	
	admission to trading,	
	with a view to their distribution in a	
	regulated market or	
	other equivalent	
	markets with an	
	indication of the	
	markets in question.	
C.15	A description of how the value of the	Description of Turbo Bull Warrants with knock-out
	investment is affected by the value of the	Turbo Bull Warrants with knock-out enable investors to participate on a disproportionate (leveraged) basis in the positive performance of the underlying.
	underlying instrument(s), unless the securities have a denomination of at least EUR 100,000.	In return, however, they also participate on a leveraged basis in any negative performance of the underlying and in addition bear the risk that the Turbo Bull Warrant with knock-out may expire worthless or almost worthless immediately (knock-out event) if the observation price of the underlying reaches or falls below the knock-out barrier at any time during the observation period within the observation hours.
		On the maturity date, the cash amount received by the investors is the difference, multiplied by the multiplier, by which the reference price of the underlying determined on the valuation date is higher than the respective strike.
		If the observation price of the underlying reaches or falls below the knock-out barrier at any time during the observation period within the observation hours (knock-out time), the Turbo Bull Warrant with knock-out expires either worthless or, if so provided in the Final Terms, almost worthless with a low knock-out cash amount.
C.16	The expiration or	Maturity date: 28/03/2014
	maturity date of the derivative securities –	Exercise date: Valuation date
	the exercise date or final reference date.	Valuation date: 21/03/2014
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants with automatic exercise, i.e. a European type of exercise, the Issuer will transfer any positive cash amount to the central securities depositary on the maturity date for the credit of the warrant holders registered with the central securities depositary at the close of business on the preceding banking day at the head office of the central securities depositary.
		The central securities depositary has given an undertaking to the Issuer to make a corresponding onward transfer.
C.18	A description of how	In the case of Warrants with a European type of exercise, the option right may
	the return on	be exercised by the warrant holder only with effect as of the valuation date for
	derivative securities	the respective Warrant. If the cash amount results in a positive value, the option

	takes place.	right attaching to the respective Warrant is deemed to be exercised on the valuation date without further preconditions and without the submission of an explicit exercise notice ("Automatic Exercise").	
C.19	The exercise price or the final reference price of the underlying.	Reference price on the valuation date: Closing price	
C.20	A description of the type of the underlying and where the information on the underlying can be found.	WKN: 965814 ISIN: EU0009658145	
6 4	D D: 1	Website: www.stoxx.com	
	n D – Risks		
D.2	Key information on the key risks that are specific to the issuer.	Risk of the cessation or limitation of price-setting by the Issuer If the Issuer were to limit or completely abandon its voluntary intention to set bid and offered prices, there would be a danger, if prices for Warrants were not set by any other party that investors would have to wait for the final maturity of the Warrants or, where early exercise is possible, exercise the option right.	
		Liquidity risk despite control and profit and loss transfer agreement	
		The Issuer would also be unable to meet its obligations arising from the securities despite the control and profit and loss transfer agreement if, in the event that the Issuer generated a net loss, while the immediate parent company would in principle be required to assume that loss, it was unable or unwilling to comply with this contractual obligation as a result of its own liquidity difficulties or overindebtedness.	
		Brokerage of transactions for other Group companies and allocation of work within Citigroup	
		The great majority of the Issuer's commission income consists of transfer pricing income from brokerage transactions with affiliated companies. The Issuer's costs arising from the exchange of services with individual Group companies are reimbursed on the basis of existing agreements using transfer prices. For this purpose, income and expenses, in particular commission income for transactions assisted by the bank in an advisory capacity in the context of its sales activities, are determined and allocated to the relevant areas providing the services. The transactions relate to equity trading, bond issues and corporate finance as well as to the sale of structured products, corporate derivatives and currency management products, and also global relationship banking. This process is coordinated closely across all areas with Citigroup Global Markets	

Limited, London, in particular, and also with Citibank, N.A., London.

If a decision were made within Citigroup to reallocate the relevant activities to other Group companies, the Issuer could lose a material source of income.

Risks in the lending business

The Issuer's loan portfolio consists mainly of loans to international customers in the industrial and financial services sectors with investment grade credit ratings. Loan defaults have been avoided in recent years thanks to this business policy. The loan portfolio is mainly concentrated on a manageable number of borrower units, as defined by German banking law. If significant individual borrowers in the Issuer's portfolio were unable to meet their obligations, therefore, a substantial increase in loan loss provisions would be conceivable in principle and loan defaults could occur.

Interest rate risk

Risk-Treasury assesses and controls the Issuer's interest rate risk. The Issuer's exposure to changes in interest rates maybe a mid to long-term risk in holdings in liquid securities if these were not originally covered by hedging transactions like interest rate swap agreements. The same applies to medium and long-term loans granted by the Issuer. A significant risk from interest rate changes could arise where interest rates are not monitored in a timely or sensitive manner, which may produce the concomitant danger that action to cover such interest rate exposure is not taken early enough.

Operating risk

The Issuer has transferred a number of areas that are significant for the proper management and control of its business activities and the risks associated with them to other companies within and outside Citigroup. In the event that the companies to which these areas have been transferred do not fulfill their contractual obligations or do not do so at the proper time, the ability of the Issuer to meet its own obligations arising from the securities it has issued on the due dates could also be adversely affected.

Tax risks

The tax decisions issued to the Issuer are regularly subject to subsequent review in the form of an external tax audit or to the resolution of individual issues by the relevant courts. This is normal practice and means that an additional tax demand can be issued by the tax authorities years after the original assessment as a result of a tax audit or a generally applicable decision by a tax court.

General business risks

Settlement risk

The risk that a business transaction is incorrectly processed or that a transaction is executed which is different from the intentions and expectations of the Issuer's management.

Information risk

The risk that information, which was generated, received, transmitted or stored within or outside the Issuer's place of business, can no longer be accessed. Furthermore, such information may be of poor quality, or have been wrongly handled or improperly obtained. The information risk also includes risks that are generated by systems and used for processing information.

Reputation risk

This represents the Issuer's risk that its relations with its customers could be harmed if its services are poor or transactions are incorrectly executed. This risk also includes the risk of entering into business relations with counterparties, whose business practices do not conform to the standards or business ethics of the Issuer.

Personnel risk

The Issuer has a high demand for qualified and specially trained professionals and managers. Personnel risk entails the risk of high staff turnover and the risk that the Issuer will be unable to retain a sufficient staff of qualified personnel, as well as the risk that the Issuer's employees may knowingly or negligently violate established regulations or the firm's business ethics standards.

• Legal and regulatory risks

The Issuer views legal risks as any and all risks resulting from binding contracts and governing legislation. Regulatory risks result from the legal environment in which the Issuer does business.

• Risk of fraud

These are both internal and external risks of fraud such as bribery, insider trading and theft of data.

D.6 Key information on

the key risks that are specific to the securities. This must include а risk warning to the effect that investors may lose the value of their entire investment or part of it, as the case may be, and/or, if the investor's liability is not limited to the value of his investment, statement of that fact, together with description of the circumstances in

General risk factors of Warrants

Risk of total loss

Warrants represent particularly risky investment instruments. They entail a particularly high risk of losing the capital invested, up to and including a total loss, plus the transaction costs incurred and any borrowing costs.

Risk of default by the Issuer of the Warrants

In the event of the Issuer becoming insolvent, investors could suffer a loss up to and including a total loss. As bearer securities, Warrants do not fall within the scope of the deposit protection arrangements.

Risk arising from above-average fluctuations in the prices of Warrants (leverage effect)

One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. At the same time, Warrants also entail above-average risks of loss.

which such additional liability arises and the likely financial effect.

Risk of the absence or non-functioning of a secondary market in the Warrants or restricted availability of the Issuer's electronic trading system

Investors should not assume that they will be able to sell a Warrant at a particular time or at a particular price during its term. Investors should assume instead that pricing on the exchange can only take place within the spread of bid and offered prices quoted by the Issuer, if available, and that their buy or sell orders on the exchange will be executed with the Issuer as the direct or indirect counterparty.

Risk in connection with the cessation of secondary trading immediately prior to final maturity

The Issuer and/or the exchange cease trading in the Warrants shortly before their valuation date. However, the reference price of the underlying on the valuation date and/or the applicable exchange rate, both of which are important for the purpose of determining the cash amount of the Warrants, may still change between the last exchange trading day and the maturity date, which may be to the disadvantage of the investor. There is a particular risk that the price of the underlying may reach, fall below or exceed a barrier for the first time shortly before the reference price on the valuation date is determined and after trading in the secondary market has already finished.

Currency risk with respect to the intrinsic value of the Warrants

The performance of the investment is subject to a currency risk if the underlying on which the Warrants are based is expressed in a currency other than the currency in which the cash amount is paid out (settlement currency).

Risks relating to market disruption events

In the event of market disruption events with respect to the underlying, the Issuer has the right to postpone the valuation date for the reference price on exercise. This may result in an additional risk for investors if the underlying performs negatively during the time delay or, where applicable, if the exchange rate for converting the intrinsic value into the settlement currency moves in an unfavourable direction for the investor.

Product specific risk factors

Risk relating to the loss of time value of Warrants depending on the remaining term

The price of Warrants is calculated on the basis of two components of price (intrinsic value and time value). The intrinsic value of Warrants during their term is equal to the difference (if positive), multiplied by the multiplier, between the value of the underlying and the strike (Call Warrants). The amount of the time value, on the other hand, is essentially determined on the basis of the remaining term of the Warrant and the expected frequency and intensity of the fluctuations in the price of the underlying expected by the Issuer during the remaining term of the Warrant (implied volatility).

Risks relating to other factors affecting value such as money market

interest rates, expected dividends and the Issuer's refinancing costs

The other factors affecting the price of the Warrants include, *inter alia*, interest rates on the money market relating to the remaining term, expected income from the Issuer's hedging transactions in or related to the underlying and the level of the Issuer's refinancing costs for entering into those hedging transactions.

Even if the price of the underlying rises in the case of a call option or falls in the case of a put option, therefore, the value of the Warrant may decline as a result of the other factors affecting value. Given the limited term of the Warrant, there is no guarantee that the price of the Warrant will recover in sufficient time. The shorter the remaining term, the greater the risk.

Risk relating to hedging transactions in the underlying in the case of Warrants with knock-out

In the case of Warrants with knock-out, the possibility cannot be excluded that the Issuer's activities in setting up or unwinding hedging positions may reinforce movements in the price of the underlying for the Warrants to such an extent that a knock-out event is triggered and the option rights therefore expire early with no value.

Risk from the occurrence of a knock-out event outside the trading hours in the secondary market

Investors in principle face the risk that a knock-out event may also occur outside the times when the Warrants are normally traded. This risk is particularly relevant in circumstances where the trading hours for the Warrants differ from the trading hours during which trading in the underlying normally takes place.

Risk of total loss prior to maturity due to the occurrence of a knock-out event

The term of Turbo Bull Warrants ends early at the knock-out time and the Turbo option rights expire worthless, in the event that the price of the underlying defined in the terms and conditions is equal to or lower than (bull) the knock-out barrier of the Turbo Warrant within an observation period defined in the terms and conditions. If a knock-out event occurs, investors will suffer a total loss of their capital invested.

Price risk in connection with rising implied volatility

In the case of these Turbo Warrants, the price of the Warrants during their term is influenced by other factors affecting value in addition to the price of the underlying, including in particular the implied volatility of the underlying. From the point of view of the investor, an increase in the implied volatility of the underlying represents a price risk if the price of the underlying is close to the knock-out barrier.

Risk of total loss due to jumps in the price of the underlying (gap risk)

The risk of jumps in the price of the underlying, for example between the close

of trading on the previous day and the start of trading on the following trading day, that could trigger a knock-out event is known as gap risk.

Underlying specific risk factors

Risk in connection with indices as the underlying

In the case of Warrants based on indices, the level of the cash amount is dependent on the performance of the index. Risks attaching to the index therefore also represent risks attaching to the Warrants. The performance of the index depends in turn on the individual index constituents of which the respective index is composed. During the term of the Warrants, however, their market value may not reflect the performance of the index or of the index constituents.

Section E - Offer

E.2b Reasons for the offer and use of proceeds when different from making profit and/or hedging certain risks.

Not applicable; the reasons for the offer are making profit and/or hedging certain risks and the net proceeds from the issuance of Warrants presented in this base prospectus will be used by the Issuer for its general business purposes.

E.3 A description of the terms and conditions of the offer.

Offer method, offeror and issue date of the Warrants

The Warrants are being offered over-the-counter on a continuous basis.

The offer of the Warrants begins in France on 22/01/2014.

The offeror of the Warrants is the Issuer.

The issue date is: 22/01/2014

Restrictions on the free transferability of the securities

The Warrants may be offered or sold only if all applicable securities laws and regulations in force in the jurisdiction in which a purchase, offer, sale or delivery of Warrants is made or in which this document is circulated or kept for inspection have been complied with, and if all consents or authorizations required for the purchase, offer, sale or delivery of the Warrants in accordance with the legal norms in force in that jurisdiction have been obtained.

In particular, the Warrants are not and will not be registered pursuant to the United States Securities Act of 1933 as amended. They may not be offered, sold, traded or delivered within the United States either directly or indirectly by or to or for the account of a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933), except in the case of exemption from the registration requirements of the Securities Act. Any person receiving the cash amount in accordance with these terms and conditions is deemed to have made a declaration that the person entitled to the rights arising from the Warrants is not a US person.

Issue price and costs and taxes on purchase

		The initial issue price is EUR 0.68. Not applicable, as the purchase of the Warrants entails no costs or taxes that are incurred by the Issuer specifically for purchasers or subscribers.	
E.4	A description of any interest that is material to the issue/offer including conflicting interests.	incurred by the Issuer specifically for purchasers or subscribers. The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it generally act as the calculation agent for the Warrants. This activity can lead to conflicts of interest since the responsibilities of the calculation agent include making certain determinations and decisions which could have a negative effect on the price of the Warrants or the level of the cash amount.	
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may engage in trading transactions in the underlying, other instruments linked to it, or derivatives, stock exchange options or stock exchange forward contracts, or may issue other securities and derivatives based on the underlying. The companies may also be involved in the acquisition of new shares or other securities of the underlying or, in the case of stock indices, of individual companies included in the index, or act as financial advisors to the entities referred to or work with them in the commercial banking business. The companies are required to fulfill their obligations arising in this connection irrespective of the consequences resulting for the warrant holders and, where necessary, to take actions they consider necessary or appropriate in order to protect themselves or safeguard their interests arising from these business relationships. The activities referred to above could lead to conflicts of interest and have a negative effect on the price of the underlying or securities linked to it such as the Warrants.	
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may issue additional derivative securities based on the respective underlying or constituents of the underlying, including securities whose features are the same as or similar to those of the Warrants. The introduction of such products that compete with the Warrants may impact the price of the underlying or the constituents of the underlying and thus also the price of the Warrants. The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may receive non-public information relating to the underlying or the constituents of the underlying, but are under no obligation to pass on such information to the warrant holders. Furthermore, companies belonging to Citigroup, Inc. or affiliated to it may publish research reports relating to the underlying or constituents of the underlying. These types of activities may entail certain conflicts of interest and affect the price of the Warrants.	
E.7	Estimated expenses charged to the investor by the issuer or the offeror.	The estimated expenses for the Warrants, including the cost for admission to exchange trading, are included in the issue price or the selling price, as the case may be. If the investor purchases the Warrants from a distributor, the purchase price to be paid by the investor may include sales commissions that have to be disclosed by the distributor.	

ANNEXE - RÉSUMÉ EN FRANÇAIS

Section A – Introduction et mises en garde

A.1 Le présent Résumé présente les caractéristiques et les risques principaux de Citigroup Global Markets Deutschland AG (« l'Émetteur ») et les Warrants émis au titre de Prospectus Tripartite de Base. Le Résumé a pour finalité de servir d'introduction au Prospectus Tripartite de Base, qui comporte ce Résumé, le Formulaire d'Enregistrement de Citigroup Global Markets Deutschland AG daté du 3 mai 2013 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG daté du 13 mai 2013. Les investisseurs devraient donc veiller à ne prendre aucune décision d'investir dans les Warrants avant d'avoir pris connaissance du Prospectus dans sa totalité, y compris de tous les suppléments et des Conditions Définitives. Dans le cas où un recours relatif aux informations contenues dans un prospectus de base, dans tous les suppléments ou dans les Conditions Définitives respectives serait intenté auprès d'un tribunal, l'investisseur agissant en tant que plaignant pourrait, en vertu des lois de différents États membres de l'Espace économique européen, être contraint de prendre en charge le coût de la traduction du prospectus de base, de tous les suppléments et des Conditions Définitives, dans la langue de travail du tribunal avant le commencement de la procédure judiciaire. L'Émetteur peut être jugé responsable du contenu de ce Résumé, y compris de toute traduction en étant faite, mais seulement dans le cas où le Résumé serait trompeur, inexact ou contradictoire par rapport aux autres parties du Prospectus, ou, dans le cas où il est lu en même temps que les autres parties du Prospectus Tripartite de Base, s'il ne donne pas toutes les informations clés nécessaires.

A.2 – Consentement à l'utilisation du prospectus.

En ce qui concerne les Offres non-dispensées, en vertu de l'Article 3 (2) de la Directive Prospectus, l'Émetteur consent à l'utilisation du Prospectus par tous les intermédiaires financiers (consentement général) pour les offres faites en France (le ou les « État(s) concerné(s) par l'Offre »). Le consentement général à la revente ultérieure et au placement final des valeurs mobilières par le ou les intermédiaires financiers est donné en ce qui concerne France.

La revente ultérieure et le placement final des valeurs mobilières par les intermédiaires financiers peuvent être effectués pendant la période de validité du Prospectus Tripartite de Base en vertu du §9 de la Loi allemande sur les prospectus de valeurs mobilières (*Wertpapierprospektgesetz*, « WpPG »).

Dans le cas d'une offre faite par un intermédiaire financier, les modalités et conditions de l'offre doivent être précisées aux investisseurs au moment où l'offre est faite par l'intermédiaire financier.

Section B – Émetteur et garants

B.1	Indiquer la raison sociale et le nom commercial de l'émetteur.	La raison sociale et le nom commercial de l'Émetteur est Citigroup Global Markets Deutschland AG.
B.2	Indiquer le siège social et la forme juridique de l'émetteur, la législation régissant ses activités ainsi que son pays d'origine.	Siège social Francfort-sur-le-Main; l'adresse de Citigroup Global Markets Deutschland AG est Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, République fédérale d'Allemagne (téléphone +49 (0)69-1366-0). Forme juridique et législation régissant les activités L'Émetteur est une société anonyme (Aktiengesellschaft, « AG ») au sens de la législation allemande. Pays d'origine

		L'Émetteur est immatriculé au Registre de commerce du Tribunal local de Francfort-sur-le-Main sous le numéro HRB 88301.
B.4b Décrire toute tendance connue ayant des répercussions sur l'émetteur et ses secteurs d'activité.		La Banque prévoit une légère accélération de la croissance économique mondiale en 2013, de 2,5% à 2,6 %. En 2014, la croissance devrait atteindre 3,2 %. Le ralentissement de la croissance économique mondiale observée est principalement imputable à la détérioration de la croissance des pays industrialisés. La Banque prévoit une croissance modérée de 1 pour cent pour les pays industrialisés en 2013 et une légère progression à 1,6 % en 2014.
		De façon générale, la Banque s'attend à un maintien d'écarts significatifs entre les différentes régions dans le monde.
		La Banque s'attend à une légère récession dans l'Eurozone (les prévisions de croissance de la Banque sont de -0,6 % et -0,4 % pour 2013 et 2014). Ceci est attribué à la poursuite de la crise de la dette souveraine et au niveau élevé de l'endettement du secteur privé dans les pays européens périphériques. La BCE devrait continuer à intervenir pour stabiliser les marchés et faire baisser les taux d'intérêt au cours du deuxième trimestre 2013 en fonction de la poursuite de la croissance économique de l'Eurozone, qui pourrait être suivie par une réduction finale de taux d'intérêt prévue pour le deuxième semestre. La Banque estime probable que le Sud de l'Europe et l'Irlande n'aboutiront que progressivement à des solutions communes durables en matière fiscale. Si les pays fondateurs ne sont plus déterminés à renforcer leur soutien aux États périphériques à l'avenir, ceci pourrait aboutir à un ensemble de restructurations de dette (avec probablement des échéances à plus long terme et des réductions de taux d'intérêt), mais probablement pas avant 2015.
		Dans la Division warrants et certificats, la concurrence devrait rester intense entre les principaux émetteurs. D'autres modifications de la réglementation devraient intervenir, qui devront être prises en compte en temps opportun pour l'activité.
		Compte tenu des prévisions faites par les différentes divisions et d'une approche restrictive de la gestion des coûts, la Banque s'attend à un maintien global des bénéfices au cours des exercices 2013 et 2014.
B.5	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur.	L'Émetteur est membre du sous-groupe allemand de Citigroup. En tant que société anonyme, il est géré par un conseil d'administration. L'Émetteur est entièrement détenu par une société holding allemande, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, une société en commandite domiciliée à Francfort-sur-le-Main.
		Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est également un associé passif de l'Émetteur, dans la mesure où il détient une participation passive (« Stille Einlage ») d'un montant total de 122 710 051,49 EUR au 30 novembre 2012. L'associé responsable de la société Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est la société Citigroup Global Markets Finance LLC (États-Unis). Le commanditaire unique est Citi Overseas Investment Bahamas Inc.
		Toutes les actions de Citigroup Global Markets Finance LLC sont détenues par Citi Overseas Investment Bahamas Inc., dont le seul actionnaire est Citibank Overseas Investment Corporation (États-Unis). Cette société est elle-même détenue à 100 % par Citibank, N.A. (États-Unis). Citibank, N.A. (États-Unis) est

		détenue à 100 % par Citicorp (États-Unis), qui est elle-même détenue à 100 % par Citigroup, Inc (États-Unis).			
B.9	Lorsqu'une prévision ou une estimation du bénéfice est réalisée, en indiquer le montant.	Sans objet ; l'Émetteur a décidé de ne publier aucune prévision de bénéfice ou estimation de bénéfice dans le Prospectus de Base.			
B.10	Décrire la nature des éventuelles réserves sur les informations financières historiques contenues dans le rapport d'audit.	Les états financiers annuels de l'Émetteur pour les exercices du 1er décembre 2011 au 30 novembre 2012 et du 1er décembre 2010 au 30 novembre 2011 ont été audités par l'auditeur statutaire de l'Émetteur et ont obtenu une mention sans réserve de la part de l'auditeur.			
B.12	Présenter les informations financières historiques clés sélectionnées pour l'émetteur, pour chaque exercice de la période couverte par ces informations financières	Informations financières annuelles clés de Citigroup Global Markets Deutschland AG Le tableau ci-dessous présente une comparaison de certaines statistiques financières significatives fournies dans les états financiers audités de 2012 entre l'exercice budgétaire antérieur (exercice 2011) et l'exercice 2012 et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG:			
	historiques et pour toute période intermédiaire ultérieure, accompagnées de		30.11.2012 en millions d'euros	Exercice précédent (30.11.2011) en millions d'euros	
	données comparatives	Total du bilan	9.543	8.690	
	couvrant la même	Volume d'activité	11.162	10.163	
	période de l'exercice précédent; la	Fonds propres	590	588	
	présentation des bilans	Volume des prêts	5.365	5.196	
	de clôture suffit toutefois à remplir	Nombre d'employés	348	361	
	l'exigence				
	d'informations bilancielles comparables. Une déclaration		01.12.2011 - 30.11.2012 en millions d'euros	Exercice précédent (01.12.2010 – 30.11.2011) en millions d'euros	
	attestant qu'aucune détérioration	Revenus d'intérêt de l'exploitation	11	29	
	significative n'a eue de répercussions sur les	Commissions de courtage	111	96	
	perspectives de l'émetteur depuis la	Commissions d'opérations sur valeurs mobilières	18	17	
	date de ses derniers états financiers vérifiés et publiés, ou une	Revenu net des opérations financières de négoce	25	60	
	description de toute détérioration	Frais généraux et administratifs	161	137	

significative.

Une description des changements significatifs de situation financière ou commerciale de l'émetteur survenus après la période couverte par les informations financières historiques.

À la date du bilan, les **fonds propres inscrits au bilan** comprennent les éléments suivants :

	30.11.2012 en millions d'euros (audité)	Exercice précédent (30.11.2011) en millions d'euros (audité)
Capital souscrit		
Capital social	210,6	210,6
Participation de l'associé passif	122,7	122,7
Réserves de capital	195,8	193,8
Réserve légale	33,0	33,0
Autres bénéfices mis en réserve	27,9	27,9

De plus, dans le cadre de l'intégration de nouvelles règles au titre de BilMoG en vertu du §340g du Code allemand du commerce (HGB), un nouveau poste séparé a été créé (« Fonds pour les risques bancaires généraux ») pour un montant de 9,4 millions d'euros (6,6 millions d'euros l'année précédente).

Le capital réglementaire imputé sous BIZ se compose d'un capital de base et de capital supplémentaire (passifs subordonnés) après approbation, comme suit :

	30.11.2012 en millions d'euros	Exercice précédent (30.11.2011) en millions d'euros
Fonds propres au bilan	590,0	588,0
Moins immobilisations	0	-1,2
Capital de base	599,3	594,3
Capitaux supplémentaires	0,0	0,0
Fonds propres	599,3	594,3
Ratios de capitaux		
Fonds propres Tier one en %	33,6	29,3
Ratio de capitaux totaux en %	33,6	29,3

En dépit de la crise de dette dans l'Eurozone et de la volatilité concomitante sur les marchés financiers internationaux, Citigroup Global Markets Deutschland AG a de nouveau réussi à dégager un bénéfice au cours de l'exercice clôturé récemment.

Informations financières semestrielles clés de Citigroup Global Markets Deutschland AG Le tableau ci-dessous présente une comparaison de certaines statistiques financières significatives pour le premier semestre de l'exercice financier fournies dans les états financiers non-audités de 2013 entre l'exercice budgétaire antérieur et/ou les chiffres des années précédentes et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG:

	31.05.2013 en million d'Euro	30.11.2012 en million d' Euro
Total du bilan	11.147	9.543
Volume d'activité	12.628	11.162
Fonds propres	590	590
Portefeuille des prêts	5.179	5.365
Nombre d'employés à la date du bilan	263	334

	01.12.2012 - 31.05.2013 en million d'Euro	01.12.2011 - 31.05.2012 en million d'Euro
Revenus d'intérêt de l'exploitation	3	7
Commissions de courtage	20	33
Commissions d'opérations sur valeurs mobilières	8	9
Revenu net des opérations financières de négoce	29	16
Frais généraux et administratifs	72	70

Etats en ce qui concerne l'information tendancielle et la situation financière et commerciale.

L'Emetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2012, aucune détérioration significative n'a affecté les perspectives de l'Emetteur.

En outre, l'Emetteur déclare que depuis la date des états financiers provisoires au 31 mai 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale de l'Emetteur.

B.13 Décrire tout événement récent propre à l'émetteur et présentant un intérêt significatif pour l'évaluation de sa solvabilité.

Aucun événement présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur n'est identifié à ce moment. Cependant, Citigroup Global Markets Deutschland AG est actuellement sujet à un audit extraordinaire sur les retenues à la source fiscales par l'autorité fiscale Francfort-Hoeschst pour les années 2007-2008. Dans ce contexte l'autorité fiscale a explicité ses vues quant au fait que Citigroup Global Markets Deutschland AG aurait dû déduire et payer la retenue à la source des dividendes reçus en relation avec transactions communément appelées cum-ex transactions. S'appuyant sur ces observations l'autorité fiscale est actuellement de l'avis que Citigroup Global Markets

		Deutschland AG est responsable de la non déduction de la retenue à la source d'un montant supérieur à 706 Millions d'Euro pour les années 2007 et 2008. Dans le cas où l'autorité fiscale a raison, la responsabilité fiscale pour les années 2009 à 2011 pourrait se poser ce qui est impossible d'estimer pour le moment. The principal point de départ de l'action en responsabilité des autorités fiscales est de savoir si Citigroup Global Markets Deutschland AG est qualifié de banque allemande exécutant un transaction (die den Verkaufsauftrag ausführende Stelle) durant ces années. De plus, la méthode appliquée pour identifier le montant des dommages et intérêts est débattue comme celle de savoir si Citigroup Global Markets Deutschland AG peut être tenu responsable comme débiteur principal. De plus, il devrait être noté que . Citigroup envisage actuellement des mesures visant à optimiser sa structure d'organisation.
B.14	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur. Si l'émetteur est dépendant d'autres entités du groupe, ce fait doit être clairement stipulé.	Citigroup Global Markets Finance Corporation à titre de société holding allemande possède 100 % des actions de l'Émetteur. En vertu du § 17 (2) de la Loi allemande sur les sociétés par actions (<i>Aktiengesetz</i> , « AktG »), il est considéré qu'une société dont la majorité des actions est détenue par une autre société est dépendante de cette autre société.
B.15	Fournir une description des principales activités de l'émetteur.	L'Émetteur est une banque d'affaire et d'investissement qui propose des solutions financières complètes dans les secteurs des opérations bancaires de l'investissement, des titres à revenu fixe, des opérations de change, des valeurs mobilières et des dérivés ainsi que des services de transactions internationales aux entreprises, aux pouvoirs publics et aux investisseurs institutionnels; c'est en outre un émetteur majeur de warrants et de certificats dont les investisseurs finaux sont principalement des clients particuliers. Depuis la fin de l'année 2012, l'activité de l'Émetteur intègre également Citi Private Bank – Family Office Coverage Germany et Covered Bond Research.
B.16	Dans la mesure où ces informations sont connues de l'émetteur, indiquer si celui-ci est détenu ou contrôlé, directement ou indirectement, et par qui; décrire la nature de ce contrôle.	En plus de l'intégration de l'Émetteur dans le groupe de sociétés Citigroup Inc. mentionné ci-dessus, l'Émetteur est également partie liée à sa maison mère directe par un accord de transfert de pouvoir et de pertes et profits. En vertu de cet accord, l'Émetteur a conféré la gestion de ses affaires à sa maison mère directe. De ce fait, la société holding dont dépend directement l'Émetteur, a le droit de lui donner des instructions. L'accord impose également à l'Émetteur de transférer la totalité de son bénéfice à sa maison mère directe. En contrepartie, la maison mère directe est tenue de compenser toute perte annuelle éventuelle de l'Émetteur durant la période de validité de l'accord, comme prévu en détail par les § 302 (1) et (3) d'AktG.

Section C – Valeurs mobilières							
C.1		Type/forme des Warrants					
	catégorie des valeurs mobilières offertes	Les warrants sont des instruments dérivés qui peuvent comporter un droit d'option et qui peuvent donc présenter beaucoup de points communs avec les options.					

	et/ou admises à la négociation et donner tout numéro d'identification des valeurs mobilières.	L'une des principales caractéristiques des Warrants est l'effet de levier : une évolution du cours du sous-jacent peut entraîner une variation disproportionnée du cours du Warrant. L'effet de levier du Warrant joue dans les deux sens – non seulement à l'avantage de l'investisseur en cas de bonnes performances des facteurs déterminant la valeur, mais également en sa défaveur en cas de performances défavorables. Le paiement du au titre d'un Warrant lors de son exercice ou de sa liquidation prématurée dépend de la valeur du sous-jacent à ce moment. Les Warrants seront émis sous une forme dématerialisée au porteur et seront enregistrés dans les livres du dépôt central des valeurs mobilières qui créditera les comptes des titulaires de compte. Aucun document physique attestant de la possession (notamment des certificats représentatifs conformément à l'Article R.211-7 du Code monétaire et financier français) ne sera émis concernant les Warrants. Numéro d'identification des titres ISIN: DE000CF6Z535 Numéro d'identification local : 5049C
C.2	Indiquer dans quelle monnaie l'émission a eu lieu.	Euro
C.5	Décrire toute restriction imposée à la libre négociabilité des valeurs mobilières.	Chaque Warrant est transmissible selon les lois s'appliquant à chaque cas et, le cas échéant, les réglementations et les procédures respectives applicables du dépositaire central de titres dans les livres duquel le transfert est enregistré.
C.8	Décrire les droits	Loi applicable aux titres :
	attachés aux valeurs mobilières y compris leur rang, y compris	Les Warrants sont régis par la loi allemande. La constitution des Warrants peut être régie par les lois de la juridiction du dépositaire central de titres.
	toute restriction qui leur est applicable.	Droits attachés aux Warrants
	cor apprount.	Chaque Warrant confère à son détenteur le droit au montant en espèces détaillé à la section C.15.
		Statut des Warrants
		Les Warrants créent des obligations non garanties et non subordonnées de l'Émetteur qui se classent <i>pari passu</i> les unes par rapport aux autres et par rapport à toutes autres obligations actuelles et futures non garanties et non subordonnées de l'Émetteur, à l'exception des obligations qui ont priorité en raison de dispositions statutaires obligatoires.
		Limitations de droits
		L'Emetteur a le droit de résilier les Warrants et de modifier par voie d'avenant les termes et conditions en application des dispositions prévues aux termes et conditions des Warrants.

C.11	Indiquer si les valeurs mobilières offertes font ou feront l'objet d'une demande d'admission à la négociation, en vue de leur distribution sur un marché réglementé ou sur des marchés équivalents — les marchés en question devant alors être nommés.	Les Warrants ont été admis sur le marché réglementé à la bourse de valeurs de Eurolist, Euronext Paris S.A., qui est un marché réglementé au sens de la Directive 2004/39/CE.
C.15	Décrire comment la valeur de l'investissement est influencée par celle du ou des instrument(s) sous-jacent(s), sauf lorsque les valeurs mobilières ont une valeur nominale d'au moins 100 000 EUR.	Description des Warrants Turbo Bull à barrière désactivante (désactivation) Les Warrants Turbo Bull à barrière désactivante permettent aux investisseurs de participer avec un effet de levier à la performance positive de la valeur sousjacente. En contrepartie, cependant, ils participent également sur une base à effet multiplicateur à toute performance négative de la valeur sous-jacente en prenant en plus le risque que le Warrant Turbo Bull à barrière désactivante perde sa valeur ou quasiment sa valeur immédiatement (événement knock-out) si le prix d'observation de la valeur sous-jacente chute au niveau ou au-dessous de la barrière désactivante à tout moment pendant la période d'observation au cours des heures d'observation. À la date d'échéance, le montant reçu par les investisseurs est égal à l'excédent, multiplié par le coefficient multiplicateur, entre le prix de référence de la valeur sous-jacente à la date d'évaluation et le prix d'exercice correspondant. Si le prix d'observation de la valeur sous-jacente atteint ou chute au-dessous de la barrière désactivante à tout moment pendant la période d'observation au cours des heures d'observation (moment de désactivation), le Warrant Turbo Bull à barrière désactivante expire, soit sans valeur, soit, si les Conditions Définitives le prévoient, presque sans valeur à un faible montant.
C.16	Indiquer la date d'expiration ou d'échéance des instruments dérivés ainsi que la date d'exercice ou la date finale de référence.	Date d'échéance: 28.03.2014 Date d'exercice: Date d'évaluation Date d'évaluation: 21.03.2014
C.17	Décrire la procédure de règlement des instruments dérivés.	Dans le cas de Warrants à exercice automatique, cà-d. d'une modalité d'exercice européenne, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au crédit des

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		détenteurs du warrant enregistrés auprès du dépositaire central à la clôture du jour ouvrable bancaire précédent au siège social du dépositaire central de titres.
		Le dépositaire central de titres s'est engagé auprès de l'Émetteur à faire un transfert ultérieur correspondant.
C.18	Indiquer les modalités relatives au produit des instruments dérivés.	Dans le cas de Warrants à modalité d'exercice européenne, le droit d'option ne peut être exercé par le détenteur du warrant qu'à la date d'évaluation pour le warrant concerné. Si le montant en numéraire aboutit à une valeur positive, le droit d'option attaché au warrant concerné est considéré exercé à la date d'évaluation sans autres conditions préalables et sans soumission d'une notification explicite d'exercice (« Exercice Automatique »).
C.19	Indiquer le prix d'exercice ou le prix de référence final du sous-jacent.	Prix de référence à la date d'évaluation : Cours de clôture
C.20	Décrire le type de	Type: indice d'actions
	sous-jacent utilisé et indiquer où trouver	WKN (Numéro d'identification des valeurs mobilières allemandes): 965814
	les informations à son	ISIN: <i>EU0009658145</i>
	sujet.	Sous-jacent: EURO STOXX 50
		Calculateur d'indice concerné: STOXX Limited, Zürich
		Page de Reuters: .STOXX50E
		Site Web: www.stoxx.com
Section	n D – Risques	
D.2	Fournir les	Risque d'arrêt ou de restriction de la fixation du prix par l'Emetteur
	informations clés concernant les principaux risques propres à l'émetteur.	Si l'Émetteur devait limiter ou abandonner complètement son intention de fixer les prix de l'offre et de la demande, le danger existerait, au cas où les prix des Warrants ne seraient pas fixés par aucune autre partie, que les investisseurs doivent attendre l'échéance finale des Warrants ou, lorsque l'exercice est possible, qu'ils doivent exercer leur droit d'option.
		Risque de liquidité en dépit d'un accord de transfert de pouvoir et de pertes et profits
		L'Émetteur ne serait également pas en mesure d'honorer les obligations liées aux titres en dépit d'un accord de transfert de pouvoir et de pertes et profits si, dans le cas où l'Émetteur générait une perte nette, bien que la maison mère directe soit en principe tenue de prendre cette perte à son compte, il était incapable ou non disposé à se conformer à cet engagement contractuel en raison de ses propres difficultés de trésorerie ou de surendettement.
		Courtage de transactions pour d'autres sociétés du Groupe et répartition du travail au sein de Citigroup
		L'essentiel du revenu de commission de l'Émetteur se compose du revenu des

prix de cession des transactions de courtage avec les sociétés apparentées. Les coûts pour l'Émetteur résultant de l'échange de services avec différentes sociétés du Groupe sont remboursés sur la base des accords existants en utilisant les prix de cession. À cette fin, le revenu et les dépenses, en particulier le revenu de commission pour les transactions réalisées avec l'assistance de la banque à titre de conseiller dans le cadre de ses activités commerciales, sont déterminés et alloués aux différents secteurs fournissant les services. Les transactions se rapportent à la négociation sur les titres, les émissions d'obligations et la gestion financière d'entreprise ainsi qu'à la vente de produits structurés, dérivés de titres de sociétés et les produits de gestion de devises, et aux opérations bancaires internationales. Ce processus est coordonné étroitement dans l'ensemble des secteurs avec Citigroup Global Markets Limited, Londres, en particulier, et également avec Citibank, N.A., Londres.

Si une décision était prise au sein de Citigroup pour réaffecter les activités concernées à d'autres sociétés du Groupe, l'Émetteur pourrait perdre une importante source de revenu.

Les risques de l'activité de prêt

Le portefeuille de prêt de l'Émetteur consiste principalement en prêts accordés à des clients internationaux dans les secteurs de l'industrie et des services financiers ayant des notations de crédit de qualité. Les défauts de remboursement de prêt ont été évités ces dernières années grâce à cette politique commerciale. Le portefeuille de prêts consiste principalement en un nombre raisonnable d'unités empruntrices, comme le prescrit la loi allemande sur les opérations bancaires. Si des emprunteurs individuels importants du portefeuille de l'Émetteur n'étaient pas en mesure d'honorer leurs obligations, une forte hausse des provisions pour pertes sur prêt serait envisageable en principe et des défauts de remboursement sur prêts pourraient se produire.

Risque de taux d'intérêt

Le département des risques et trésorerie évalue et maîtrise le risque sur taux d'intérêt de l'Émetteur. L'exposition de l'Émetteur à des fluctuations des taux d'intérêt peut être un risque à moyen ou à long terme pour la détention de titres liquides si ceux-ci n'étaient pas à l'origine couverts par des transactions de couverture telles que des accords de swap de taux d'intérêt. Il en va de même pour les emprunts à moyen et long terme accordés par l'Émetteur. Un risque significatif de fluctuation des taux d'intérêt pourrait survenir lorsque les taux d'intérêt ne font pas l'objet d'un suivi attentif et en temps opportun, ce qui peut générer le danger concomitant qu'une mesure pour couvrir une telle exposition au risque de taux d'intérêt ne soit pas prise suffisamment tôt.

Risque opérationnel

L'Émetteur a transféré un certain nombre de domaines qui sont importants pour une gestion et un contrôle appropriés de ses activités économiques et les risques qui s'y rapportent à d'autres sociétés au sein et à l'extérieur de Citigroup. Au cas où les sociétés auxquelles ces domaines ont été transférés ne s'acquitteraient pas de leurs obligations contractuelles ou ne le feraient pas en temps opportun, la capacité de l'Émetteur à assumer ses propres obligations découlant des titres qu'il a émis aux dates prévues pourrait également être compromise.

Risque fiscal

Les décisions fiscales prises concernant l'Émetteur sont régulièrement soumises à un examen ultérieur sous forme d'audit fiscal externe ou d'arbitrage des affaires individuelles par les tribunaux compétents. Cette pratique est courante et signifie qu'un rappel d'impôts peut être décidé par l'administration fiscale des années après l'évaluation initiale en raison d'un contrôle fiscal ou d'une décision à portée générale rendue par un tribunal fiscal.

Risques généraux liés à l'activité

• Risque de règlement

Le risque qu'une transaction soit traitée de manière incorrecte, ou qu'une transaction soit exécutée différemment des intentions et des attentes de la direction de l'Emetteur.

• Risque en matière d'information

Le risque que l'information, qui a été produite, reçue, transmise ou conservée au sein ou à l'extérieur du siège social de l'Émetteur ne soit plus accessible. En outre, de telles informations peuvent être de qualité médiocre ou avoir été mal exploitées ou encore avoir été obtenues sans autorisation. Le risque en matière d'information inclut également les risques provenant des systèmes en tant que tels et utilisés pour le traitement de l'information.

Risque de réputation

Il représente le risque pour l'Emetteur que la relation avec ses clients se détériore si le niveau de qualité de ses services est insuffisant ou le risque que les transactions soient traitées de manière incorrecte. Ce risque inclut également le risque de développer des relations d'affaires avec des contreparties dont les pratiques ne sont pas conformes aux normes ou à l'éthique de l'Émetteur.

• Risque lié au personnel

L'Émetteur fait appel à des professionnels et des cadres dirigeants qualifiés. Le risque lié au personnel inclut le risque d'une rotation importante du personnel et le risque que l'Émetteur ne soit pas en mesure de retenir un personnel qualifié en nombre suffisant, mais également le risque que les employés de l'Émetteur enfreignent en connaissance de cause ou par négligence les règles fixées ou les standards éthiques de pratique établis par la société.

• Risques juridiques et réglementaires

L'Émetteur considère les risques juridiques comme tout risque résultant des contrats engageant sa responsabilité et de la loi applicable. Les risques réglementaires résultent de l'environnement juridique dans lequel l'Émetteur réalise ses opérations.

Risques de fraude

Risques internes et externes de fraude tels que la corruption, le délit d'initié

D.6 Fournir les informations clés concernant les principaux risques propres aux valeurs mobilières. Inclure un avertissement informant l'investisseur qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de investissement et/ou, si le risque encouru par l'investisseur ne se limite pas à la valeur de son investissement, une mention de ce fait, assortie d'une description des cas où ce surcroît de risque se matérialise ainsi des effets que financiers probables cette matérialisation.

et le vol de données.

Facteurs généraux de risque des Warrants

Risque de perte totale

Les Warrants constituent des instruments d'investissement particulièrement risqués. Ils impliquent un niveau de risque particulièrement élevé de perdre le capital investi, y compris une perte totale, plus les coûts de transaction encourus et tous les coûts d'emprunt.

Risque de défaillance de l'Émetteur des Warrants

Au cas où l'Émetteur deviendrait insolvable, les investisseurs pourraient subir une perte pouvant aller jusqu'à une perte totale. En tant que titres au porteur, les Warrants n'entrent pas dans le champ des dispositions prévues pour la protection des dépôts.

Risque résultant de fluctuations de prix des Warrants supérieures à la moyenne (effet de levier)

L'une des principales caractéristiques des Warrants est l'effet de levier : une évolution du cours de la valeur sous-jacente peut entraîner une variation disproportionnée du cours du Warrant. En même temps, les Warrants génèrent également des risques de perte supérieurs à la moyenne.

Risque d'absence ou de non-fonctionnement d'un marché secondaire de Warrants ou de manque de disponibilité du système de transactions électroniques de l'Émetteur

Les investisseurs ne devraient pas présumer qu'ils seront en mesure de vendre un Warrant à un moment particulier ou à un prix particulier pendant sa période de validité. Les investisseurs devraient plutôt partir de l'hypothèse que le prix en bourse ne peut se situer que dans les limites de la fourchette de prix acheteur et vendeur indiquée par l'Émetteur, si elle est disponible, et que leurs ordres d'achat ou de vente en bourse seront exécutés avec l'Émetteur en qualité de contrepartie directe ou indirecte.

Risque lié à la cessation du négoce sur le marché secondaire immédiatement avant une échéance finale

L'Emetteur et/ou le marché cessent de négocier les Warrants juste avant leur date d'évaluation. Cependant, le prix de référence de la valeur sous-jacente à la date d'évaluation et/ou le taux de change applicable, lesquels sont importants dans la détermination du montant des Warrants, peuvent varier entre le dernier jour de cotation et la date d'échéance, dans un sens défavorable à l'investisseur. Il existe un risque particulier que le prix de la valeur sous-jacente atteigne, chute audessous ou dépasse une barrière pour la première fois juste avant que le prix de référence à la date d'évaluation soit déterminé et après la clôture de la cotation sur le marché secondaire.

Risque sur la devise relatif à la valeur intrinsèque des Warrants

La performance de l'investissement est soumise à un risque sur la devise si la valeur sous-jacente sur laquelle les Warrants sont basés est libellée dans une devise autre que la devise dans laquelle le montant en numéraire est versé (devise

de règlement).

Risques d'événements perturbant le fonctionnement du marché

En cas de survenue d'événements perturbant le fonctionnement du marché pour la valeur sous-jacente, l'Émetteur a le droit de repousser la date d'évaluation du prix de référence de l'exercice. Ceci peut entraîner un risque supplémentaire pour les investisseurs si la valeur sous-jacente réalise une performance négative pendant la durée du report ou, le cas échéant, si le taux de change utilisé pour convertir la valeur intrinsèque en devise de règlement fluctue dans un sens défavorable à l'investisseur.

Facteurs de risque spécifiques au produit

Risque relatif à la perte de la valeur temps des Warrants en fonction de la durée résiduelle

Le prix des Warrants est calculé sur la base de deux composants du prix (la valeur intrinsèque et la valeur temps) La valeur intrinsèque des Warrants pendant leur période de validité est égale à la différence (si elle est positive), multipliée par le coefficient multiplicateur, entre la valeur sous-jacente et le prix d'exercice (warrants Call). Le montant de la valeur temps, d'autre part, est essentiellement déterminée en fonction de la durée résiduelle du Warrant et de la fréquence et de l'intensité des fluctuations du prix de la valeur sous-jacente attendues par l'Émetteur pendant la durée résiduelle du Warrant (volatilité implicite).

Risques relatifs à d'autres facteurs affectant la valeur comme les taux d'intérêt du marché monétaire, les dividendes attendus et les coûts de refinancement de l'Émetteur

Les autres facteurs affectant le prix des Warrants comprennent, notamment, les taux d'intérêt sur le marché monétaire pour la durée résiduelle, le revenu attendu des transactions de couverture de l'Émetteur concernant la valeur sous-jacente et le niveau des coûts de refinancement de l'Émetteur pour réaliser ces transactions de couverture.

Même si le prix de la valeur sous-jacente s'élève, dans le cas d'une option call, ou chute, dans le cas d'une option put, la valeur du Warrant peut diminuer en raison des autres facteurs affectant la valeur. Compte tenu de la durée de validité limitée du Warrant, aucune garantie ne peut être donnée quant à une remontée du prix du Warrant dans les délais. Plus la durée résiduelle est courte, plus le risque est grand.

Risque relatif aux transactions de couverture sur la valeur sous-jacente dans le cas de Warrants à barrière désactivante

Dans le cas de Warrants à barrière désactivante, on ne peut exclure l'éventualité que les activités de l'Émetteur pour la prise ou le débouclement de positions de couverture puissent intensifier les fluctuations de prix de la valeur sous-jacente des Warrants au point qu'un événement désactivant soit déclenché et qu'en conséquence les droits d'option expirent prématurément sans valeur.

Risque de survenue d'un événement désactivant en dehors des heures de négociation sur le marché secondaire

Les investisseurs sont en principe exposés au risque qu'un événement désactivant

puisse également se produire en dehors des heures où les Warrants sont habituellement négociés. Ce risque est particulièrement significatif dans les circonstances où les heures de négociation pour les Warrants diffèrent des heures de négociation normales des valeurs sous-jacentes.

Risque de perte totale avant l'échéance en raison de la survenue d'un événement désactivant

La période de validité des Warrants Turbo Bull expire prématurément au moment de la désactivation et les droits d'option Turbo expirent sans valeur, au cas où le prix de la valeur sous-jacente défini dans les termes et conditions est égal à ou inférieur (Bull) la barrière désactivante du Warrant Turbo au cours d'une période d'observation définie dans les termes et conditions. Si un événement désactivant se produit, les investisseurs subiront une perte totale de leur capital investi.

Risque sur le prix relatif à un accroissement de la volatilité implicite

Dans le cas des Warrants Turbo, le prix des Warrants pendant leur période de validité est influencé par d'autres facteurs affectant la valeur en plus du prix de la valeur sous-jacente, notamment la volatilité implicite de la valeur sous-jacente. Du point de vue de l'investisseur, une augmentation de la volatilité implicite de la valeur sous-jacente représente un risque sur le prix si le prix de la valeur sous-jacente est proche de la barrière désactivante.

Risque de perte totale en raison de bonds du prix de la valeur sous-jacente (risque de gap)

Le risque d'un bond du prix de la valeur sous-jacente, par exemple entre l'heure de clôture des négociations la veille et l'heure d'ouverture des cours le lendemain, qui pourrait déclencher un événement désactivant, est dénommé risque de gap.

<u>Facteurs de risque spécifiques à la valeur sous-jacente</u> Risque relatif aux indices en tant que valeur sous-jacente

Dans le cas des Warrants basés sur des indices, le niveau du montant à payer dépend de la performance de l'indice. Les risques associés à l'indice représentent donc aussi des risques associés aux Warrants. La performance de l'indice dépend alternativement des éléments individuels constitutifs de l'indice. Pendant la période de validité des Warrants, cependant, leur valeur de marché peut ne pas refléter la performance de l'indice ou des éléments constitutifs de l'indice.

Section E - Offre

E.3

E.2b Indiquer les raisons de l'offre et l'utilisation prévue du produit de celle-ci, lorsqu'il s'agit de raisons autres que la réalisation d'un bénéfice et/ou la couverture de certains risques.

Décrire les modalités et

Sans objet; les raisons de l'offre sont de réaliser des profits et/ou de prendre une couverture par rapport à certains risques et le produit net de l'émission de Warrants présentés dans le Prospectus de Base seront utilisés par l'Émetteur à des fins générales.

Méthode de présentation de l'offre, offreur et date d'émission des Warrants

les conditions l'offre.

Les Warrants sont offerts de gré à gré en continu.

L'offre des Warrants commence en France le 22.01.2014.

Les offreur des Warrants est: l'Émetteur

La date d'émission est: 22.01.2014

Restriction imposée à la libre négociabilité des valeurs mobilières

Les Warrants peuvent être offerts ou vendus seulement si l'ensemble des lois et règlementations relatives aux valeurs mobilières en vigueur dans la juridiction dans laquelle un achat, une offre, une vente ou une livraison de Warrants est effectué ou dans laquelle le présent document est diffusé ou conservé pour inspection ont été respectées, et si tous les consentements ou autorisations nécessaires pour l'achat, l'offre, la vente ou la livraison des Warrants conformément aux normes légales en vigueur dans cette juridiction ont été obtenus.

En particulier, les Warrants ne sont pas et ne seront pas enregistrés conformément à la Loi sur les valeurs mobilières des États-Unis (*United States Securities Act*) de 1933 telle qu'amendée. Ils ne peuvent être offerts, vendus, négociés ou livrés au sein des États-Unis directement ou indirectement par ou pour le compte d'un ressortissant des États-Unis (comme défini dans la Réglementation S conformément à la Loi sur les valeurs mobilières des États-Unis de 1933), excepté dans le cas d'exemption des conditions d'enregistrement de la Loi sur les valeurs mobilières. Toute personne recevant le montant de liquidités correspondant aux termes et conditions est considérée comme ayant fait une déclaration indiquant que la personne titulaire des droits découlant des Warrants n'est pas un ressortissant des États-Unis.

Prix d'émission, frais et taxes relatifs à l'achat

Le prix d'émission initial est de EUR 0,68.

Sans objet, l'achat de Warrants ne faisant supporter aucun coût ou taxe à l'Émetteur notamment pour les acheteurs ou les souscripteurs.

E.4 Décrire tout intérêt, y compris les intérêts conflictuels, pouvant influer sensiblement sur l'émission/l'offre.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui agissent généralement en qualité d'agent de calcul des Warrants. Cette activité peut entraîner des conflits d'intérêt dans la mesure où les responsabilités de l'agent de calcul comprennent certaines déterminations et décisions qui pourraient avoir un effet négatif sur le prix des Warrants ou le montant des liquidités.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent s'engager dans des transactions de négoce sur la valeur sous-jacente, sur d'autres instruments qui s'y rapportent, ou sur des dérivés, des options boursières ou des contrats à terme en bourse, ou peuvent émettre d'autres valeurs et dérivés fondés sur la valeur sous-jacente. Les sociétés peuvent également intervenir dans l'acquisition de nouvelles parts ou d'autres titres de la valeur sous-jacente ou, dans le cas d'indices de valeurs, de sociétés individuelles incluses dans l'indice, ou agir en qualité de conseillers financiers pour les entités auxquelles il est fait référence ou collaborer avec elle dans le secteur de la banque d'affaires. Les sociétés sont

tenues de s'acquitter de leurs obligations à ce titre, indépendamment des conséquences qui peuvent en résulter pour les détenteurs de warrants et, le cas échéant, devront prendre les mesures qu'elles considèrent nécessaires ou appropriées pour se protéger ou sauvegarder leurs intérêts dans le cadre de ces relations d'affaires. Les activités visées ci-dessus pourraient entraîner des conflits d'intérêt et avoir un effet négatif sur le prix de la valeur sous-jacente ou des titres qui lui sont associés comme les Warrants. L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent émettre des titres dérivés supplémentaires fondés sur la valeur sous-jacente, ou sur des éléments constitutifs de la valeur sous-jacente, notamment des titres dont les caractéristiques sont identiques ou similaires à celles des Warrants. L'introduction de tels produits, qui concurrencent les Warrants, peuvent avoir un effet sur le prix de la valeur sous-jacente ou les éléments constitutifs de la valeur sous-jacente et donc aussi sur le prix des Warrants. L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent recevoir des informations de nature non publique se rapportant à la valeur sous-jacente, ou à des éléments constitutifs de la valeur sous-jacente, mais ne sont pas tenus de les communiquer aux détenteurs de warrants. De plus, les sociétés appartenant à Citigroup ou affiliées à lui peuvent publier des rapports de recherche se rapportant à la valeur sousjacente ou aux éléments constitutifs de la valeur sous-jacente. Les activités de ce type peuvent créer certains conflits d'intérêt et affecter le prix des Warrants. Donner une estimation Les dépenses estimées pour les Warrants, y compris le coût d'admission à la des dépenses facturées négociation sont compris(es) dans le prix d'émission ou au prix de vente, le cas

E.7 l'investisseur l'émetteur ou l'offreur. échéant. Si l'investisseur achète des Warrants auprès d'un distributeur, le prix d'achat à payer par l'investisseur pourra comprendre des commissions de vente devant être communiquées au distributeur.

Citigroup Global Markets Deutschland AG

Frankfurt am Main

(Issuer)

Final Terms dated

21 January 2014

to the

Tripartite Base Prospectus dated 13 May 2013 as amended (the "Tripartite Base Prospectus")

TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT

based on the following underlying:

Alstom

ISIN: DE000CF6Z543

The respective Final Terms to the Tripartite Base Prospectus will be made available as a separate document in paper form free of charge at the address of the relevant paying agent and published on the Issuer's website (www.citifirst.com).

The subject matter of the Final Terms is Turbo Warrants with knock-out (Product No. 2) (the "Warrants" or the "Series") based on a share or a security representing shares, issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer").

The Final Terms were prepared in accordance with Article 5 (4) of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (as most recently amended by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010) (the "Prospectus Directive") and must be read in conjunction with the Tripartite Base Prospectus (consisting of the Summary and the Securities Note, each dated 13 May 2013, and the Registration Form of Citigroup Global Markets Deutschland AG dated 3 May 2013, including any supplements). Complete information about the Issuer and the offer of the Warrants can be obtained only from a synopsis of these Final Terms together with the Tripartite Base Prospectus (including all related supplements, if any).

The Final Terms to the Tripartite Base Prospectus take the form of a separate document within the meaning of Article 26 (5) of Commission Regulation (EC) No. 809/2004 of 29 April 2004 as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012 and Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012 (the "**Prospectus Regulation**").

An issue specific summary that has been completed for the Warrants is attached to these Final Terms.

INFORMATION ABOUT THE TERMS AND CONDITIONS – ISSUE SPECIFIC CONDITIONS

With respect to the Series of Warrants, the Issue Specific Conditions applicable to the Turbo Bull or Bear Warrants with Knock-Out, as replicated in the following from the Tripartite Base Prospectus and supplemented by the information in the Annex to the Issue Specific Conditions as set out below, and the General Conditions contain the conditions applicable to the Warrants (referred to together as the "Conditions"). The Issue Specific Conditions should be read in conjunction with the General Conditions.

Part A. Product Specific Conditions

No. 1 Option Right

Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer") hereby grants the holder (each a "Warrant Holder") of Turbo Bull or Bear Warrants with Knock-Out (the "Warrants"), based on the Underlying as specified in detail in each case in Table 1 and Table 2 of the Annex to the Issue Specific Conditions, the right (the "Option Right") to require the Issuer to pay the Cash Amount (No. 2 (1) of the Issue Specific Conditions) or the Termination Amount (No. 2 of the General Conditions) in accordance with these Terms and Conditions.

No. 2 Cash Amount; Definitions

- (1) The "Cash Amount" for each Warrant, subject to the occurrence of a Knock-Out Event (No. 2a of the Issue Specific Conditions) or the early redemption of the Warrants by the Issuer (No. 2 of the General Conditions), shall be the Intrinsic Value of a Warrant, if the latter is already expressed in the Settlement Currency, or the Intrinsic Value of a Warrant converted into the Settlement Currency using the Reference Rate for Currency Conversion.
- (2) The "Intrinsic Value" of a Warrant shall be the difference, expressed in the Reference Currency and multiplied by the Multiplier, by which the Reference Price of the Underlying determined on the Valuation Date is higher than (Bull Warrants) or lower than (Bear Warrants) the respective Strike.
- (3) The following definitions shall apply in these Terms and Conditions:

"Additional Securities Euroclear System, Brussels; Clearstream Banking S.A.,

Depositaries": Luxembourg

"Auxiliary Location": London, United Kingdom

"Banking Day": Every day on which the commercial banks in Paris and

Frankfurt am Main are open for business, including trade

in foreign currencies and the receipt of foreign currency deposits (except for Saturdays and Sundays), the TARGET2-System is open and the Central Securities Depositary settles payments. "TARGET2-System" shall mean the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) payment system or any successor system.

"Central Securities Depositary": Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

France

France

"Clearing Territory of the

Central Securities Depositary":

"Currency Conversion Date": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Exchange Rate Reference

Agent":

not applicable

"Exercise Date": Valuation Date.

"Form of the Warrants": The Warrants will be issued in dematerialized bearer form

(au porteur) and inscribed in the books of the Central Securities Depositary which shall credit the accounts of the Account Holders. No physical document of title (including certificats représentatifs pursuant to Article R.211-7 of the French Monetary and Financial Code (Code monétaire et financier)) will be issued in respect of

the Warrants.

"Issue Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Issuer's Website": www.citifirst.com

"**Knock-Out Barrier**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Knock-Out Cash Amount": zero

"Maturity Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Minimum Exercise Volume": 1 Warrant(s) per ISIN or an integral multiple thereof

"Minimum Trading Volume": 1 Warrant(s) per ISIN or an integral multiple thereof

"Modified Valuation Date + 1": not applicable

"Modified Valuation Date": not applicable

"Multiplier": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Number": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"**Observation Period**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"**Reference Currency**": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"**Reference Price**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Reference Rate for Currency

Conversion":

not applicable

"Settlement Currency": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Strike": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"**Type**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type of Exercise": European

"**Underlying**": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Valuation Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation

Date.

"Valuation Date + 1": not applicable

No. 2a Knock-Out

If the Observation Price of the Underlying (No. 5 (2) of the Issue Specific Conditions) expressed in the Reference Currency is equal to or falls below (Bull Warrants) or is equal to or exceeds (Bear Warrants) the Knock-Out Barrier of the Warrant specified in Table 1 of the Annex to the Issue Specific Conditions (the "**Knock-Out Event**") during the Observation Period (No. 2 (3) of the Issue Specific Conditions) during the Observation Hours (No. 5 (2) of the Issue Specific Conditions) at any time (referred to in the following as the "**Knock-Out Time**"), the term of the Warrants shall end early at the Knock-Out Time. In this event, the Cash Amount for each Warrant shall be equal to the Knock-Out Cash Amount (No. 2 (3) of the Issue Specific Conditions). The Issuer will give notice without delay in accordance with No. 4 of the General Conditions that the price of the Underlying has reached or fallen below (Bull Warrants) or reached or exceeded (Bear Warrants) the Knock-Out Barrier.

No. 3 Exercise of the Option Rights

I. Applicable in the case of Warrants with a European Type of Exercise (as indicated for the respective series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

- (1) The Option Right may be exercised by the Warrant Holder only with effect as of the Valuation Date for the respective Warrant.
 - If the Cash Amount results in a positive value, the Option Right attaching to the respective Warrant shall be deemed to be exercised on the Valuation Date without further preconditions and without the submission of an explicit Exercise Notice (referred to in the following as "Automatic Exercise").
- (2) The Issuer will transfer any positive Cash Amount to the Central Securities Depositary on the Maturity Date for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid.
- (3) The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer. In the event that the onward transfer of the Cash Amount or of the fair market value is not possible within three months after the Maturity Date ("Presentation Period"), the Issuer shall be entitled to deposit the relevant amounts with the Frankfurt am Main Local Court for the Warrant Holders at their risk and expense with a waiver of its right to reclaim those amounts. Upon the deposit of the relevant amounts with the Court, the claims of the Warrant Holders against the Issuer shall expire.
- (4) All taxes or other levies that may be incurred in connection with the payment of the Cash Amount or of the fair market value shall be borne by the Warrant Holders.
- (5) If the Valuation Date falls between the date on which the Issuer determines that there are grounds for making an Adjustment in accordance with No. 6 of the Issue Specific Conditions and the date on which the Issuer has given notice of the Adjustments (referred to in the following as the "Adjustment Period"), the Valuation Date shall be the first Banking Day common to the head office of the Issuer and to the location of the Central Securities Depositary following the date on which the Issuer has given notice of the Adjustments for the Valuation Date. The calculation of the Cash Amount in accordance with No. 2 of the Issue Specific Conditions shall be based on the relevant Reference Price of the Underlying on the Valuation Date together with the Adjustments made by the Issuer.
- (6) The Cash Amount and the fair market value shall be paid in the Settlement Currency without a requirement for the Issuer to give notice of any kind.
- (7) A declaration shall be deemed to have been made automatically that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and,

if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell, resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the respective series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

(1) For the exercise of the Warrants to be effective, the holder of the respective Warrant must comply with the preconditions set out below with respect to the relevant Exercise Agent within the Exercise Period for the respective Warrant. The Exercise Period for the Warrants shall begin in each case on the third Banking Day after the Issue Date and shall end in each case at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the Valuation Date or, if the Reference Price of the Underlying is usually determined before 11.00 a.m. (local time at the location of the relevant Exercise Agent), the Exercise Period ends at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the last Trading Day preceding the last Valuation Date. The provisions of paragraphs (2) to (4) of this No. 3 II shall also apply.

If the Option Rights are exercised via the Exercise Agent in **France**, the Warrant Holder must submit to Citibank International plc., France (the "**Exercise Agent**") at the following address:

Citibank International plc. - Service Titres, 1-5 Rue Paul Cezanne, 75008 Paris, France

a properly completed "Paris" Exercise Notice for the respective ISIN (International Securities Identification Number) using the form available from the Issuer (referred to in the following as "Exercise Notice") and must have transferred the Warrants which it is intended to exercise

- to the Issuer crediting its account No. 186 at Euroclear France, account nature 51 or its account No. 67098 at Clearstream Luxembourg.

The Exercise Notice must specify:

- the ISIN (International Securities Identification Number) of the Warrant series and the number of Warrants intended to be exercised and
- the account of the Warrant Holder with a bank in France into which the Cash Amount is to be paid. If the Exercise Notice does not specify an account or specifies an account outside France, a check for the Cash Amount will be sent to the Warrant Holder at his risk by normal post to the address given in the Exercise Notice within five (5) Banking Days in Frankfurt am Main and Paris following the Valuation Date.
- Confirmation must also be given that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell

or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell, resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

- (2) The Exercise Notice shall become effective on the Exercise Date according to No. 2 (3) of the Issue Specific Conditions. The Exercise Notice may not be revoked, including during the period prior to the date on which it becomes effective. All of the preconditions set out in No. 3 (1) of the Issue Specific Conditions must be satisfied within five (5) Banking Days of the occurrence of the first precondition. In any other circumstances, the Issuer shall have the right to return any payments already made to the Warrant Holder without interest at his risk and expense; in this event the Exercise Notice shall not become effective.
- (3) Option Rights that have not been exercised effectively in accordance with paragraphs (1) and (2) shall be deemed, subject to early termination by means of extraordinary Termination pursuant to No. 2 of the General Conditions, to be exercised on the final day of the Exercise Period without further preconditions, if the Cash Amount is positive ("Automatic Exercise"). In the event of Automatic Exercise, the confirmation referred to in the last subparagraph of paragraph (1) shall be deemed to have been given automatically. In any other circumstances, all rights arising from the Warrants that have not been exercised effectively by then shall expire on that day and the Warrants shall become invalid.
- (4) All taxes or other levies that may be incurred in connection with the exercise of the Warrants shall be borne by the Warrant Holder.
 - The exercise or settlement amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.
- (5) The Issuer will transfer any Cash Amount to the Central Securities Depositary on the Payment Date upon Exercise for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid.

The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer.

No. 4 (not applicable)

Part B. Underlying Specific Conditions

No. 5 Underlying

- (1) The "**Underlying**" shall be the share or security representing shares specified as the Underlying in Table 2 of the Annex to the Issue Specific Conditions of the Company specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Company**").
- (2) The "Reference Price" of the Underlying shall correspond to the price specified as the Reference Price of the Underlying in Table 1 of the Annex to the Issue Specific Conditions, as calculated and published on Trading Days on the Relevant Exchange specified in Table 2 of the Annex to the Issue Specific Conditions (the "Relevant Exchange"). The "Observation Price" of the Underlying shall correspond to the prices for the Underlying calculated and published on an ongoing basis on the Relevant Exchange on Trading Days. "Observation Hours" shall be the Trading Hours. "Trading Days" shall be days on which the Underlying is normally traded on the Relevant Exchange on Trading Days.

No. 6 Adjustments

(1) If an Adjustment Event pursuant to paragraph (2) of this No. 6 occurs, the Issuer shall determine whether the relevant Adjustment Event has a diluting, concentrative or other effect on the computed value of the Underlying and, if such is the case, shall if necessary make a corresponding Adjustment to the affected features of the Warrants, which in its reasonable discretion is appropriate in order to take account of the diluting, concentrative or other effect and to leave the Warrant Holders as far as possible in the same position in financial terms as they were in before the Adjustment Event took effect. The Adjustments may relate, inter alia, to the Strike, the Multiplier and other relevant features, as well as to the replacement of the Underlying by a basket of shares or other assets or, in the event of a merger, by an adjusted number of shares of the absorbing or newly formed company and, where relevant, the specification of a different exchange as the Relevant Exchange and/or a different currency as the Reference Currency. The Issuer may (but is not obliged to) base the determination of this appropriate Adjustment on the adjustment made in response to the relevant Adjustment Event by a futures exchange, on which options or futures contracts on the Underlying are traded at the time of the Adjustment Event, in respect of options or futures contracts on the relevant share traded on that futures exchange.

(2) An "Adjustment Event" shall be:

- (a) the subdivision (stock split), combination (reverse stock split) or reclassification of the respective shares or the distribution of dividends in the form of bonus shares or stock dividends or a comparable issue;
- (b) the increase in the capital of the Company by means of the issue of new shares in return for capital contributions, with the grant of a direct or indirect subscription right to its shareholders (capital increase for capital contributions);

- (c) the increase of the capital of the Company from its own financial resources (capital increase from corporate funds);
- (d) the grant by the Company to its shareholders of the right to subscribe for bonds or other securities with option or conversion rights (issue of securities with option or conversion rights);
- (e) the distribution of an extraordinary dividend;
- (f) the spin-off of a division of the Company in such a way that a new, independent company is formed or the division is absorbed by a third company, with the grant to the shareholders of the Company of shares in either the new company or the absorbing company for no consideration;
- (g) the permanent delisting of the Underlying on the Relevant Exchange as a result of a merger by absorption or new company formation or for another reason;
- (h) other comparable events that could have a diluting, concentrative or other effect on the calculated value of the Underlying.
- (3) The rules described in the preceding paragraphs shall apply analogously to securities representing shares as the Underlying (such as ADRs, ADSs or GDRs).
- (4) Changes in the method of calculating the Reference Price or other prices for the Underlying that are relevant in accordance with these Terms and Conditions, including a change in the Trading Days or Trading Hours relevant for the Underlying, shall entitle the Issuer to adjust the Option Right accordingly in its reasonable discretion. The Issuer shall determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change.
- (5) In the event that the Underlying is permanently delisted on the Relevant Exchange but continues to be listed on another exchange or another market which the Issuer in its reasonable discretion considers to be suitable (the "New Relevant Exchange"), then, subject to extraordinary Termination of the Warrants by the Issuer pursuant to No. 2 of the General Conditions, the Cash Amount shall be calculated on the basis of the corresponding prices for the Underlying calculated and published on the New Relevant Exchange. In addition, all references in these Terms and Conditions to the Relevant Exchange shall then be deemed, insofar as the context allows, to be references to the New Relevant Exchange.
- (6) In the event that a voluntary or compulsory liquidation, bankruptcy, insolvency, winding up, dissolution or comparable procedure affecting the Company is initiated, or in the event of a process as a result of which all of the shares in the Company or all or substantially all of the assets of the Company are nationalized or expropriated or required to be transferred in some other way to government bodies, authorities or institutions, or if following the occurrence of an event of another kind the Issuer reaches the conclusion that it is not possible to make an Adjustment that would reflect the changes that have occurred appropriately from a financial point of view, then the Issuer will terminate the Warrants pursuant to No. 2 of the General Conditions.
- (7) The Issuer shall give notice of the Adjustments and the date on which the Adjustments become effective in accordance with No. 4 of the General Conditions.

No. 7

Market Disruption Events

(1) If a Market Disruption Event in accordance with paragraph (2) of this No. 7 exists on the Valuation Date, then the Valuation Date shall be postponed to the next following day which fulfills the criteria for a Valuation Date in accordance with No. 2 of the Issue Specific Conditions and on which a Market Disruption Event no longer exists. The Issuer shall endeavor to give notice to the Warrant Holders without delay in accordance with No. 4 of the General Conditions that a Market Disruption Event has occurred. However, there shall be no obligation to give notice. If, as a result of the provisions of this paragraph, the Valuation Date has been postponed for five (5) consecutive days that fulfill the criteria for a Valuation Date in accordance with No. 2 (3) of the Issue Specific Conditions and if the Market Disruption Event continues to exist on that day as well, then that day shall be deemed to be the Valuation Date and the Issuer shall determine the Cash Amount in its reasonable discretion taking account of the market conditions prevailing on any such deemed Valuation Date.

(2) "Market Disruption Event" shall mean

- (i) the suspension or restriction of trading in the Underlying on the Relevant Exchange, or
- (ii) the suspension or restriction of trading (including the lending market) in a futures or options contract based on the Underlying on a Futures Exchange on which futures or options contracts based on the Underlying are traded (the "Futures Exchange");

if that suspension or restriction occurs or exists in the last half-hour before the calculation of the closing price of the Underlying that would normally take place and is material as determined by the Issuer in its reasonable discretion. A change in the Trading Days or Trading Hours on or during which the Underlying is traded does not constitute a Market Disruption Event, provided that the change takes place as the result of a previously announced change in the trading regulations by the Relevant Exchange.

ANNEX TO THE ISSUE SPECIFIC CONDITIONS

Table 1 – supplementary to Part A. Product Specific Conditions

Issue Date: 22/01/2014

Initial value date in France: 27/01/2014

ISIN / Local Trading Code	Underlying	Type	Quanto	Initial Issue Price	Settlement	Strike / Knock-Out Barrier	Multiplier	Observation Period / Valuation Date /	Type of Exercise	Number	Reference Price of the Underlying
Trauling Code				TILL	"Currency of the			Maturity Date			("Reference Price")
					Issue")			-			
DE000CF6Z543 /	Alstom	BULL	No	EUR 0.63	Euro (EUR)	EUR 23.00 / EUR	0.1	22/01/2014 to 19/06/2014	European	3,000,000	Closing price
5050C						23.00		/ 19/06/2014 / 26/06/2014			

Table 2 – supplementary to Part B. Underlying Specific Conditions

Underlying (Company) / Share type	ISIN or Reuters Code	Relevant Stock Exchange	Currency Conversion Date	Currency in which the
	of the Underlying			Reference Price is expressed
				("Reference Currency")
Alstom SA / Common Shares	FR0010220475	Euronext Paris	not applicable	Euro (EUR)

The following specific meanings shall apply in this context:

Deutsche Börse : Deutsche Börse AG, Frankfurt, Germany (XETRA®)

EUREX : EUREX, Frankfurt, Germany

STOXX Limited, Zurich, Switzerland : STOXX Limited, Zurich, Switzerland

Dow Jones & Company, Inc., New York, U.S.A.
NASDAQ Stock Market, Inc.

Solvent Dow Jones & Company, Inc., New York, U.S.A.
NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

Nikkei Inc. : Nikkei Inc., Tokyo, Japan

Standard & Poor's Corp., New York, N.Y., U.S.A.

AEX Options and Futures Exchange : AEX Options and Futures Exchange, Amsterdam, The Netherlands

Bolsa de Derivados Portugal, Lisbon, Portugal : Bolsa de Derivados Portugal, Lisbon, Portugal

EUREX, Zurich, Switzerland

Euronext Amsterdam/ Euronext Lisbon/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext Paris

Euronext Amsterdam N.V., Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext Paris

Paris S.A., Paris, France

Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.) : Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.), Helsinki, Finland

Helsinki Derivatives Exchange (HEX Ltd.) : Helsinki Derivatives Exchange (HEX Ltd.), Helsinki, Finland

HSIL : Hang Seng Indexes Company Limited ("HSIL"), Hong Kong, China

Madrid stock exchange : Bolsa de Madrid, Madrid, Spain

MEFF:Mercado de Futures Financieros Madrid, Madrid, SpainNYSE:New York Stock Exchange, New York, NY, USAOCC:Options Clearing Corporation, Chicago, Illinois, USA

OSE : Osaka Securities Exchange, Osaka, Japan TSE : Tokyo Stock Exchange, Tokyo, Japan

SIX Swiss Exchange, Swiss Exchange : SIX Swiss Exchange, Switzerland

RISK FACTORS

Investors should read carefully the risk factors set out under "I. Risk factors of Warrants" in the Securities Note and under 1. in the Registration Form.

In particular, the following optional risk factors that relate only to certain types of Warrants are applicable to these Warrants (please refer to "I. Risk factors of Warrants" in the Securities Note):

- Risk relating to the loss of time value of Warrants depending on the remaining term
- Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs
- Risk relating to hedging transactions in the underlying in the case of Warrants with knock-out
- Risk from the occurrence of a knock-out event outside the trading hours in the secondary market

In the case of Turbo Warrants for which the knock-out barrier is equal to the strike, the following risk factors also apply:

- Risk of total loss prior to maturity if a knock-out event occurs
- Price risk in connection with rising implied volatility
- Risk of jumps in the price of the underlying (gap risk)

ADDITIONAL INFORMATION

Name and address of the paying agents and the calculation agent

Paying Agent(s):

Citigroup Global Markets Ltd., 1-5 Rue Paul Cézanne, 75008 Paris, France

Calculation Agent:

Citigroup Global Markets Deutschland AG, Frankfurter Welle, Reuterweg 16, D-60323 Frankfurt am Main, Federal Republic of Germany

Conflicts of interest

With respect to interests of natural and legal persons involved in the issue and resulting potential conflicts of interest, please refer to "4. Risk of conflicts of interest" under "I. Risk factors of Warrants" in the Securities Note.

Offer method

The Warrants are being offered over-the-counter on a continuous basis in one series.

The offer of the Warrants begins in France on 22/01/2014.

Stock exchange listing

The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.

Consent to the use of the Prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*, "WpPG").

Issue price, price calculation and costs and taxes on purchase

The initial issue price is specified in Table 1 of the annex to the Issue Specific Conditions.

Both the initial issue price and the bid and offered prices quoted by the Issuer during the term of the Warrants are calculated using theoretical pricing models. In this context, the bid and offered prices for the Warrants are determined on the basis, among other things, of the mathematical value of the Warrants, the costs of hedging and accepting risk and the expected return. Please see also the information provided under "Risk relating to the calculation of the warrant prices" and "4. Risk of conflicts of interest", both in Section "I. Risk factors of Warrants".

No costs or taxes of any kind for the warrant holders will be deducted by the Issuer whether the

Warrants are purchased off-market (in countries where this is permitted by law) or via a stock exchange. Such costs or taxes should be distinguished from the fees and costs charged to the purchaser of the Warrants by his bank for executing the securities order, which are generally shown separately on the statement for the purchase transaction in addition to the price of the Warrants. The latter costs depend solely on the particular terms of business of the warrant purchaser's bank. In the case of a purchase via a stock exchange, additional fees and expenses are also incurred. Furthermore, warrant holders are generally charged an individual fee in each case by their bank for managing the securities account. Notwithstanding the foregoing, profits arising from the Warrants or capital represented by the Warrants may be subject to taxation.

Information on the underlying

Website: www.alstom.com

Disclaimers in relation to Share Prices used as Underlyings

Insofar as share prices are the underlying of Warrants issued by the issuer and described in this Final Terms document, the respective public limited company that has issued the relevant shares, to whose reference price the Warrants relate (the "Issuer of the Underlying"), does not express any recommendation for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main. The Issuer of the underlying neither directly nor indirectly assumes any liability for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main.

The Warrants are the sole obligation of Citigroup Global Markets Deutschland AG and do not involve liability on the part of the Issuer of the underlying. This is not an offer of shares. The Issuer of the underlying has not been and does not want to be involved, neither directly nor indirectly, in deciding the timing of the issue, or the preparation of this document, or the constitution of the option rights under these securities. Furthermore, the Warrant Holder will not have any right through the Warrant to any information, votes or dividends in the Issuer of the underlying.

Publication of additional information

The Issuer does not intend to provide any additional information about the underlying.

The Issuer will publish additional notices described in detail in the terms and conditions. Examples of such notices are adjustments of the features of the Warrants as a result of adjustments relating to the underlying which may, for example, affect the conditions for calculating the cash amount or a replacement of the underlying. A further example is the early redemption of the Warrants if an adjustment cannot be made.

Notices under these terms and conditions are generally published on the Issuer's website. If and to the extent that mandatory provisions of the applicable laws or exchange regulations require notices to be published elsewhere, they will also be published, where necessary, in the place prescribed in each case.

Selling restrictions

Information on selling restrictions can be found under "VI. Selling restrictions" in the Securities Note.

ANNEX – ISSUE SPECIFIC SUMMARY

Section A – Introduction and warnings

This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the A.1 "Issuer") and of the Warrants issued under the Tripartite Base Prospectus. The Summary is intended as an introduction to the Tripartite Base Prospectus, which comprises this Summary, the Registration Form of Citigroup Global Markets Deutschland AG dated 3 May 2013 including any supplements and the Securities Note of Citigroup Global Markets Deutschland AG dated 13 May 2013. Investors should therefore ensure that any decision to invest in the Warrants is based on a review of the entire Prospectus, including any supplements, and the Final Terms. Where claims relating to the information contained in a base prospectus, any supplements, and the respective Final Terms are brought before a court, the investor acting as plaintiff may, as a result of the laws of individual member states of the European Economic Area, have to bear the costs of translating the base prospectus, any supplements, and the Final Terms into the language of the court prior to the commencement of legal proceedings. The Issuer can be held liable for the content of this Summary, including any translation prepared, but only in the event that the Summary is misleading, inaccurate or inconsistent when read in conjunction with the other parts of the Prospectus, or, when read in conjunction with the other parts of the Tripartite Base Prospectus, does not convey all of the key information required.

A.2 – Consent to the use of the prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent) for offers in France (the "Offer State"). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (Wertpapierprospektgesetz, "WpPG").

In the event of an offer by a financial intermediary, the terms and conditions of the offer must be provided to investors at the time of the offer by the financial intermediary.

Section B – Issuer and any guarantors

B.1 The legal and The legal and commercial name of the Issuer is Citigroup Global Markets Deutschland AG. commercial name of the issuer, B.2 The domicile and **Domicile** legal form of the Frankfurt am Main; the address of Citigroup Global Markets Deutschland AG is issuer, the Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, Federal Republic of legislation under Germany (telephone +49 (0)69-1366-0). which the issuer operates and its Legal form and jurisdiction country of The Issuer is a stock corporation (Aktiengesellschaft, "AG") under German law. incorporation.

Place of registration

The Issuer is entered in the commercial register of the Frankfurt am Main Local

		Court under the number HRB 88301.
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Bank expects world economic growth in 2013 to increase slightly from 2.5 per cent to 2.6 per cent. In 2014 growth should increase to 3.2 per cent. The slowdown in worldwide economic growth was principally due to the slowdown of growth in the industrialized countries. The Bank expects moderate growth of 1.0 per cent for industrialized countries in 2013 and a modest increase to 1.6 per cent in 2014.
		Overall the Bank expects continued significant variations between different regions in the world.
		The Bank expects a mild recession in the Eurozone (the Bank's growth forecasts are for -0.6 per cent and -0.4 per cent for 2013 and 2014). This is seen to be due to the continuing sovereign debt crisis and the high level of private sector indebtedness in the peripheral European countries. The ECB is expected to continue to act to stabilise markets and to reduce interest rates in the second quarter of 2013 depending on further economic growth in the Eurozone, which could be followed by a forecast final interest rate reduction in the second half of the year. The Bank considers it likely that Southern Europe and Ireland will only gradually reach a common sustainable fiscal path. If the core countries in future are no longer prepared to increase their support for the peripheral states, this could lead to a raft of debt restructurings (with likely longer maturities and interest rate reductions), but probably not before 2015. In the Warrants and Certificates Division, the competition is expected to remain intense among leading issuers. Further regulatory challenges are expected, which have to be integrated into the business in a timely manner.
		Given the forecasts made by the individual business divisions and a restrictive cost management approach, the Bank is expecting continued overall profits in fiscal years 2013 and 2014.
B.5	If the issuer is part of a group, a description of the group and the issuer's position	The Issuer is a member of the German subgroup of Citigroup. As a public limited company, it is managed by the executive board. The Issuer is wholly-owned by the German holding company, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, a limited partnership with registered offices in Frankfurt/Main.
	within the group.	Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is also a silent partner of the Issuer, having a silent equity interest ("Stille Einlage") totalling EUR 122,710,051.49 as of 30 November 2012. The general partner of Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is Citigroup Global Markets Finance LLC (USA). The sole limited partner is Citi Overseas Investment Bahamas Inc.
		All shares of Citigroup Global Markets Finance LLC are held by Citi Overseas Investment Bahamas Inc., the sole shareholder of which is Citibank Overseas Investment Corporation (USA). This company is in turn 100 per cent owned by Citibank, N.A. (USA). Citibank, N.A. (USA) is a 100 per cent owned subsidiary of Citicorp (USA), which in turn is a 100 per cent owned subsidiary of Citigroup, Inc. (USA).

B.9	Where a profit forecast or estimate is made, state the figure.	Not applicable; the Issuer has decided not to make any profit forecasts or profit estimates in the Base Prospectus.					
B.10	A description of the nature of any qualifications in the audit report on the historical financial information.	The annual financial state December 2011 to 30 Nov 2011 were audited by the unqualified auditor's opinion	vember 2012 and ne Issuer's statut	1 December 201	10 to 30 November		
B.12	Selected historical key financial information regarding the issuer, presented for each financial year of the period	Key Annual Financial Deutschland AG The table below provides a which have been taken fro prior fiscal year (fiscal yea business development of Ci	a comparison of community the audited find the audited find the community and fiscal the community and the comparison of	ertain noteworthy ancial statements	s 2012 between the thereby reveals the		
	covered by the historical financial information and any		30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro			
	subsequent interim	Balance sheet total	9,543	8,690			
	financial period accompanied by	Business volume	11,162	10,163			
	comparative data	Equity capital	590	588			
	from the same period in the prior	Loan portfolio	5,365	5,196			
	financial year, except that the	Number of employees	348	361			
	requirement for comparative balance sheet information is satisfied by		01.12.2011 - 30.11.2012 in million Euro	prior fiscal year (01.12.2012 - 30.11.2011) in million Euro			
	presenting the year- end balance sheet	Interest income from operations	11	29			
	information. A statement that there	Commissions from brokerage business	111	96			
	has been no material adverse	Commissions from securities business	18	17			
	change in the prospects of the issuer since the date	Net income from financial trading operations	25	60			
	of its last published audited financial	General administrative expenses	161	137			
	statements or a description of any material adverse change.	As of the balance sheet da following components:	ate, the balance s	sheet equity cap	ital consists of the		

A description of significant changes in the financial or trading position of the issuer subsequent to the period covered by the historical financial information.

	30.11.2012 in million Euro (audited)	prior fiscal year (30.11.2011) in million Euro (audited)
Subscribed capital		
Share capital	210.6	210.6
Silent partner capital	122.7	122.7
Capital reserves	195.8	193.8
Legal reserves	33.0	33.0
Other earnings reserves	27.9	27.9

In addition, as part of incorporating the new rules under the BilMoG pursuant to § 340g of the German Commercial Code (HGB), a new separate item was created ("Fund for general banking risks") in the amount of EUR 9.4m (EUR 6.6m in the previous year).

The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows:

	30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro
Equity capital on balance sheet	590.0	588.0
Less intangible assets	0	-1.2
Core capital	599.3	594.3
Supplementary capital	0.0	0.0
Equity capital	599.3	594.3
Capital ratios		
Tier one capital in %	33.6	29.3
Total capital ratio in %	33.6	29.3

Despite the debt crisis in the Eurozone and the concomitant volatility on the international financial markets, Citigroup Global Markets Deutschland AG was once again able to earn a profit in the recently completed fiscal year.

Key Semi-Annual Financial Information of Citigroup Global Markets Deutschland AG

The table below provides a comparison of certain noteworthy financial statistics for the first half of the financial year 2013 which have been taken from the unaudited interim financial statements 2013 between the prior fiscal year and/or the previous year's figures and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

	31.05.2013	30.11.2012	
	in million Euro	in million Euro	

Balance sheet total	11,147	9,543
Business volume	12,628	11,162
Equity capital	590	590
Loan portfolio	5,179	5,365
Number of employees on the balance sheet date	263	334

	01.12.2012 - 31.05.2013 in million Euro	01.12.2011 - 31.05.2012 in million Euro
Interest income from operations	3	7
Commissions from brokerage business	20	33
Commissions from securities business	8	9
Net income from financial trading operations	29	16
General administrative expenses	72	70

Statements as regards trend information and financial or trading position

The Issuer declares that since the date of the last audited annual financial statements on 30 November 2012 no material adverse change in the prospects of the Issuer has occurred.

Furthermore, the Issuer declares that since the date of the last interim financial statements on 31 May 2013 no significant change has occurred in the financial or trading position of the Issuer.

B.13 A description of any recent events particular to the issuer which are to a material extent relevant to the evaluation of the issuer's solvency.

Significant events that may have a material impact on the assessment of the Issuer's solvency can not be determined at the moment. However, Citigroup Global Markets Deutschland AG is currently subject to an extra-ordinary audit on withholding taxes by the Frankfurt-Hoechst tax authority for the years 2007-2008. In this context the tax authority has expressed its view that Citigroup Global Markets Deutschland AG may not have deducted and paid withholding taxes from dividends received in connection with so called cum-ex transactions for shares held by it in custody for its clients as required. Based on these findings the tax authority is currently of the view that Citigroup Global Markets Deutschland AG is liable for non deducted withholding taxes in the amount of more than Euro 706 million for the years 2007 and 2008. In case the tax authority's view should succeed further tax liability for the years 2009 to 2011 may arise which can not be estimated at the moment.

The main starting point for the liability claim of the tax authorities is the question if Citigroup Global Markets Deutschland AG is to be qualified as a German bank

		executing the trade (<i>die den Verkaufsauftrag ausführende Stelle</i>) in the respective years. Furthermore, the method applied to identify the amount of the liability claim is debatable as well as the question if Citigroup Global Markets Deutschland AG can be held liable as principal debtor. Citigroup Global Markets Deutschland AG has obtained legal advice from a reputable tax consultant office as well as from a reputable accounting firm. Based thereon, the management of Citigroup Global Markets Deutschland AG is of the view that the likelihood to win any legal proceedings in this matter exceeds 50 per. cent. On this basis, Citigroup Global Markets Deutschland AG's management has decided to put up a reserve only for expected legal advice and litigation expenses, if any, and has decided that 2 million Euro is an adequate figure in this respect. Furthermore, it should be noted that Citigroup is currently evaluating measures to
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	optimize its organizational structure. Citigroup Global Markets Finance Corporation as the German holding company owns 100% of the shares of the Issuer. Pursuant to § 17 (2) of the German Stock Corporation Act (<i>Aktiengesetz</i> , "AktG"), it is assumed that a company in which a majority of the shares is held by another company is dependent upon that other company.
B.15	A description of the issuer's principal activities.	The Issuer is engaged in the business of corporate and investment banking and offers companies, governments and institutional investors comprehensive financial solutions in the areas of investment banking, fixed income, foreign exchange, equities and derivatives, and global transaction services; in addition it is a leading issuer of warrants and certificates whose end investors are predominantly retail clients. Since the end of 2012 the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.
B.16	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control.	In addition to the inclusion of the Issuer in the Citigroup Inc. group of companies referred to above, the Issuer is also party to a control and profit and loss transfer agreement with its immediate parent company. Under the terms of the agreement, the Issuer has placed the management of its business under the control of its immediate parent company. Accordingly, the immediate holding company has the right to give instructions to the Issuer. The agreement also requires the Issuer to transfer its entire profit to its immediate parent company. In return, the immediate parent company is required to make up any annual loss of the Issuer arising during the period of the agreement, as provided in detail by § 302 (1) and (3) AktG.

Section C – Securities		
C.1	A description of the	Type/form of the Warrants
	type and the class of the securities being offered and/or	

	admitted to trading, including any security identification number.	One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. The leverage effect of the Warrant operates in both directions – not only to the investor's advantage in the event of the favorable performance of the factors determining the value, but also to the investor's disadvantage in the event of their unfavorable performance. The payment due under a Warrant on exercise or early termination depends on the value of the underlying at the relevant time. The Warrants will be issued in dematerialized bearer form (<i>au porteur</i>) and inscribed in the books of the central securities depositary which shall credit the accounts of the account holders. No physical document of title (including <i>certificats représentatifs</i> pursuant to Article R.211-7 of the French Monetary and Financial Code (<i>Code monétaire et financier</i>)) will be issued in respect of the Warrants.
		Security identification number
		ISIN: DE000CF6Z543
		Local Code: 5050C
C.2	Currency of the securities issue.	Euro
C.5	A description of any restrictions on the free transferability of the securities.	Each Warrant is transferable in accordance with the laws applying in each case and, where relevant, the respective applicable regulations and procedures of the securities depositary in whose records the transfer is registered.
C.8	A description of the	Applicable law for the securities
rights attached to securities includ	rights attached to the securities including ranking and including	The Warrants are subject to German law. The constituting of the Warrants may be governed by the laws of the jurisdiction of the central securities depository.
	limitations to those	Rights attached to the Warrants
	rights.	Each Warrant grants the holder the right to the cash amount as described in more detail under C.15.
		Status of the Warrants
		The Warrants create direct, unsecured and unsubordinated obligations of the Issuer that rank <i>pari passu</i> in relation to one another and in relation to all other current and future unsecured and unsubordinated obligations of the Issuer, with the exception of obligations that have priority due to mandatory statutory provisions.
		Limitations to the rights
		The Issuer has the right to terminate the Warrants and to amend the terms and conditions pursuant to the provisions specified in the terms and conditions of the Warrants.
C.11	An indication as to whether the	The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the

	securities offered are	meaning of Directive 2004/39/EC.
	or will be the object of an application for admission to trading, with a view to their distribution in a regulated market or other equivalent markets with an indication of the markets in question.	meaning of Directive 2007/37/DC.
C.15	A description of how the value of the	Description of Turbo Bull Warrants with knock-out
	investment is affected by the value of the	Turbo Bull Warrants with knock-out enable investors to participate on a disproportionate (leveraged) basis in the positive performance of the underlying.
	underlying instrument(s), unless the securities have a denomination of at least EUR 100,000.	In return, however, they also participate on a leveraged basis in any negative performance of the underlying and in addition bear the risk that the Turbo Bull Warrant with knock-out may expire worthless or almost worthless immediately (knock-out event) if the observation price of the underlying reaches or falls below the knock-out barrier at any time during the observation period within the observation hours.
		On the maturity date, the cash amount received by the investors is the difference, multiplied by the multiplier, by which the reference price of the underlying determined on the valuation date is higher than the respective strike.
		If the observation price of the underlying reaches or falls below the knock-out barrier at any time during the observation period within the observation hours (knock-out time), the Turbo Bull Warrant with knock-out expires either worthless or, if so provided in the Final Terms, almost worthless with a low knock-out cash amount.
C.16	The expiration or	Maturity date: 26/06/2014
	maturity date of the derivative securities –	Exercise date: Valuation date
	the exercise date or final reference date.	Valuation date: 19/06/2014
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants with automatic exercise, i.e. a European type of exercise, the Issuer will transfer any positive cash amount to the central securities depositary on the maturity date for the credit of the warrant holders registered with the central securities depositary at the close of business on the preceding banking day at the head office of the central securities depositary.
		The central securities depositary has given an undertaking to the Issuer to make a corresponding onward transfer.
C.18	A description of how the return on derivative securities	In the case of Warrants with a European type of exercise, the option right may be exercised by the warrant holder only with effect as of the valuation date for the respective Warrant. If the cash amount results in a positive value, the option

	takes place.	right attaching to the respective Warrant is deemed to be exercised on the valuation date without further preconditions and without the submission of an explicit exercise notice ("Automatic Exercise").
C.19	The exercise price or the final reference price of the underlying.	Reference price on the valuation date: Closing price
C.20	A description of the	Type: share or security representing shares
	type of the underlying and where	WKN: <i>A0F7BK</i>
	the information on	ISIN: FR0010220475
	the underlying can be found.	Company: Alstom SA
		Relevant stock exchange: Euronext Paris
		Reuters page: ALSO.PA
		Website: www.alstom.com
Section	n D – Risks	
D.2	Key information on	Risk of the cessation or limitation of price-setting by the Issuer
	the key risks that are specific to the issuer.	If the Issuer were to limit or completely abandon its voluntary intention to set bid and offered prices, there would be a danger, if prices for Warrants were not set by any other party that investors would have to wait for the final maturity of the Warrants or, where early exercise is possible, exercise the option right.
		Liquidity risk despite control and profit and loss transfer agreement
		The Issuer would also be unable to meet its obligations arising from the securities despite the control and profit and loss transfer agreement if, in the event that the Issuer generated a net loss, while the immediate parent company would in principle be required to assume that loss, it was unable or unwilling to comply with this contractual obligation as a result of its own liquidity difficulties or overindebtedness.
		Brokerage of transactions for other Group companies and allocation of work within Citigroup
		The great majority of the Issuer's commission income consists of transfer pricing income from brokerage transactions with affiliated companies. The Issuer's costs arising from the exchange of services with individual Group companies are reimbursed on the basis of existing agreements using transfer prices. For this purpose, income and expenses, in particular commission income for transactions assisted by the bank in an advisory capacity in the context of its sales activities, are determined and allocated to the relevant areas providing the services. The transactions relate to equity trading, bond issues and corporate finance as well as to the sale of structured products, corporate derivatives and currency management products, and also global relationship banking. This process is coordinated closely across all areas with Citigroup Global Markets

Limited, London, in particular, and also with Citibank, N.A., London.

If a decision were made within Citigroup to reallocate the relevant activities to other Group companies, the Issuer could lose a material source of income.

Risks in the lending business

The Issuer's loan portfolio consists mainly of loans to international customers in the industrial and financial services sectors with investment grade credit ratings. Loan defaults have been avoided in recent years thanks to this business policy. The loan portfolio is mainly concentrated on a manageable number of borrower units, as defined by German banking law. If significant individual borrowers in the Issuer's portfolio were unable to meet their obligations, therefore, a substantial increase in loan loss provisions would be conceivable in principle and loan defaults could occur.

Interest rate risk

Risk-Treasury assesses and controls the Issuer's interest rate risk. The Issuer's exposure to changes in interest rates maybe a mid to long-term risk in holdings in liquid securities if these were not originally covered by hedging transactions like interest rate swap agreements. The same applies to medium and long-term loans granted by the Issuer. A significant risk from interest rate changes could arise where interest rates are not monitored in a timely or sensitive manner, which may produce the concomitant danger that action to cover such interest rate exposure is not taken early enough.

Operating risk

The Issuer has transferred a number of areas that are significant for the proper management and control of its business activities and the risks associated with them to other companies within and outside Citigroup. In the event that the companies to which these areas have been transferred do not fulfill their contractual obligations or do not do so at the proper time, the ability of the Issuer to meet its own obligations arising from the securities it has issued on the due dates could also be adversely affected.

Tax risks

The tax decisions issued to the Issuer are regularly subject to subsequent review in the form of an external tax audit or to the resolution of individual issues by the relevant courts. This is normal practice and means that an additional tax demand can be issued by the tax authorities years after the original assessment as a result of a tax audit or a generally applicable decision by a tax court.

General business risks

Settlement risk

The risk that a business transaction is incorrectly processed or that a transaction is executed which is different from the intentions and expectations of the Issuer's management.

Information risk

The risk that information, which was generated, received, transmitted or stored within or outside the Issuer's place of business, can no longer be accessed. Furthermore, such information may be of poor quality, or have been wrongly handled or improperly obtained. The information risk also includes risks that are generated by systems and used for processing information.

Reputation risk

This represents the Issuer's risk that its relations with its customers could be harmed if its services are poor or transactions are incorrectly executed. This risk also includes the risk of entering into business relations with counterparties, whose business practices do not conform to the standards or business ethics of the Issuer.

Personnel risk

The Issuer has a high demand for qualified and specially trained professionals and managers. Personnel risk entails the risk of high staff turnover and the risk that the Issuer will be unable to retain a sufficient staff of qualified personnel, as well as the risk that the Issuer's employees may knowingly or negligently violate established regulations or the firm's business ethics standards.

Legal and regulatory risks

The Issuer views legal risks as any and all risks resulting from binding contracts and governing legislation. Regulatory risks result from the legal environment in which the Issuer does business.

Risk of fraud

These are both internal and external risks of fraud such as bribery, insider trading and theft of data.

.6 Key information on General risk factors of Warrants

Risk of total loss

Warrants represent particularly risky investment instruments. They entail a particularly high risk of losing the capital invested, up to and including a total loss, plus the transaction costs incurred and any borrowing costs.

Risk of default by the Issuer of the Warrants

In the event of the Issuer becoming insolvent, investors could suffer a loss up to and including a total loss. As bearer securities, Warrants do not fall within the scope of the deposit protection arrangements.

Risk arising from above-average fluctuations in the prices of Warrants (leverage effect)

One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. At the same time, Warrants also entail above-average risks of loss.

D.6

the key risks that are specific to the securities. This must include а risk warning to the effect that investors may lose the value of their entire investment or part of it, as the case may be, and/or, if the investor's liability is not limited to the value of his investment, statement of that fact, together with description of the circumstances in which such additional liability arises and the likely financial effect.

Risk of the absence or non-functioning of a secondary market in the Warrants or restricted availability of the Issuer's electronic trading system

Investors should not assume that they will be able to sell a Warrant at a particular time or at a particular price during its term. Investors should assume instead that pricing on the exchange can only take place within the spread of bid and offered prices quoted by the Issuer, if available, and that their buy or sell orders on the exchange will be executed with the Issuer as the direct or indirect counterparty.

Risk in connection with the cessation of secondary trading immediately prior to final maturity

The Issuer and/or the exchange cease trading in the Warrants shortly before their valuation date. However, the reference price of the underlying on the valuation date and/or the applicable exchange rate, both of which are important for the purpose of determining the cash amount of the Warrants, may still change between the last exchange trading day and the maturity date, which may be to the disadvantage of the investor. There is a particular risk that the price of the underlying may reach, fall below or exceed a barrier for the first time shortly before the reference price on the valuation date is determined and after trading in the secondary market has already finished.

Currency risk with respect to the intrinsic value of the Warrants

The performance of the investment is subject to a currency risk if the underlying on which the Warrants are based is expressed in a currency other than the currency in which the cash amount is paid out (settlement currency).

Risks relating to market disruption events

In the event of market disruption events with respect to the underlying, the Issuer has the right to postpone the valuation date for the reference price on exercise. This may result in an additional risk for investors if the underlying performs negatively during the time delay or, where applicable, if the exchange rate for converting the intrinsic value into the settlement currency moves in an unfavourable direction for the investor.

Product specific risk factors

Risk relating to the loss of time value of Warrants depending on the remaining term

The price of Warrants is calculated on the basis of two components of price (intrinsic value and time value). The intrinsic value of Warrants during their term is equal to the difference (if positive), multiplied by the multiplier, between the value of the underlying and the strike (Call Warrants). The amount of the time value, on the other hand, is essentially determined on the basis of the remaining term of the Warrant and the expected frequency and intensity of the fluctuations in the price of the underlying expected by the Issuer during the remaining term of the Warrant (implied volatility).

Risks relating to other factors affecting value such as money market

interest rates, expected dividends and the Issuer's refinancing costs

The other factors affecting the price of the Warrants include, *inter alia*, interest rates on the money market relating to the remaining term, expected income from the Issuer's hedging transactions in or related to the underlying and the level of the Issuer's refinancing costs for entering into those hedging transactions.

Even if the price of the underlying rises in the case of a call option or falls in the case of a put option, therefore, the value of the Warrant may decline as a result of the other factors affecting value. Given the limited term of the Warrant, there is no guarantee that the price of the Warrant will recover in sufficient time. The shorter the remaining term, the greater the risk.

Risk relating to hedging transactions in the underlying in the case of Warrants with knock-out

In the case of Warrants with knock-out, the possibility cannot be excluded that the Issuer's activities in setting up or unwinding hedging positions may reinforce movements in the price of the underlying for the Warrants to such an extent that a knock-out event is triggered and the option rights therefore expire early with no value.

Risk from the occurrence of a knock-out event outside the trading hours in the secondary market

Investors in principle face the risk that a knock-out event may also occur outside the times when the Warrants are normally traded. This risk is particularly relevant in circumstances where the trading hours for the Warrants differ from the trading hours during which trading in the underlying normally takes place.

Risk of total loss prior to maturity due to the occurrence of a knock-out event

The term of Turbo Bull Warrants ends early at the knock-out time and the Turbo option rights expire worthless, in the event that the price of the underlying defined in the terms and conditions is equal to or lower than (bull) the knock-out barrier of the Turbo Warrant within an observation period defined in the terms and conditions. If a knock-out event occurs, investors will suffer a total loss of their capital invested.

Price risk in connection with rising implied volatility

In the case of these Turbo Warrants, the price of the Warrants during their term is influenced by other factors affecting value in addition to the price of the underlying, including in particular the implied volatility of the underlying. From the point of view of the investor, an increase in the implied volatility of the underlying represents a price risk if the price of the underlying is close to the knock-out barrier.

Risk of total loss due to jumps in the price of the underlying (gap risk)

The risk of jumps in the price of the underlying, for example between the close

		of trading on the previous day and the start of trading on the following trading day, that could trigger a knock-out event is known as gap risk.
Section	n E – Offer	
E.2b	Reasons for the offer and use of proceeds when different from making profit and/or hedging certain risks.	Not applicable; the reasons for the offer are making profit and/or hedging certain risks and the net proceeds from the issuance of Warrants presented in this base prospectus will be used by the Issuer for its general business purposes.
E.3	A description of the	Offer method, offeror and issue date of the Warrants
	terms and conditions of the offer.	The Warrants are being offered over-the-counter on a continuous basis.
		The offer of the Warrants begins in France on 22/01/2014.
		The offeror of the Warrants is the Issuer.
		The issue date is: 22/01/2014
		Restrictions on the free transferability of the securities
		The Warrants may be offered or sold only if all applicable securities laws and regulations in force in the jurisdiction in which a purchase, offer, sale or delivery of Warrants is made or in which this document is circulated or kept for inspection have been complied with, and if all consents or authorizations required for the purchase, offer, sale or delivery of the Warrants in accordance with the legal norms in force in that jurisdiction have been obtained.
		In particular, the Warrants are not and will not be registered pursuant to the United States Securities Act of 1933 as amended. They may not be offered, sold, traded or delivered within the United States either directly or indirectly by or to or for the account of a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933), except in the case of exemption from the registration requirements of the Securities Act. Any person receiving the cash amount in accordance with these terms and conditions is deemed to have made a declaration that the person entitled to the rights arising from the Warrants is not a US person.
		Issue price and costs and taxes on purchase
		The initial issue price is EUR 0.63.
		Not applicable, as the purchase of the Warrants entails no costs or taxes that are incurred by the Issuer specifically for purchasers or subscribers.
E.4	A description of any interest that is material to the issue/offer including conflicting interests.	The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it generally act as the calculation agent for the Warrants. This activity can lead to conflicts of interest since the responsibilities of the calculation agent include making certain determinations and decisions which could have a negative effect on the price of the Warrants or the level of the cash amount.

The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may engage in trading transactions in the underlying, other instruments linked to it, or derivatives, stock exchange options or stock exchange forward contracts, or may issue other securities and derivatives based on the underlying. The companies may also be involved in the acquisition of new shares or other securities of the underlying or, in the case of stock indices, of individual companies included in the index, or act as financial advisors to the entities referred to or work with them in the commercial banking business. The companies are required to fulfill their obligations arising in this connection irrespective of the consequences resulting for the warrant holders and, where necessary, to take actions they consider necessary or appropriate in order to protect themselves or safeguard their interests arising from these business relationships. The activities referred to above could lead to conflicts of interest and have a negative effect on the price of the underlying or securities linked to it such as the Warrants.

The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may issue additional derivative securities based on the respective underlying or constituents of the underlying, including securities whose features are the same as or similar to those of the Warrants. The introduction of such products that compete with the Warrants may impact the price of the underlying or the constituents of the underlying and thus also the price of the Warrants. The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may receive non-public information relating to the underlying or the constituents of the underlying, but are under no obligation to pass on such information to the warrant holders. Furthermore, companies belonging to Citigroup, Inc. or affiliated to it may publish research reports relating to the underlying or constituents of the underlying. These types of activities may entail certain conflicts of interest and affect the price of the Warrants.

E.7 Estimated expenses charged to the investor by the issuer or the offeror.

The estimated expenses for the Warrants, including the cost for admission to exchange trading, are included in the issue price or the selling price, as the case may be. If the investor purchases the Warrants from a distributor, the purchase price to be paid by the investor may include sales commissions that have to be disclosed by the distributor.

ANNEXE - RÉSUMÉ EN FRANÇAIS

Section A – Introduction et mises en garde

A.1 Le présent Résumé présente les caractéristiques et les risques principaux de Citigroup Global Markets Deutschland AG (« l'Émetteur ») et les Warrants émis au titre de Prospectus Tripartite de Base. Le Résumé a pour finalité de servir d'introduction au Prospectus Tripartite de Base, qui comporte ce Résumé, le Formulaire d'Enregistrement de Citigroup Global Markets Deutschland AG daté du 3 mai 2013 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG daté du 13 mai 2013. Les investisseurs devraient donc veiller à ne prendre aucune décision d'investir dans les Warrants avant d'avoir pris connaissance du Prospectus dans sa totalité, y compris de tous les suppléments et des Conditions Définitives. Dans le cas où un recours relatif aux informations contenues dans un prospectus de base, dans tous les suppléments ou dans les Conditions Définitives respectives serait intenté auprès d'un

tribunal, l'investisseur agissant en tant que plaignant pourrait, en vertu des lois de différents États membres de l'Espace économique européen, être contraint de prendre en charge le coût de la traduction du prospectus de base, de tous les suppléments et des Conditions Définitives, dans la langue de travail du tribunal avant le commencement de la procédure judiciaire. L'Émetteur peut être jugé responsable du contenu de ce Résumé, y compris de toute traduction en étant faite, mais seulement dans le cas où le Résumé serait trompeur, inexact ou contradictoire par rapport aux autres parties du Prospectus, ou, dans le cas où il est lu en même temps que les autres parties du Prospectus Tripartite de Base, s'il ne donne pas toutes les informations clés nécessaires. A.2 En ce qui concerne les Offres non-dispensées, en vertu de l'Article 3 (2) de la Directive Consentement à l'utilisation Prospectus, l'Émetteur consent à l'utilisation du Prospectus par tous les intermédiaires financiers (consentement général) pour les offres faites en France (le ou les « État(s) du prospectus. concerné(s) par l'Offre »). Le consentement général à la revente ultérieure et au placement final des valeurs mobilières par le ou les intermédiaires financiers est donné en ce qui concerne France. La revente ultérieure et le placement final des valeurs mobilières par les intermédiaires financiers peuvent être effectués pendant la période de validité du Prospectus Tripartite de Base en vertu du §9 de la Loi allemande sur les prospectus de valeurs mobilières (Wertpapierprospektgesetz, « WpPG »). Dans le cas d'une offre faite par un intermédiaire financier, les modalités et conditions de l'offre doivent être précisées aux investisseurs au moment où l'offre est faite par l'intermédiaire financier. Section B – Émetteur et garants B.1 Indiquer la raison La raison sociale et le nom commercial de l'Émetteur est Citigroup Global sociale et le nom Markets Deutschland AG. commercial de l'émetteur. B.2 Indiquer le siège social Siège social et la forme juridique de Francfort-sur-le-Main; l'adresse de Citigroup Global Markets Deutschland AG l'émetteur, la législation est Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, République régissant ses activités fédérale d'Allemagne (téléphone +49 (0)69-1366-0). ainsi que son pays d'origine. Forme juridique et législation régissant les activités L'Émetteur est une société anonyme (Aktiengesellschaft, « AG ») au sens de la législation allemande. Pays d'origine L'Émetteur est immatriculé au Registre de commerce du Tribunal local de Francfort-sur-le-Main sous le numéro HRB 88301. B.4b Décrire toute tendance La Banque prévoit une légère accélération de la croissance économique mondiale connue ayant des en 2013, de 2,5% à 2,6 %. En 2014, la croissance devrait atteindre 3,2 %. Le ralentissement de la croissance économique mondiale observée est principalement répercussions sur l'émetteur imputable à la détérioration de la croissance des pays industrialisés. La Banque et ses prévoit une croissance modérée de 1 pour cent pour les pays industrialisés en secteurs d'activité. 2013 et une légère progression à 1,6 % en 2014. De façon générale, la Banque s'attend à un maintien d'écarts significatifs entre les différentes régions dans le monde.

		La Banque s'attend à une légère récession dans l'Eurozone (les prévisions de croissance de la Banque sont de -0,6 % et -0,4 % pour 2013 et 2014). Ceci est attribué à la poursuite de la crise de la dette souveraine et au niveau élevé de l'endettement du secteur privé dans les pays européens périphériques. La BCE devrait continuer à intervenir pour stabiliser les marchés et faire baisser les taux d'intérêt au cours du deuxième trimestre 2013 en fonction de la poursuite de la croissance économique de l'Eurozone, qui pourrait être suivie par une réduction finale de taux d'intérêt prévue pour le deuxième semestre. La Banque estime probable que le Sud de l'Europe et l'Irlande n'aboutiront que progressivement à des solutions communes durables en matière fiscale. Si les pays fondateurs ne sont plus déterminés à renforcer leur soutien aux États périphériques à l'avenir, ceci pourrait aboutir à un ensemble de restructurations de dette (avec probablement des échéances à plus long terme et des réductions de taux d'intérêt), mais probablement pas avant 2015. Dans la Division warrants et certificats, la concurrence devrait rester intense entre les principaux émetteurs. D'autres modifications de la réglementation devraient intervenir, qui devront être prises en compte en temps opportun pour l'activité. Compte tenu des prévisions faites par les différentes divisions et d'une approche restrictive de la gestion des coûts, la Banque s'attend à un maintien global des bénéfices au cours des exercices 2013 et 2014.
B.5	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur.	L'Émetteur est membre du sous-groupe allemand de Citigroup. En tant que société anonyme, il est géré par un conseil d'administration. L'Émetteur est entièrement détenu par une société holding allemande, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, une société en commandite domiciliée à Francfort-sur-le-Main.
		Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est également un associé passif de l'Émetteur, dans la mesure où il détient une participation passive (« Stille Einlage ») d'un montant total de 122 710 051,49 EUR au 30 novembre 2012. L'associé responsable de la société Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est la société Citigroup Global Markets Finance LLC (États-Unis). Le commanditaire unique est Citi Overseas Investment Bahamas Inc.
		Toutes les actions de Citigroup Global Markets Finance LLC sont détenues par Citi Overseas Investment Bahamas Inc., dont le seul actionnaire est Citibank Overseas Investment Corporation (États-Unis). Cette société est elle-même détenue à 100 % par Citibank, N.A. (États-Unis). Citibank, N.A. (États-Unis) est détenue à 100 % par Citicorp (États-Unis), qui est elle-même détenue à 100 % par Citigroup, Inc (États-Unis).
B.9	Lorsqu'une prévision ou une estimation du bénéfice est réalisée, en indiquer le montant.	Sans objet ; l'Émetteur a décidé de ne publier aucune prévision de bénéfice ou estimation de bénéfice dans le Prospectus de Base.
B.10	Décrire la nature des éventuelles réserves sur les informations financières historiques	Les états financiers annuels de l'Émetteur pour les exercices du 1er décembre 2011 au 30 novembre 2012 et du 1er décembre 2010 au 30 novembre 2011 ont été audités par l'auditeur statutaire de l'Émetteur et ont obtenu une mention sans réserve de la part de l'auditeur.

	contenues dans le rapport d'audit.				
in hi sé l'é ex	Présenter les informations financières historiques clés sélectionnées pour l'émetteur, pour chaque exercice de la période couverte par ces informations financières	Informations financières annuelles clés de Citigroup Global Markets Deutschland AG Le tableau ci-dessous présente une comparaison de certaines statistiques financières significatives fournies dans les états financiers audités de 2012 entre l'exercice budgétaire antérieur (exercice 2011) et l'exercice 2012 et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG:			
	historiques et pour toute période intermédiaire ultérieure, accompagnées de		30.11.2012 en millions d'euros	Exercice précédent (30.11.2011) en millions d'euros	
	données comparatives	Total du bilan	9.543	8.690	
	couvrant la même période de l'exercice	Volume d'activité	11.162	10.163	
	précédent; la	Fonds propres	590	588	
	présentation des bilans	Volume des prêts	5.365	5.196	
	de clôture suffit toutefois à remplir	Nombre d'employés	348	361	
	l'exigence	- consecutive property to			
	d'informations bilancielles comparables. Une déclaration		01.12.2011 - 30.11.2012 en millions d'euros	Exercice précédent (01.12.2010 – 30.11.2011) en millions d'euros	
attestant qu'aucune détérioration significative n'a eue de	Revenus d'intérêt de l'exploitation	11	29		
	répercussions sur les	Commissions de courtage	111	96	
	perspectives de l'émetteur depuis la	Commissions d'opérations sur valeurs mobilières	18	17	
	date de ses derniers états financiers vérifiés	Revenu net des opérations financières de négoce	25	60	
	et publiés, ou une description de toute détérioration	Frais généraux et administratifs	161	137	
	significative.	À la date du bilan, les fond suivants :	ls propres inscrits	s au bilan compre	ennent les éléments
			30.11.2012 en millions d'euros (audité)	Exercice précédent (30.11.2011) en millions d'euros (audité)	
	informations financières	Capital souscrit			
	historiques.	Capital social	210,6	210,6	

Participation de l'associé passif	122,7	122,7
Réserves de capital	195,8	193,8
Réserve légale	33,0	33,0
Autres bénéfices mis en réserve	27,9	27,9

De plus, dans le cadre de l'intégration de nouvelles règles au titre de BilMoG en vertu du §340g du Code allemand du commerce (HGB), un nouveau poste séparé a été créé (« Fonds pour les risques bancaires généraux ») pour un montant de 9,4 millions d'euros (6,6 millions d'euros l'année précédente).

Le capital réglementaire imputé sous BIZ se compose d'un capital de base et de capital supplémentaire (passifs subordonnés) après approbation, comme suit :

	30.11.2012 en millions d'euros	Exercice précédent (30.11.2011) en millions d'euros
Fonds propres au bilan	590,0	588,0
Moins immobilisations	0	-1,2
Capital de base	599,3	594,3
Capitaux supplémentaires	0,0	0,0
Fonds propres	599,3	594,3
Ratios de capitaux		
Fonds propres Tier one en %	33,6	29,3
Ratio de capitaux totaux en %	33,6	29,3

En dépit de la crise de dette dans l'Eurozone et de la volatilité concomitante sur les marchés financiers internationaux, Citigroup Global Markets Deutschland AG a de nouveau réussi à dégager un bénéfice au cours de l'exercice clôturé récemment.

Informations financières semestrielles clés de Citigroup Global Markets Deutschland AG

Le tableau ci-dessous présente une comparaison de certaines statistiques financières significatives pour le premier semestre de l'exercice financier fournies dans les états financiers non-audités de 2013 entre l'exercice budgétaire antérieur et/ou les chiffres des années précédentes et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG:

	31.05.2013 en million d'Euro	30.11.2012 en million d' Euro
Total du bilan	11.147	9.543
Volume d'activité	12.628	11.162
Fonds propres	590	590
Portefeuille des prêts	5.179	5.365

Nombre d'employés à la date	263	334
du bilan		

	01.12.2012 - 31.05.2013 en million d'Euro	01.12.2011 - 31.05.2012 en million d'Euro
Revenus d'intérêt de l'exploitation	3	7
Commissions de courtage	20	33
Commissions d'opérations sur valeurs mobilières	8	9
Revenu net des opérations financières de négoce	29	16
Frais généraux et administratifs	72	70

Etats en ce qui concerne l'information tendancielle et la situation financière et commerciale.

L'Emetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2012, aucune détérioration significative n'a affecté les perspectives de l'Emetteur.

En outre, l'Emetteur déclare que depuis la date des états financiers provisoires au 31 mai 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale de l'Emetteur.

B.13 Décrire tout événement récent propre à l'émetteur et présentant un intérêt significatif pour l'évaluation de sa solvabilité.

Aucun événement présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur n'est identifié à ce moment. Cependant, Citigroup Global Markets Deutschland AG est actuellement sujet à un audit extraordinaire sur les retenues à la source fiscales par l'autorité fiscale Francfort-Hoeschst pour les années 2007-2008. Dans ce contexte l'autorité fiscale a explicité ses vues quant au fait que Citigroup Global Markets Deutschland AG aurait dû déduire et payer la retenue à la source des dividendes reçus en relation avec transactions communément appelées cum-ex transactions. S'appuyant sur ces observations l'autorité fiscale est actuellement de l'avis que Citigroup Global Markets Deutschland AG est responsable de la non déduction de la retenue à la source d'un montant supérieur à 706 Millions d'Euro pour les années 2007 et 2008. Dans le cas où l'autorité fiscale a raison, la responsabilité fiscale pour les années 2009 à 2011 pourrait se poser ce qui est impossible d'estimer pour le moment.

The principal point de départ de l'action en responsabilité des autorités fiscales est de savoir si Citigroup Global Markets Deutschland AG est qualifié de banque allemande exécutant un transaction (die den Verkaufsauftrag ausführende Stelle) durant ces années. De plus, la méthode appliquée pour identifier le montant des dommages et intérêts est débattue comme celle de savoir si Citigroup Global Markets Deutschland AG peut être tenu responsable comme débiteur principal.

De plus, il devrait être noté que . Citigroup envisage actuellement des mesures visant à optimiser sa structure d'organisation.

B.14	Si l'émetteur fait partie
	d'un groupe, décrire ce
	groupe et la place qu'y
	occupe l'émetteur. Si
	l'émetteur est
	dépendant d'autres
	entités du groupe, ce
	fait doit être clairement
	stipulé.

Citigroup Global Markets Finance Corporation à titre de société holding allemande possède 100 % des actions de l'Émetteur. En vertu du § 17 (2) de la Loi allemande sur les sociétés par actions (*Aktiengesetz*, « AktG »), il est considéré qu'une société dont la majorité des actions est détenue par une autre société est dépendante de cette autre société.

B.15 Fournir une description des principales activités de l'émetteur.

L'Émetteur est une banque d'affaire et d'investissement qui propose des solutions financières complètes dans les secteurs des opérations bancaires de l'investissement, des titres à revenu fixe, des opérations de change, des valeurs mobilières et des dérivés ainsi que des services de transactions internationales aux entreprises, aux pouvoirs publics et aux investisseurs institutionnels ; c'est en outre un émetteur majeur de warrants et de certificats dont les investisseurs finaux sont principalement des clients particuliers. Depuis la fin de l'année 2012, l'activité de l'Émetteur intègre également Citi Private Bank – Family Office Coverage Germany et Covered Bond Research.

B.16 Dans la mesure où ces informations sont connues de l'émetteur, indiquer si celui-ci est détenu ou contrôlé, directement ou indirectement, et par qui; décrire la nature de ce contrôle.

En plus de l'intégration de l'Émetteur dans le groupe de sociétés Citigroup Inc. mentionné ci-dessus, l'Émetteur est également partie liée à sa maison mère directe par un accord de transfert de pouvoir et de pertes et profits.

En vertu de cet accord, l'Émetteur a conféré la gestion de ses affaires à sa maison mère directe. De ce fait, la société holding dont dépend directement l'Émetteur, a le droit de lui donner des instructions.

L'accord impose également à l'Émetteur de transférer la totalité de son bénéfice à sa maison mère directe. En contrepartie, la maison mère directe est tenue de compenser toute perte annuelle éventuelle de l'Émetteur durant la période de validité de l'accord, comme prévu en détail par les § 302 (1) et (3) d'AktG.

Section C - Valeurs mobilières

C.1 Décrire la nature et la catégorie des valeurs mobilières offertes et/ou admises à la négociation et donner tout numéro d'identification des valeurs mobilières.

Type/forme des Warrants

Les warrants sont des instruments dérivés qui peuvent comporter un droit d'option et qui peuvent donc présenter beaucoup de points communs avec les options. L'une des principales caractéristiques des Warrants est l'effet de levier: une évolution du cours du sous-jacent peut entraîner une variation disproportionnée du cours du Warrant. L'effet de levier du Warrant joue dans les deux sens – non seulement à l'avantage de l'investisseur en cas de bonnes performances des facteurs déterminant la valeur, mais également en sa défaveur en cas de performances défavorables. Le paiement du au titre d'un Warrant lors de son exercice ou de sa liquidation prématurée dépend de la valeur du sous-jacent à ce moment.

Les Warrants seront émis sous une forme dématerialisée au porteur et seront enregistrés dans les livres du dépôt central des valeurs mobilières qui créditera les comptes des titulaires de compte. Aucun document physique attestant de la possession (notamment des *certificats représentatifs* conformément à l'Article

		R.211-7 du Code monétaire et financier français) ne sera émis concernant les Warrants.
		Numéro d'identification des titres
		ISIN: DE000CF6Z543
		Numéro d'identification local : 5050C
C.2	Indiquer dans quelle monnaie l'émission a eu lieu.	Euro
C.5	Décrire toute restriction imposée à la libre négociabilité des valeurs mobilières.	Chaque Warrant est transmissible selon les lois s'appliquant à chaque cas et, le cas échéant, les réglementations et les procédures respectives applicables du dépositaire central de titres dans les livres duquel le transfert est enregistré.
C.8	Décrire les droits	Loi applicable aux titres :
	attachés aux valeurs mobilières y compris leur rang, y compris toute restriction qui	Les Warrants sont régis par la loi allemande. La constitution des Warrants peut être régie par les lois de la juridiction du dépositaire central de titres.
	leur est applicable.	Droits attachés aux Warrants Chaque Warrant confère à son détenteur le droit au montant en espèces détaillé à la section C.15.
		Statut des Warrants
		Les Warrants créent des obligations non garanties et non subordonnées de l'Émetteur qui se classent <i>pari passu</i> les unes par rapport aux autres et par rapport à toutes autres obligations actuelles et futures non garanties et non subordonnées de l'Émetteur, à l'exception des obligations qui ont priorité en raison de dispositions statutaires obligatoires.
		Limitations de droits
		L'Emetteur a le droit de résilier les Warrants et de modifier par voie d'avenant les termes et conditions en application des dispositions prévues aux termes et conditions des Warrants.
C.11	Indiquer si les valeurs mobilières offertes font ou feront l'objet d'une demande d'admission à la négociation, en vue	Les Warrants ont été admis sur le marché réglementé à la bourse de valeurs de Eurolist, Euronext Paris S.A., qui est un marché réglementé au sens de la Directive 2004/39/CE.
	de leur distribution sur un marché réglementé ou sur des marchés équivalents — les marchés en question	

	devant alors être nommés.	
C.15	Décrire comment la valeur de l'investissement est influencée par celle du ou des instrument(s) sous-jacent(s), sauf lorsque les valeurs mobilières ont une valeur nominale d'au moins 100 000 EUR.	Description des Warrants Turbo Bull à barrière désactivante (désactivation) Les Warrants Turbo Bull à barrière désactivante permettent aux investisseurs de participer avec un effet de levier à la performance positive de la valeur sousjacente. En contrepartie, cependant, ils participent également sur une base à effet multiplicateur à toute performance négative de la valeur sous-jacente en prenant en plus le risque que le Warrant Turbo Bull à barrière désactivante perde sa valeur ou quasiment sa valeur immédiatement (événement knock-out) si le prix d'observation de la valeur sous-jacente chute au niveau ou au-dessous de la barrière désactivante à tout moment pendant la période d'observation au cours des heures d'observation. À la date d'échéance, le montant reçu par les investisseurs est égal à l'excédent, multiplié par le coefficient multiplicateur, entre le prix de référence de la valeur sous-jacente à la date d'évaluation et le prix d'exercice correspondant. Si le prix d'observation de la valeur sous-jacente atteint ou chute au-dessous de la barrière désactivante à tout moment pendant la période d'observation au cours des heures d'observation (moment de désactivation), le Warrant Turbo Bull à barrière désactivante expire, soit sans valeur, soit, si les Conditions Définitives le prévoient, presque sans valeur à un faible montant.
C.16	Indiquer la date d'expiration ou d'échéance des instruments dérivés ainsi que la date d'exercice ou la date finale de référence.	Date d'échéance: 26.06.2014 Date d'exercice: Date d'évaluation Date d'évaluation: 19.06.2014
C.17	Décrire la procédure de règlement des instruments dérivés.	Dans le cas de Warrants à exercice automatique, cà-d. d'une modalité d'exercice européenne, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au crédit des détenteurs du warrant enregistrés auprès du dépositaire central à la clôture du jour ouvrable bancaire précédent au siège social du dépositaire central de titres. Le dépositaire central de titres s'est engagé auprès de l'Émetteur à faire un transfert ultérieur correspondant.
C.18	Indiquer les modalités relatives au produit des instruments dérivés.	Dans le cas de Warrants à modalité d'exercice européenne, le droit d'option ne peut être exercé par le détenteur du warrant qu'à la date d'évaluation pour le warrant concerné. Si le montant en numéraire aboutit à une valeur positive, le droit d'option attaché au warrant concerné est considéré exercé à la date d'évaluation sans autres conditions préalables et sans soumission d'une notification explicite d'exercice (« Exercice Automatique »).
C.19	Indiquer le prix	Prix de référence à la date d'évaluation : Cours de clôture

C.20	d'exercice ou le prix de référence final du sous-jacent. Décrire le type de sous-jacent utilisé et indiquer où trouver les informations à son sujet.	Type: action ou titre représentant des actions WKN (Numéro d'identification des valeurs mobilières allemandes): A0F7BK ISIN: FR0010220475 Société: Alstom SA Bourse de valeurs mobilières concernée: Euronext Paris Page de Reuters: ALSO.PA				
		Site Web: www.alstom.com				
	n D – Risques	Discuss diament and a matricely and a later than the state of the stat				
D.2	Fournir les informations clés concernant les principaux risques propres à l'émetteur.	Si l'Émetteur devait limiter ou abandonner complètement son intention de fixer les prix de l'offre et de la demande le danger existerait, au cas où les prix des				
		Risque de liquidité en dépit d'un accord de transfert de pouvoir et de pertes et profits				
		L'Émetteur ne serait également pas en mesure d'honorer les obligations liées aux titres en dépit d'un accord de transfert de pouvoir et de pertes et profits si, dans le cas où l'Émetteur générait une perte nette, bien que la maison mère directe soit en principe tenue de prendre cette perte à son compte, il était incapable ou non disposé à se conformer à cet engagement contractuel en raison de ses propres difficultés de trésorerie ou de surendettement.				
		Courtage de transactions pour d'autres sociétés du Groupe et répartition du travail au sein de Citigroup				
		L'essentiel du revenu de commission de l'Émetteur se compose du revenu des prix de cession des transactions de courtage avec les sociétés apparentées. Les coûts pour l'Émetteur résultant de l'échange de services avec différentes sociétés du Groupe sont remboursés sur la base des accords existants en utilisant les prix de cession. À cette fin, le revenu et les dépenses, en particulier le revenu de commission pour les transactions réalisées avec l'assistance de la banque à titre de conseiller dans le cadre de ses activités commerciales, sont déterminés et alloués aux différents secteurs fournissant les services. Les transactions se rapportent à la négociation sur les titres, les émissions d'obligations et la gestion financière d'entreprise ainsi qu'à la vente de produits structurés, dérivés de titres de sociétés et les produits de gestion de devises, et aux opérations bancaires internationales. Ce processus est coordonné étroitement dans l'ensemble des secteurs avec Citigroup Global Markets Limited, Londres, en particulier, et également avec Citibank, N.A., Londres.				

Si une décision était prise au sein de Citigroup pour réaffecter les activités concernées à d'autres sociétés du Groupe, l'Émetteur pourrait perdre une importante source de revenu.

Les risques de l'activité de prêt

Le portefeuille de prêt de l'Émetteur consiste principalement en prêts accordés à des clients internationaux dans les secteurs de l'industrie et des services financiers ayant des notations de crédit de qualité. Les défauts de remboursement de prêt ont été évités ces dernières années grâce à cette politique commerciale. Le portefeuille de prêts consiste principalement en un nombre raisonnable d'unités empruntrices, comme le prescrit la loi allemande sur les opérations bancaires. Si des emprunteurs individuels importants du portefeuille de l'Émetteur n'étaient pas en mesure d'honorer leurs obligations, une forte hausse des provisions pour pertes sur prêt serait envisageable en principe et des défauts de remboursement sur prêts pourraient se produire.

Risque de taux d'intérêt

Le département des risques et trésorerie évalue et maîtrise le risque sur taux d'intérêt de l'Émetteur. L'exposition de l'Émetteur à des fluctuations des taux d'intérêt peut être un risque à moyen ou à long terme pour la détention de titres liquides si ceux-ci n'étaient pas à l'origine couverts par des transactions de couverture telles que des accords de swap de taux d'intérêt. Il en va de même pour les emprunts à moyen et long terme accordés par l'Émetteur. Un risque significatif de fluctuation des taux d'intérêt pourrait survenir lorsque les taux d'intérêt ne font pas l'objet d'un suivi attentif et en temps opportun, ce qui peut générer le danger concomitant qu'une mesure pour couvrir une telle exposition au risque de taux d'intérêt ne soit pas prise suffisamment tôt.

Risque opérationnel

L'Émetteur a transféré un certain nombre de domaines qui sont importants pour une gestion et un contrôle appropriés de ses activités économiques et les risques qui s'y rapportent à d'autres sociétés au sein et à l'extérieur de Citigroup. Au cas où les sociétés auxquelles ces domaines ont été transférés ne s'acquitteraient pas de leurs obligations contractuelles ou ne le feraient pas en temps opportun, la capacité de l'Émetteur à assumer ses propres obligations découlant des titres qu'il a émis aux dates prévues pourrait également être compromise.

Risque fiscal

Les décisions fiscales prises concernant l'Émetteur sont régulièrement soumises à un examen ultérieur sous forme d'audit fiscal externe ou d'arbitrage des affaires individuelles par les tribunaux compétents. Cette pratique est courante et signifie qu'un rappel d'impôts peut être décidé par l'administration fiscale des années après l'évaluation initiale en raison d'un contrôle fiscal ou d'une décision à portée générale rendue par un tribunal fiscal.

Risques généraux liés à l'activité

Risque de règlement

Le risque qu'une transaction soit traitée de manière incorrecte, ou qu'une transaction soit exécutée différemment des intentions et des attentes de la

direction de l'Emetteur.

• Risque en matière d'information

Le risque que l'information, qui a été produite, reçue, transmise ou conservée au sein ou à l'extérieur du siège social de l'Émetteur ne soit plus accessible. En outre, de telles informations peuvent être de qualité médiocre ou avoir été mal exploitées ou encore avoir été obtenues sans autorisation. Le risque en matière d'information inclut également les risques provenant des systèmes en tant que tels et utilisés pour le traitement de l'information.

• Risque de réputation

Il représente le risque pour l'Emetteur que la relation avec ses clients se détériore si le niveau de qualité de ses services est insuffisant ou le risque que les transactions soient traitées de manière incorrecte. Ce risque inclut également le risque de développer des relations d'affaires avec des contreparties dont les pratiques ne sont pas conformes aux normes ou à l'éthique de l'Émetteur.

Risque lié au personnel

L'Émetteur fait appel à des professionnels et des cadres dirigeants qualifiés. Le risque lié au personnel inclut le risque d'une rotation importante du personnel et le risque que l'Émetteur ne soit pas en mesure de retenir un personnel qualifié en nombre suffisant, mais également le risque que les employés de l'Émetteur enfreignent en connaissance de cause ou par négligence les règles fixées ou les standards éthiques de pratique établis par la société.

• Risques juridiques et réglementaires

L'Émetteur considère les risques juridiques comme tout risque résultant des contrats engageant sa responsabilité et de la loi applicable. Les risques réglementaires résultent de l'environnement juridique dans lequel l'Émetteur réalise ses opérations.

Risques de fraude

Risques internes et externes de fraude tels que la corruption, le délit d'initié et le vol de données.

informations clés concernant les principaux risques propres aux valeurs mobilières. Inclure un avertissement

Fournir

D.6

informant
l'investisseur qu'il
pourrait perdre tout
ou partie, selon le
cas, de la valeur de
son investissement

les

Facteurs généraux de risque des Warrants

Risque de perte totale

Les Warrants constituent des instruments d'investissement particulièrement risqués. Ils impliquent un niveau de risque particulièrement élevé de perdre le capital investi, y compris une perte totale, plus les coûts de transaction encourus et tous les coûts d'emprunt.

Risque de défaillance de l'Émetteur des Warrants

Au cas où l'Émetteur deviendrait insolvable, les investisseurs pourraient subir une perte pouvant aller jusqu'à une perte totale. En tant que titres au porteur, les Warrants n'entrent pas dans le champ des dispositions prévues pour la protection

et/ou, si le risque encouru par l'investisseur ne se limite pas à la valeur investissement, une mention de ce fait, assortie d'une description des cas où ce surcroît de risque se matérialise ainsi effets que des financiers probables cette matérialisation.

des dépôts.

Risque résultant de fluctuations de prix des Warrants supérieures à la moyenne (effet de levier)

L'une des principales caractéristiques des Warrants est l'effet de levier : une évolution du cours de la valeur sous-jacente peut entraîner une variation disproportionnée du cours du Warrant. En même temps, les Warrants génèrent également des risques de perte supérieurs à la moyenne.

Risque d'absence ou de non-fonctionnement d'un marché secondaire de Warrants ou de manque de disponibilité du système de transactions électroniques de l'Émetteur

Les investisseurs ne devraient pas présumer qu'ils seront en mesure de vendre un Warrant à un moment particulier ou à un prix particulier pendant sa période de validité. Les investisseurs devraient plutôt partir de l'hypothèse que le prix en bourse ne peut se situer que dans les limites de la fourchette de prix acheteur et vendeur indiquée par l'Émetteur, si elle est disponible, et que leurs ordres d'achat ou de vente en bourse seront exécutés avec l'Émetteur en qualité de contrepartie directe ou indirecte.

Risque lié à la cessation du négoce sur le marché secondaire immédiatement avant une échéance finale

L'Emetteur et/ou le marché cessent de négocier les Warrants juste avant leur date d'évaluation. Cependant, le prix de référence de la valeur sous-jacente à la date d'évaluation et/ou le taux de change applicable, lesquels sont importants dans la détermination du montant des Warrants, peuvent varier entre le dernier jour de cotation et la date d'échéance, dans un sens défavorable à l'investisseur. Il existe un risque particulier que le prix de la valeur sous-jacente atteigne, chute audessous ou dépasse une barrière pour la première fois juste avant que le prix de référence à la date d'évaluation soit déterminé et après la clôture de la cotation sur le marché secondaire.

Risque sur la devise relatif à la valeur intrinsèque des Warrants

La performance de l'investissement est soumise à un risque sur la devise si la valeur sous-jacente sur laquelle les Warrants sont basés est libellée dans une devise autre que la devise dans laquelle le montant en numéraire est versé (devise de règlement).

Risques d'événements perturbant le fonctionnement du marché

En cas de survenue d'événements perturbant le fonctionnement du marché pour la valeur sous-jacente, l'Émetteur a le droit de repousser la date d'évaluation du prix de référence de l'exercice. Ceci peut entraîner un risque supplémentaire pour les investisseurs si la valeur sous-jacente réalise une performance négative pendant la durée du report ou, le cas échéant, si le taux de change utilisé pour convertir la valeur intrinsèque en devise de règlement fluctue dans un sens défavorable à l'investisseur.

Facteurs de risque spécifiques au produit

Risque relatif à la perte de la valeur temps des Warrants en fonction de la durée résiduelle

Le prix des Warrants est calculé sur la base de deux composants du prix (la valeur intrinsèque et la valeur temps) La valeur intrinsèque des Warrants pendant leur période de validité est égale à la différence (si elle est positive), multipliée par le coefficient multiplicateur, entre la valeur sous-jacente et le prix d'exercice (warrants Call). Le montant de la valeur temps, d'autre part, est essentiellement déterminée en fonction de la durée résiduelle du Warrant et de la fréquence et de l'intensité des fluctuations du prix de la valeur sous-jacente attendues par l'Émetteur pendant la durée résiduelle du Warrant (volatilité implicite).

Risques relatifs à d'autres facteurs affectant la valeur comme les taux d'intérêt du marché monétaire, les dividendes attendus et les coûts de refinancement de l'Émetteur

Les autres facteurs affectant le prix des Warrants comprennent, notamment, les taux d'intérêt sur le marché monétaire pour la durée résiduelle, le revenu attendu des transactions de couverture de l'Émetteur concernant la valeur sous-jacente et le niveau des coûts de refinancement de l'Émetteur pour réaliser ces transactions de couverture.

Même si le prix de la valeur sous-jacente s'élève, dans le cas d'une option call, ou chute, dans le cas d'une option put, la valeur du Warrant peut diminuer en raison des autres facteurs affectant la valeur. Compte tenu de la durée de validité limitée du Warrant, aucune garantie ne peut être donnée quant à une remontée du prix du Warrant dans les délais. Plus la durée résiduelle est courte, plus le risque est grand.

Risque relatif aux transactions de couverture sur la valeur sous-jacente dans le cas de Warrants à barrière désactivante

Dans le cas de Warrants à barrière désactivante, on ne peut exclure l'éventualité que les activités de l'Émetteur pour la prise ou le débouclement de positions de couverture puissent intensifier les fluctuations de prix de la valeur sous-jacente des Warrants au point qu'un événement désactivant soit déclenché et qu'en conséquence les droits d'option expirent prématurément sans valeur.

Risque de survenue d'un événement désactivant en dehors des heures de négociation sur le marché secondaire

Les investisseurs sont en principe exposés au risque qu'un événement désactivant puisse également se produire en dehors des heures où les Warrants sont habituellement négociés. Ce risque est particulièrement significatif dans les circonstances où les heures de négociation pour les Warrants diffèrent des heures de négociation normales des valeurs sous-jacentes.

Risque de perte totale avant l'échéance en raison de la survenue d'un événement désactivant

La période de validité des Warrants Turbo Bull expire prématurément au moment de la désactivation et les droits d'option Turbo expirent sans valeur, au cas où le prix de la valeur sous-jacente défini dans les termes et conditions est égal à ou inférieur (Bull) la barrière désactivante du Warrant Turbo au cours d'une période d'observation définie dans les termes et conditions. Si un événement désactivant se produit, les investisseurs subiront une perte totale de leur capital investi.

Risque sur le prix relatif à un accroissement de la volatilité implicite

Dans le cas des Warrants Turbo, le prix des Warrants pendant leur période de validité est influencé par d'autres facteurs affectant la valeur en plus du prix de la valeur sous-jacente, notamment la volatilité implicite de la valeur sous-jacente. Du point de vue de l'investisseur, une augmentation de la volatilité implicite de la valeur sous-jacente représente un risque sur le prix si le prix de la valeur sous-jacente est proche de la barrière désactivante.

Risque de perte totale en raison de bonds du prix de la valeur sous-jacente (risque de gap)

Le risque d'un bond du prix de la valeur sous-jacente, par exemple entre l'heure de clôture des négociations la veille et l'heure d'ouverture des cours le lendemain, qui pourrait déclencher un événement désactivant, est dénommé risque de gap.

Section E - Offre

E.2b Indiquer les raisons de l'offre et l'utilisation prévue du produit de celle-ci, lorsqu'il s'agit de raisons autres que la réalisation d'un bénéfice et/ou la couverture de certains risques.

Sans objet; les raisons de l'offre sont de réaliser des profits et/ou de prendre une couverture par rapport à certains risques et le produit net de l'émission de Warrants présentés dans le Prospectus de Base seront utilisés par l'Émetteur à des fins générales.

E.3 Décrire les modalités et les conditions de l'offre.

Méthode de présentation de l'offre, offreur et date d'émission des Warrants

Les Warrants sont offerts de gré à gré en continu.

L'offre des Warrants commence en France le 22.01.2014.

Les offreur des Warrants est: l'Émetteur

La date d'émission est: 22.01.2014

Restriction imposée à la libre négociabilité des valeurs mobilières

Les Warrants peuvent être offerts ou vendus seulement si l'ensemble des lois et règlementations relatives aux valeurs mobilières en vigueur dans la juridiction dans laquelle un achat, une offre, une vente ou une livraison de Warrants est effectué ou dans laquelle le présent document est diffusé ou conservé pour inspection ont été respectées, et si tous les consentements ou autorisations nécessaires pour l'achat, l'offre, la vente ou la livraison des Warrants conformément aux normes légales en vigueur dans cette juridiction ont été obtenus.

En particulier, les Warrants ne sont pas et ne seront pas enregistrés conformément à la Loi sur les valeurs mobilières des États-Unis (*United States Securities Act*) de 1933 telle qu'amendée. Ils ne peuvent être offerts, vendus, négociés ou livrés au sein des États-Unis directement ou indirectement par ou

pour le compte d'un ressortissant des États-Unis (comme défini dans la Réglementation S conformément à la Loi sur les valeurs mobilières des États-Unis de 1933), excepté dans le cas d'exemption des conditions d'enregistrement de la Loi sur les valeurs mobilières. Toute personne recevant le montant de liquidités correspondant aux termes et conditions est considérée comme ayant fait une déclaration indiquant que la personne titulaire des droits découlant des Warrants n'est pas un ressortissant des États-Unis.

Prix d'émission, frais et taxes relatifs à l'achat

Le prix d'émission initial est de EUR 0,63.

Sans objet, l'achat de Warrants ne faisant supporter aucun coût ou taxe à l'Émetteur notamment pour les acheteurs ou les souscripteurs.

E.4 Décrire tout intérêt, y compris les intérêts conflictuels, pouvant influer sensiblement sur l'émission/l'offre.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui agissent généralement en qualité d'agent de calcul des Warrants. Cette activité peut entraîner des conflits d'intérêt dans la mesure où les responsabilités de l'agent de calcul comprennent certaines déterminations et décisions qui pourraient avoir un effet négatif sur le prix des Warrants ou le montant des liquidités.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent s'engager dans des transactions de négoce sur la valeur sous-jacente, sur d'autres instruments qui s'y rapportent, ou sur des dérivés, des options boursières ou des contrats à terme en bourse, ou peuvent émettre d'autres valeurs et dérivés fondés sur la valeur sous-jacente. Les sociétés peuvent également intervenir dans l'acquisition de nouvelles parts ou d'autres titres de la valeur sous-jacente ou, dans le cas d'indices de valeurs, de sociétés individuelles incluses dans l'indice, ou agir en qualité de conseillers financiers pour les entités auxquelles il est fait référence ou collaborer avec elle dans le secteur de la banque d'affaires. Les sociétés sont tenues de s'acquitter de leurs obligations à ce titre, indépendamment des conséquences qui peuvent en résulter pour les détenteurs de warrants et, le cas échéant, devront prendre les mesures qu'elles considèrent nécessaires ou appropriées pour se protéger ou sauvegarder leurs intérêts dans le cadre de ces relations d'affaires. Les activités visées ci-dessus pourraient entraîner des conflits d'intérêt et avoir un effet négatif sur le prix de la valeur sous-jacente ou des titres qui lui sont associés comme les Warrants.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent émettre des titres dérivés supplémentaires fondés sur la valeur sous-jacente, ou sur des éléments constitutifs de la valeur sous-jacente, notamment des titres dont les caractéristiques sont identiques ou similaires à celles des Warrants. L'introduction de tels produits, qui concurrencent les Warrants, peuvent avoir un effet sur le prix de la valeur sous-jacente ou les éléments constitutifs de la valeur sous-jacente et donc aussi sur le prix des Warrants. L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent recevoir des informations de nature non publique se rapportant à la valeur sous-jacente, ou à des éléments constitutifs de la valeur sous-jacente, mais ne sont pas tenus de les communiquer aux détenteurs de warrants. De plus, les sociétés appartenant à Citigroup ou affiliées à lui peuvent publier des rapports de recherche se rapportant à la valeur sous-

		jacente ou aux éléments constitutifs de la valeur sous-jacente. Les activités de ce type peuvent créer certains conflits d'intérêt et affecter le prix des Warrants.
E.7	Donner une estimation des dépenses facturées à l'investisseur par l'émetteur ou l'offreur.	Les dépenses estimées pour les Warrants, y compris le coût d'admission à la négociation sont compris(es) dans le prix d'émission ou au prix de vente, le cas échéant. Si l'investisseur achète des Warrants auprès d'un distributeur, le prix d'achat à payer par l'investisseur pourra comprendre des commissions de vente devant être communiquées au distributeur.

Citigroup Global Markets Deutschland AG

Frankfurt am Main

(Issuer)

Final Terms dated

21 January 2014

to the

Tripartite Base Prospectus dated 13 May 2013 as amended (the "Tripartite Base Prospectus")

TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT

based on the following underlying:

Alstom

ISIN: DE000CF6Z550

The respective Final Terms to the Tripartite Base Prospectus will be made available as a separate document in paper form free of charge at the address of the relevant paying agent and published on the Issuer's website (www.citifirst.com).

The subject matter of the Final Terms is Turbo Warrants with knock-out (Product No. 2) (the "Warrants" or the "Series") based on a share or a security representing shares, issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer").

The Final Terms were prepared in accordance with Article 5 (4) of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (as most recently amended by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010) (the "Prospectus Directive") and must be read in conjunction with the Tripartite Base Prospectus (consisting of the Summary and the Securities Note, each dated 13 May 2013, and the Registration Form of Citigroup Global Markets Deutschland AG dated 3 May 2013, including any supplements). Complete information about the Issuer and the offer of the Warrants can be obtained only from a synopsis of these Final Terms together with the Tripartite Base Prospectus (including all related supplements, if any).

The Final Terms to the Tripartite Base Prospectus take the form of a separate document within the meaning of Article 26 (5) of Commission Regulation (EC) No. 809/2004 of 29 April 2004 as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012 and Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012 (the "**Prospectus Regulation**").

An issue specific summary that has been completed for the Warrants is attached to these Final Terms.

INFORMATION ABOUT THE TERMS AND CONDITIONS – ISSUE SPECIFIC CONDITIONS

With respect to the Series of Warrants, the Issue Specific Conditions applicable to the Turbo Bull or Bear Warrants with Knock-Out, as replicated in the following from the Tripartite Base Prospectus and supplemented by the information in the Annex to the Issue Specific Conditions as set out below, and the General Conditions contain the conditions applicable to the Warrants (referred to together as the "Conditions"). The Issue Specific Conditions should be read in conjunction with the General Conditions.

Part A. Product Specific Conditions

No. 1 Option Right

Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer") hereby grants the holder (each a "Warrant Holder") of Turbo Bull or Bear Warrants with Knock-Out (the "Warrants"), based on the Underlying as specified in detail in each case in Table 1 and Table 2 of the Annex to the Issue Specific Conditions, the right (the "Option Right") to require the Issuer to pay the Cash Amount (No. 2 (1) of the Issue Specific Conditions) or the Termination Amount (No. 2 of the General Conditions) in accordance with these Terms and Conditions.

No. 2 Cash Amount; Definitions

- (1) The "Cash Amount" for each Warrant, subject to the occurrence of a Knock-Out Event (No. 2a of the Issue Specific Conditions) or the early redemption of the Warrants by the Issuer (No. 2 of the General Conditions), shall be the Intrinsic Value of a Warrant, if the latter is already expressed in the Settlement Currency, or the Intrinsic Value of a Warrant converted into the Settlement Currency using the Reference Rate for Currency Conversion.
- (2) The "Intrinsic Value" of a Warrant shall be the difference, expressed in the Reference Currency and multiplied by the Multiplier, by which the Reference Price of the Underlying determined on the Valuation Date is higher than (Bull Warrants) or lower than (Bear Warrants) the respective Strike.
- (3) The following definitions shall apply in these Terms and Conditions:

"Additional Securities Euroclear System, Brussels; Clearstream Banking S.A.,

Depositaries": Luxembourg

"Auxiliary Location": London, United Kingdom

"Banking Day": Every day on which the commercial banks in Paris and

Frankfurt am Main are open for business, including trade

in foreign currencies and the receipt of foreign currency deposits (except for Saturdays and Sundays), the TARGET2-System is open and the Central Securities Depositary settles payments. "TARGET2-System" shall mean the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) payment system or any successor system.

"Central Securities Depositary": Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

France

France

"Clearing Territory of the

Central Securities Depositary":

"Currency Conversion Date": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Exchange Rate Reference

Agent":

not applicable

"Exercise Date": Valuation Date.

"Form of the Warrants": The Warrants will be issued in dematerialized bearer form

(au porteur) and inscribed in the books of the Central Securities Depositary which shall credit the accounts of the Account Holders. No physical document of title (including certificats représentatifs pursuant to Article R.211-7 of the French Monetary and Financial Code (Code monétaire et financier)) will be issued in respect of

the Warrants.

"Issue Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Issuer's Website": www.citifirst.com

"**Knock-Out Barrier**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Knock-Out Cash Amount": zero

"Maturity Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Minimum Exercise Volume": 1 Warrant(s) per ISIN or an integral multiple thereof

"Minimum Trading Volume": 1 Warrant(s) per ISIN or an integral multiple thereof

"Modified Valuation Date + 1": not applicable

"Modified Valuation Date": not applicable

"Multiplier": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Number": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"**Observation Period**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"**Reference Currency**": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"**Reference Price**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Reference Rate for Currency

Conversion":

not applicable

"Settlement Currency": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Strike": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"**Type**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type of Exercise": European

"**Underlying**": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Valuation Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation

Date.

"Valuation Date + 1": not applicable

No. 2a Knock-Out

If the Observation Price of the Underlying (No. 5 (2) of the Issue Specific Conditions) expressed in the Reference Currency is equal to or falls below (Bull Warrants) or is equal to or exceeds (Bear Warrants) the Knock-Out Barrier of the Warrant specified in Table 1 of the Annex to the Issue Specific Conditions (the "**Knock-Out Event**") during the Observation Period (No. 2 (3) of the Issue Specific Conditions) during the Observation Hours (No. 5 (2) of the Issue Specific Conditions) at any time (referred to in the following as the "**Knock-Out Time**"), the term of the Warrants shall end early at the Knock-Out Time. In this event, the Cash Amount for each Warrant shall be equal to the Knock-Out Cash Amount (No. 2 (3) of the Issue Specific Conditions). The Issuer will give notice without delay in accordance with No. 4 of the General Conditions that the price of the Underlying has reached or fallen below (Bull Warrants) or reached or exceeded (Bear Warrants) the Knock-Out Barrier.

No. 3 Exercise of the Option Rights

I. Applicable in the case of Warrants with a European Type of Exercise (as indicated for the respective series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

- (1) The Option Right may be exercised by the Warrant Holder only with effect as of the Valuation Date for the respective Warrant.
 - If the Cash Amount results in a positive value, the Option Right attaching to the respective Warrant shall be deemed to be exercised on the Valuation Date without further preconditions and without the submission of an explicit Exercise Notice (referred to in the following as "Automatic Exercise").
- (2) The Issuer will transfer any positive Cash Amount to the Central Securities Depositary on the Maturity Date for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid.
- (3) The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer. In the event that the onward transfer of the Cash Amount or of the fair market value is not possible within three months after the Maturity Date ("Presentation Period"), the Issuer shall be entitled to deposit the relevant amounts with the Frankfurt am Main Local Court for the Warrant Holders at their risk and expense with a waiver of its right to reclaim those amounts. Upon the deposit of the relevant amounts with the Court, the claims of the Warrant Holders against the Issuer shall expire.
- (4) All taxes or other levies that may be incurred in connection with the payment of the Cash Amount or of the fair market value shall be borne by the Warrant Holders.
- (5) If the Valuation Date falls between the date on which the Issuer determines that there are grounds for making an Adjustment in accordance with No. 6 of the Issue Specific Conditions and the date on which the Issuer has given notice of the Adjustments (referred to in the following as the "Adjustment Period"), the Valuation Date shall be the first Banking Day common to the head office of the Issuer and to the location of the Central Securities Depositary following the date on which the Issuer has given notice of the Adjustments for the Valuation Date. The calculation of the Cash Amount in accordance with No. 2 of the Issue Specific Conditions shall be based on the relevant Reference Price of the Underlying on the Valuation Date together with the Adjustments made by the Issuer.
- (6) The Cash Amount and the fair market value shall be paid in the Settlement Currency without a requirement for the Issuer to give notice of any kind.
- (7) A declaration shall be deemed to have been made automatically that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and,

if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell, resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the respective series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

(1) For the exercise of the Warrants to be effective, the holder of the respective Warrant must comply with the preconditions set out below with respect to the relevant Exercise Agent within the Exercise Period for the respective Warrant. The Exercise Period for the Warrants shall begin in each case on the third Banking Day after the Issue Date and shall end in each case at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the Valuation Date or, if the Reference Price of the Underlying is usually determined before 11.00 a.m. (local time at the location of the relevant Exercise Agent), the Exercise Period ends at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the last Trading Day preceding the last Valuation Date. The provisions of paragraphs (2) to (4) of this No. 3 II shall also apply.

If the Option Rights are exercised via the Exercise Agent in **France**, the Warrant Holder must submit to Citibank International plc., France (the "**Exercise Agent**") at the following address:

Citibank International plc. - Service Titres, 1-5 Rue Paul Cezanne, 75008 Paris, France

a properly completed "Paris" Exercise Notice for the respective ISIN (International Securities Identification Number) using the form available from the Issuer (referred to in the following as "Exercise Notice") and must have transferred the Warrants which it is intended to exercise

- to the Issuer crediting its account No. 186 at Euroclear France, account nature 51 or its account No. 67098 at Clearstream Luxembourg.

The Exercise Notice must specify:

- the ISIN (International Securities Identification Number) of the Warrant series and the number of Warrants intended to be exercised and
- the account of the Warrant Holder with a bank in France into which the Cash Amount is to be paid. If the Exercise Notice does not specify an account or specifies an account outside France, a check for the Cash Amount will be sent to the Warrant Holder at his risk by normal post to the address given in the Exercise Notice within five (5) Banking Days in Frankfurt am Main and Paris following the Valuation Date.
- Confirmation must also be given that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell

or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell, resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

- (2) The Exercise Notice shall become effective on the Exercise Date according to No. 2 (3) of the Issue Specific Conditions. The Exercise Notice may not be revoked, including during the period prior to the date on which it becomes effective. All of the preconditions set out in No. 3 (1) of the Issue Specific Conditions must be satisfied within five (5) Banking Days of the occurrence of the first precondition. In any other circumstances, the Issuer shall have the right to return any payments already made to the Warrant Holder without interest at his risk and expense; in this event the Exercise Notice shall not become effective.
- (3) Option Rights that have not been exercised effectively in accordance with paragraphs (1) and (2) shall be deemed, subject to early termination by means of extraordinary Termination pursuant to No. 2 of the General Conditions, to be exercised on the final day of the Exercise Period without further preconditions, if the Cash Amount is positive ("Automatic Exercise"). In the event of Automatic Exercise, the confirmation referred to in the last subparagraph of paragraph (1) shall be deemed to have been given automatically. In any other circumstances, all rights arising from the Warrants that have not been exercised effectively by then shall expire on that day and the Warrants shall become invalid.
- (4) All taxes or other levies that may be incurred in connection with the exercise of the Warrants shall be borne by the Warrant Holder.
 - The exercise or settlement amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.
- (5) The Issuer will transfer any Cash Amount to the Central Securities Depositary on the Payment Date upon Exercise for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid.

The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer.

No. 4 (not applicable)

Part B. Underlying Specific Conditions

No. 5 Underlying

- (1) The "**Underlying**" shall be the share or security representing shares specified as the Underlying in Table 2 of the Annex to the Issue Specific Conditions of the Company specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Company**").
- (2) The "Reference Price" of the Underlying shall correspond to the price specified as the Reference Price of the Underlying in Table 1 of the Annex to the Issue Specific Conditions, as calculated and published on Trading Days on the Relevant Exchange specified in Table 2 of the Annex to the Issue Specific Conditions (the "Relevant Exchange"). The "Observation Price" of the Underlying shall correspond to the prices for the Underlying calculated and published on an ongoing basis on the Relevant Exchange on Trading Days. "Observation Hours" shall be the Trading Hours. "Trading Days" shall be days on which the Underlying is normally traded on the Relevant Exchange on Trading Days.

No. 6 Adjustments

(1) If an Adjustment Event pursuant to paragraph (2) of this No. 6 occurs, the Issuer shall determine whether the relevant Adjustment Event has a diluting, concentrative or other effect on the computed value of the Underlying and, if such is the case, shall if necessary make a corresponding Adjustment to the affected features of the Warrants, which in its reasonable discretion is appropriate in order to take account of the diluting, concentrative or other effect and to leave the Warrant Holders as far as possible in the same position in financial terms as they were in before the Adjustment Event took effect. The Adjustments may relate, inter alia, to the Strike, the Multiplier and other relevant features, as well as to the replacement of the Underlying by a basket of shares or other assets or, in the event of a merger, by an adjusted number of shares of the absorbing or newly formed company and, where relevant, the specification of a different exchange as the Relevant Exchange and/or a different currency as the Reference Currency. The Issuer may (but is not obliged to) base the determination of this appropriate Adjustment on the adjustment made in response to the relevant Adjustment Event by a futures exchange, on which options or futures contracts on the Underlying are traded at the time of the Adjustment Event, in respect of options or futures contracts on the relevant share traded on that futures exchange.

(2) An "Adjustment Event" shall be:

- (a) the subdivision (stock split), combination (reverse stock split) or reclassification of the respective shares or the distribution of dividends in the form of bonus shares or stock dividends or a comparable issue;
- (b) the increase in the capital of the Company by means of the issue of new shares in return for capital contributions, with the grant of a direct or indirect subscription right to its shareholders (capital increase for capital contributions);

- (c) the increase of the capital of the Company from its own financial resources (capital increase from corporate funds);
- (d) the grant by the Company to its shareholders of the right to subscribe for bonds or other securities with option or conversion rights (issue of securities with option or conversion rights);
- (e) the distribution of an extraordinary dividend;
- (f) the spin-off of a division of the Company in such a way that a new, independent company is formed or the division is absorbed by a third company, with the grant to the shareholders of the Company of shares in either the new company or the absorbing company for no consideration;
- (g) the permanent delisting of the Underlying on the Relevant Exchange as a result of a merger by absorption or new company formation or for another reason;
- (h) other comparable events that could have a diluting, concentrative or other effect on the calculated value of the Underlying.
- (3) The rules described in the preceding paragraphs shall apply analogously to securities representing shares as the Underlying (such as ADRs, ADSs or GDRs).
- (4) Changes in the method of calculating the Reference Price or other prices for the Underlying that are relevant in accordance with these Terms and Conditions, including a change in the Trading Days or Trading Hours relevant for the Underlying, shall entitle the Issuer to adjust the Option Right accordingly in its reasonable discretion. The Issuer shall determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change.
- (5) In the event that the Underlying is permanently delisted on the Relevant Exchange but continues to be listed on another exchange or another market which the Issuer in its reasonable discretion considers to be suitable (the "New Relevant Exchange"), then, subject to extraordinary Termination of the Warrants by the Issuer pursuant to No. 2 of the General Conditions, the Cash Amount shall be calculated on the basis of the corresponding prices for the Underlying calculated and published on the New Relevant Exchange. In addition, all references in these Terms and Conditions to the Relevant Exchange shall then be deemed, insofar as the context allows, to be references to the New Relevant Exchange.
- (6) In the event that a voluntary or compulsory liquidation, bankruptcy, insolvency, winding up, dissolution or comparable procedure affecting the Company is initiated, or in the event of a process as a result of which all of the shares in the Company or all or substantially all of the assets of the Company are nationalized or expropriated or required to be transferred in some other way to government bodies, authorities or institutions, or if following the occurrence of an event of another kind the Issuer reaches the conclusion that it is not possible to make an Adjustment that would reflect the changes that have occurred appropriately from a financial point of view, then the Issuer will terminate the Warrants pursuant to No. 2 of the General Conditions.
- (7) The Issuer shall give notice of the Adjustments and the date on which the Adjustments become effective in accordance with No. 4 of the General Conditions.

No. 7

Market Disruption Events

(1) If a Market Disruption Event in accordance with paragraph (2) of this No. 7 exists on the Valuation Date, then the Valuation Date shall be postponed to the next following day which fulfills the criteria for a Valuation Date in accordance with No. 2 of the Issue Specific Conditions and on which a Market Disruption Event no longer exists. The Issuer shall endeavor to give notice to the Warrant Holders without delay in accordance with No. 4 of the General Conditions that a Market Disruption Event has occurred. However, there shall be no obligation to give notice. If, as a result of the provisions of this paragraph, the Valuation Date has been postponed for five (5) consecutive days that fulfill the criteria for a Valuation Date in accordance with No. 2 (3) of the Issue Specific Conditions and if the Market Disruption Event continues to exist on that day as well, then that day shall be deemed to be the Valuation Date and the Issuer shall determine the Cash Amount in its reasonable discretion taking account of the market conditions prevailing on any such deemed Valuation Date.

(2) "Market Disruption Event" shall mean

- (i) the suspension or restriction of trading in the Underlying on the Relevant Exchange, or
- (ii) the suspension or restriction of trading (including the lending market) in a futures or options contract based on the Underlying on a Futures Exchange on which futures or options contracts based on the Underlying are traded (the "Futures Exchange");

if that suspension or restriction occurs or exists in the last half-hour before the calculation of the closing price of the Underlying that would normally take place and is material as determined by the Issuer in its reasonable discretion. A change in the Trading Days or Trading Hours on or during which the Underlying is traded does not constitute a Market Disruption Event, provided that the change takes place as the result of a previously announced change in the trading regulations by the Relevant Exchange.

ANNEX TO THE ISSUE SPECIFIC CONDITIONS

Table 1 – supplementary to Part A. Product Specific Conditions

Issue Date: 22/01/2014

Initial value date in France: 27/01/2014

ISIN / Local Trading Code	Underlying	Type	Quanto	Initial Issue Price	Settlement Currency (also	Strike / Knock-Out Barrier	Multiplier	Observation Period / Valuation Date /	Type of Exercise	Number	Reference Price of the Underlying
					"Currency of the Issue")			Maturity Date			("Reference Price")
DE000CF6Z550 / 5051C	Alstom	BEAR	No	EUR 0.17	Euro (EUR)	EUR 28.00 / EUR 28.00	0.1	22/01/2014 to 19/06/2014 / 19/06/2014 / 26/06/2014	European	3,000,000	Closing price

Table 2 – supplementary to Part B. Underlying Specific Conditions

Underlying (Company) / Share type	ISIN or Reuters Code	Relevant Stock Exchange	Currency Conversion Date	Currency in which the	
	of the Underlying			Reference Price is expressed ("Reference Currency")	
Alstom SA / Common Shares	FR0010220475	Euronext Paris	not applicable	Euro (EUR)	

The following specific meanings shall apply in this context:

Deutsche Börse AG, Frankfurt, Germany (XETRA®)

EUREX : EUREX, Frankfurt, Germany

STOXX Limited, Zurich : STOXX Limited, Zurich, Switzerland

Dow Jones & Company, Inc., New York, U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

Nikkei Inc. : Nikkei Inc., Tokyo, Japan

Standard & Poor's Corp., New York, N.Y., U.S.A.

AEX Options and Futures Exchange, Amsterdam, The Netherlands

Bolsa de Derivados Portugal : Bolsa de Derivados Portugal, Lisbon, Portugal

EUREX : EUREX, Zurich, Switzerland

Euronext Amsterdam/ Euronext Lisbon/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext Paris

Euronext Amsterdam N.V., Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext Paris

Paris S.A., Paris, France

Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.) : Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.), Helsinki, Finland

Helsinki Derivatives Exchange (HEX Ltd.) : Helsinki Derivatives Exchange (HEX Ltd.), Helsinki, Finland

HSIL : Hang Seng Indexes Company Limited ("HSIL"), Hong Kong, China

Madrid stock exchange : Bolsa de Madrid, Madrid, Spain

MEFF:Mercado de Futures Financieros Madrid, Madrid, SpainNYSE:New York Stock Exchange, New York, NY, USAOCC:Options Clearing Corporation, Chicago, Illinois, USA

OSE : Osaka Securities Exchange, Osaka, Japan TSE : Tokyo Stock Exchange, Tokyo, Japan

SIX Swiss Exchange, Swiss Exchange : SIX Swiss Exchange, Switzerland

RISK FACTORS

Investors should read carefully the risk factors set out under "I. Risk factors of Warrants" in the Securities Note and under 1. in the Registration Form.

In particular, the following optional risk factors that relate only to certain types of Warrants are applicable to these Warrants (please refer to "I. Risk factors of Warrants" in the Securities Note):

- Risk relating to the loss of time value of Warrants depending on the remaining term
- Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs
- Risk relating to hedging transactions in the underlying in the case of Warrants with knock-out
- Risk from the occurrence of a knock-out event outside the trading hours in the secondary market

In the case of Turbo Warrants for which the knock-out barrier is equal to the strike, the following risk factors also apply:

- Risk of total loss prior to maturity if a knock-out event occurs
- Price risk in connection with rising implied volatility
- Risk of jumps in the price of the underlying (gap risk)

ADDITIONAL INFORMATION

Name and address of the paying agents and the calculation agent

Paying Agent(s):

Citigroup Global Markets Ltd., 1-5 Rue Paul Cézanne, 75008 Paris, France

Calculation Agent:

Citigroup Global Markets Deutschland AG, Frankfurter Welle, Reuterweg 16, D-60323 Frankfurt am Main, Federal Republic of Germany

Conflicts of interest

With respect to interests of natural and legal persons involved in the issue and resulting potential conflicts of interest, please refer to "4. Risk of conflicts of interest" under "I. Risk factors of Warrants" in the Securities Note.

Offer method

The Warrants are being offered over-the-counter on a continuous basis in one series.

The offer of the Warrants begins in France on 22/01/2014.

Stock exchange listing

The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.

Consent to the use of the Prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*, "WpPG").

Issue price, price calculation and costs and taxes on purchase

The initial issue price is specified in Table 1 of the annex to the Issue Specific Conditions.

Both the initial issue price and the bid and offered prices quoted by the Issuer during the term of the Warrants are calculated using theoretical pricing models. In this context, the bid and offered prices for the Warrants are determined on the basis, among other things, of the mathematical value of the Warrants, the costs of hedging and accepting risk and the expected return. Please see also the information provided under "Risk relating to the calculation of the warrant prices" and "4. Risk of conflicts of interest", both in Section "I. Risk factors of Warrants".

No costs or taxes of any kind for the warrant holders will be deducted by the Issuer whether the

Warrants are purchased off-market (in countries where this is permitted by law) or via a stock exchange. Such costs or taxes should be distinguished from the fees and costs charged to the purchaser of the Warrants by his bank for executing the securities order, which are generally shown separately on the statement for the purchase transaction in addition to the price of the Warrants. The latter costs depend solely on the particular terms of business of the warrant purchaser's bank. In the case of a purchase via a stock exchange, additional fees and expenses are also incurred. Furthermore, warrant holders are generally charged an individual fee in each case by their bank for managing the securities account. Notwithstanding the foregoing, profits arising from the Warrants or capital represented by the Warrants may be subject to taxation.

Information on the underlying

Website: www.alstom.com

Disclaimers in relation to Share Prices used as Underlyings

Insofar as share prices are the underlying of Warrants issued by the issuer and described in this Final Terms document, the respective public limited company that has issued the relevant shares, to whose reference price the Warrants relate (the "Issuer of the Underlying"), does not express any recommendation for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main. The Issuer of the underlying neither directly nor indirectly assumes any liability for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main.

The Warrants are the sole obligation of Citigroup Global Markets Deutschland AG and do not involve liability on the part of the Issuer of the underlying. This is not an offer of shares. The Issuer of the underlying has not been and does not want to be involved, neither directly nor indirectly, in deciding the timing of the issue, or the preparation of this document, or the constitution of the option rights under these securities. Furthermore, the Warrant Holder will not have any right through the Warrant to any information, votes or dividends in the Issuer of the underlying.

Publication of additional information

The Issuer does not intend to provide any additional information about the underlying.

The Issuer will publish additional notices described in detail in the terms and conditions. Examples of such notices are adjustments of the features of the Warrants as a result of adjustments relating to the underlying which may, for example, affect the conditions for calculating the cash amount or a replacement of the underlying. A further example is the early redemption of the Warrants if an adjustment cannot be made.

Notices under these terms and conditions are generally published on the Issuer's website. If and to the extent that mandatory provisions of the applicable laws or exchange regulations require notices to be published elsewhere, they will also be published, where necessary, in the place prescribed in each case.

Selling restrictions

Information on selling restrictions can be found under "VI. Selling restrictions" in the Securities Note.

ANNEX – ISSUE SPECIFIC SUMMARY

Section A – Introduction and warnings

This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the A.1 "Issuer") and of the Warrants issued under the Tripartite Base Prospectus. The Summary is intended as an introduction to the Tripartite Base Prospectus, which comprises this Summary, the Registration Form of Citigroup Global Markets Deutschland AG dated 3 May 2013 including any supplements and the Securities Note of Citigroup Global Markets Deutschland AG dated 13 May 2013. Investors should therefore ensure that any decision to invest in the Warrants is based on a review of the entire Prospectus, including any supplements, and the Final Terms. Where claims relating to the information contained in a base prospectus, any supplements, and the respective Final Terms are brought before a court, the investor acting as plaintiff may, as a result of the laws of individual member states of the European Economic Area, have to bear the costs of translating the base prospectus, any supplements, and the Final Terms into the language of the court prior to the commencement of legal proceedings. The Issuer can be held liable for the content of this Summary, including any translation prepared, but only in the event that the Summary is misleading, inaccurate or inconsistent when read in conjunction with the other parts of the Prospectus, or, when read in conjunction with the other parts of the Tripartite Base Prospectus, does not convey all of the key information required.

A.2 – Consent to the use of the prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent) for offers in France (the "Offer State"). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (Wertpapierprospektgesetz, "WpPG").

In the event of an offer by a financial intermediary, the terms and conditions of the offer must be provided to investors at the time of the offer by the financial intermediary.

Section B – Issuer and any guarantors

B.1 The legal and The legal and commercial name of the Issuer is Citigroup Global Markets Deutschland AG. commercial name of the issuer, B.2 The domicile and **Domicile** legal form of the Frankfurt am Main; the address of Citigroup Global Markets Deutschland AG is issuer, the Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, Federal Republic of legislation under Germany (telephone +49 (0)69-1366-0). which the issuer operates and its Legal form and jurisdiction country of The Issuer is a stock corporation (Aktiengesellschaft, "AG") under German law. incorporation.

Place of registration

The Issuer is entered in the commercial register of the Frankfurt am Main Local

		Court under the number HRB 88301.
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Bank expects world economic growth in 2013 to increase slightly from 2.5 per cent to 2.6 per cent. In 2014 growth should increase to 3.2 per cent. The slowdown in worldwide economic growth was principally due to the slowdown of growth in the industrialized countries. The Bank expects moderate growth of 1.0 per cent for industrialized countries in 2013 and a modest increase to 1.6 per cent in 2014.
		Overall the Bank expects continued significant variations between different regions in the world.
		The Bank expects a mild recession in the Eurozone (the Bank's growth forecasts are for -0.6 per cent and -0.4 per cent for 2013 and 2014). This is seen to be due to the continuing sovereign debt crisis and the high level of private sector indebtedness in the peripheral European countries. The ECB is expected to continue to act to stabilise markets and to reduce interest rates in the second quarter of 2013 depending on further economic growth in the Eurozone, which could be followed by a forecast final interest rate reduction in the second half of the year. The Bank considers it likely that Southern Europe and Ireland will only gradually reach a common sustainable fiscal path. If the core countries in future are no longer prepared to increase their support for the peripheral states, this could lead to a raft of debt restructurings (with likely longer maturities and interest rate reductions), but probably not before 2015. In the Warrants and Certificates Division, the competition is expected to remain intense among leading issuers. Further regulatory challenges are expected, which have to be integrated into the business in a timely manner.
		Given the forecasts made by the individual business divisions and a restrictive cost management approach, the Bank is expecting continued overall profits in fiscal years 2013 and 2014.
B.5	If the issuer is part of a group, a description of the group and the issuer's position	The Issuer is a member of the German subgroup of Citigroup. As a public limited company, it is managed by the executive board. The Issuer is wholly-owned by the German holding company, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, a limited partnership with registered offices in Frankfurt/Main.
	within the group.	Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is also a silent partner of the Issuer, having a silent equity interest ("Stille Einlage") totalling EUR 122,710,051.49 as of 30 November 2012. The general partner of Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is Citigroup Global Markets Finance LLC (USA). The sole limited partner is Citi Overseas Investment Bahamas Inc.
		All shares of Citigroup Global Markets Finance LLC are held by Citi Overseas Investment Bahamas Inc., the sole shareholder of which is Citibank Overseas Investment Corporation (USA). This company is in turn 100 per cent owned by Citibank, N.A. (USA). Citibank, N.A. (USA) is a 100 per cent owned subsidiary of Citicorp (USA), which in turn is a 100 per cent owned subsidiary of Citigroup, Inc. (USA).

B.9	Where a profit forecast or estimate is made, state the figure.	Not applicable; the Issuer estimates in the Base Prosp		o make any profi	t forecasts or profit
B.10	A description of the nature of any qualifications in the audit report on the historical financial information.	The annual financial state December 2011 to 30 Nov 2011 were audited by the unqualified auditor's opinion	vember 2012 and ne Issuer's statut	1 December 201	10 to 30 November
B.12	Selected historical key financial information regarding the issuer, presented for each financial year of the period	Key Annual Financial Deutschland AG The table below provides a which have been taken fro prior fiscal year (fiscal yea business development of Ci	a comparison of community the audited find the audited find the community and fiscal the community are community to the community are community are community and the community are community are compared to the comparison of co	ertain noteworthy ancial statements	s 2012 between the thereby reveals the
	covered by the historical financial information and any		30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro	
	subsequent interim	Balance sheet total	9,543	8,690	
	financial period accompanied by	Business volume	11,162	10,163	
	comparative data	Equity capital	590	588	
	from the same period in the prior	Loan portfolio	5,365	5,196	
	financial year, except that the	Number of employees	348	361	
	requirement for comparative balance sheet information is satisfied by		01.12.2011 - 30.11.2012 in million Euro	prior fiscal year (01.12.2012 - 30.11.2011) in million Euro	
	presenting the year- end balance sheet	Interest income from operations	11	29	
	information. A statement that there	Commissions from brokerage business	111	96	
	has been no material adverse	Commissions from securities business	18	17	
	change in the prospects of the issuer since the date	Net income from financial trading operations	25	60	
	of its last published audited financial	General administrative expenses	161	137	
	statements or a description of any material adverse change.	As of the balance sheet da following components:	ate, the balance s	sheet equity cap	ital consists of the

A description of significant changes in the financial or trading position of the issuer subsequent to the period covered by the historical financial information.

	30.11.2012 in million Euro (audited)	prior fiscal year (30.11.2011) in million Euro (audited)
Subscribed capital		
Share capital	210.6	210.6
Silent partner capital	122.7	122.7
Capital reserves	195.8	193.8
Legal reserves	33.0	33.0
Other earnings reserves	27.9	27.9

In addition, as part of incorporating the new rules under the BilMoG pursuant to § 340g of the German Commercial Code (HGB), a new separate item was created ("Fund for general banking risks") in the amount of EUR 9.4m (EUR 6.6m in the previous year).

The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows:

	30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro
Equity capital on balance sheet	590.0	588.0
Less intangible assets	0	-1.2
Core capital	599.3	594.3
Supplementary capital	0.0	0.0
Equity capital	599.3	594.3
Capital ratios		
Tier one capital in %	33.6	29.3
Total capital ratio in %	33.6	29.3

Despite the debt crisis in the Eurozone and the concomitant volatility on the international financial markets, Citigroup Global Markets Deutschland AG was once again able to earn a profit in the recently completed fiscal year.

Key Semi-Annual Financial Information of Citigroup Global Markets Deutschland AG

The table below provides a comparison of certain noteworthy financial statistics for the first half of the financial year 2013 which have been taken from the unaudited interim financial statements 2013 between the prior fiscal year and/or the previous year's figures and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

	31.05.2013	30.11.2012	
	in million Euro	in million Euro	

Balance sheet total	11,147	9,543
Business volume	12,628	11,162
Equity capital	590	590
Loan portfolio	5,179	5,365
Number of employees on the balance sheet date	263	334

	01.12.2012 - 31.05.2013 in million Euro	01.12.2011 - 31.05.2012 in million Euro
Interest income from operations	3	7
Commissions from brokerage business	20	33
Commissions from securities business	8	9
Net income from financial trading operations	29	16
General administrative expenses	72	70

Statements as regards trend information and financial or trading position

The Issuer declares that since the date of the last audited annual financial statements on 30 November 2012 no material adverse change in the prospects of the Issuer has occurred.

Furthermore, the Issuer declares that since the date of the last interim financial statements on 31 May 2013 no significant change has occurred in the financial or trading position of the Issuer.

B.13 A description of any recent events particular to the issuer which are to a material extent relevant to the evaluation of the issuer's solvency.

Significant events that may have a material impact on the assessment of the Issuer's solvency can not be determined at the moment. However, Citigroup Global Markets Deutschland AG is currently subject to an extra-ordinary audit on withholding taxes by the Frankfurt-Hoechst tax authority for the years 2007-2008. In this context the tax authority has expressed its view that Citigroup Global Markets Deutschland AG may not have deducted and paid withholding taxes from dividends received in connection with so called cum-ex transactions for shares held by it in custody for its clients as required. Based on these findings the tax authority is currently of the view that Citigroup Global Markets Deutschland AG is liable for non deducted withholding taxes in the amount of more than Euro 706 million for the years 2007 and 2008. In case the tax authority's view should succeed further tax liability for the years 2009 to 2011 may arise which can not be estimated at the moment.

The main starting point for the liability claim of the tax authorities is the question if Citigroup Global Markets Deutschland AG is to be qualified as a German bank

		executing the trade (<i>die den Verkaufsauftrag ausführende Stelle</i>) in the respective years. Furthermore, the method applied to identify the amount of the liability claim is debatable as well as the question if Citigroup Global Markets Deutschland AG can be held liable as principal debtor. Citigroup Global Markets Deutschland AG has obtained legal advice from a reputable tax consultant office as well as from a reputable accounting firm. Based thereon, the management of Citigroup Global Markets Deutschland AG is of the view that the likelihood to win any legal proceedings in this matter exceeds 50 per. cent. On this basis, Citigroup Global Markets Deutschland AG's management has decided to put up a reserve only for expected legal advice and litigation expenses, if any, and has decided that 2 million Euro is an adequate figure in this respect. Furthermore, it should be noted that Citigroup is currently evaluating measures to
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	optimize its organizational structure. Citigroup Global Markets Finance Corporation as the German holding company owns 100% of the shares of the Issuer. Pursuant to § 17 (2) of the German Stock Corporation Act (<i>Aktiengesetz</i> , "AktG"), it is assumed that a company in which a majority of the shares is held by another company is dependent upon that other company.
B.15	A description of the issuer's principal activities.	The Issuer is engaged in the business of corporate and investment banking and offers companies, governments and institutional investors comprehensive financial solutions in the areas of investment banking, fixed income, foreign exchange, equities and derivatives, and global transaction services; in addition it is a leading issuer of warrants and certificates whose end investors are predominantly retail clients. Since the end of 2012 the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.
B.16	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control.	In addition to the inclusion of the Issuer in the Citigroup Inc. group of companies referred to above, the Issuer is also party to a control and profit and loss transfer agreement with its immediate parent company. Under the terms of the agreement, the Issuer has placed the management of its business under the control of its immediate parent company. Accordingly, the immediate holding company has the right to give instructions to the Issuer. The agreement also requires the Issuer to transfer its entire profit to its immediate parent company. In return, the immediate parent company is required to make up any annual loss of the Issuer arising during the period of the agreement, as provided in detail by § 302 (1) and (3) AktG.

Section C – Securities		
C.1	A description of the	Type/form of the Warrants
	type and the class of the securities being offered and/or	

	admitted to trading, including any security identification number.	One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. The leverage effect of the Warrant operates in both directions – not only to the investor's advantage in the event of the favorable performance of the factors determining the value, but also to the investor's disadvantage in the event of their unfavorable performance. The payment due under a Warrant on exercise or early termination depends on the value of the underlying at the relevant time. The Warrants will be issued in dematerialized bearer form (<i>au porteur</i>) and inscribed in the books of the central securities depositary which shall credit the accounts of the account holders. No physical document of title (including <i>certificats représentatifs</i> pursuant to Article R.211-7 of the French Monetary and Financial Code (<i>Code monétaire et financier</i>)) will be issued in respect of the Warrants.
		Security identification number
		ISIN: DE000CF6Z550
		Local Code: 5051C
C.2	Currency of the securities issue.	Euro
C.5	A description of any restrictions on the free transferability of the securities.	Each Warrant is transferable in accordance with the laws applying in each case and, where relevant, the respective applicable regulations and procedures of the securities depositary in whose records the transfer is registered.
C.8	A description of the	Applicable law for the securities
	rights attached to the securities including ranking and including	The Warrants are subject to German law. The constituting of the Warrants may be governed by the laws of the jurisdiction of the central securities depository.
	limitations to those	Rights attached to the Warrants
	rights.	Each Warrant grants the holder the right to the cash amount as described in more detail under C.15.
		Status of the Warrants
		The Warrants create direct, unsecured and unsubordinated obligations of the Issuer that rank <i>pari passu</i> in relation to one another and in relation to all other current and future unsecured and unsubordinated obligations of the Issuer, with the exception of obligations that have priority due to mandatory statutory provisions.
		Limitations to the rights
		The Issuer has the right to terminate the Warrants and to amend the terms and conditions pursuant to the provisions specified in the terms and conditions of the Warrants.
C.11	An indication as to whether the	The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the

	securities offered are or will be the object of an application for admission to trading, with a view to their distribution in a regulated market or other equivalent markets with an indication of the markets in question.	meaning of Directive 2004/39/EC.
C.15	A description of how the value of the investment is affected by the value of the underlying instrument(s), unless the securities have a denomination of at least EUR 100,000.	Description of Turbo Bear Warrants with knock-out Turbo Bear Warrants with knock-out enable investors to participate on a disproportionate (leveraged) basis in the negative performance of the underlying. In return, however, they also participate on a leveraged basis in any positive performance of the underlying and in addition bear the risk that the Turbo Bear Warrant with knock-out may expire worthless or almost worthless immediately (knock-out event) if the observation price of the underlying reaches or exceeds the knock-out barrier at any time during the observation period within the observation hours. On the maturity date, the cash amount received by the investors is the difference, multiplied by the multiplier, by which the reference price of the underlying determined on the valuation date is lower than the respective strike. If the observation price of the underlying reaches or exceeds the knock-out barrier at any time during the observation period within the observation hours (knock-out time), the Turbo Bear Warrant with knock-out expires either worthless or, if so provided in the Final Terms, almost worthless with a low
C.16	The expiration or maturity date of the derivative securities – the exercise date or final reference date. A description of the settlement procedure	knock-out cash amount. Maturity date: 26/06/2014 Exercise date: Valuation date Valuation date: 19/06/2014 In the case of Warrants with automatic exercise, i.e. a European type of exercise, the Issuer will transfer any positive cash amount to the central
C.18	of the derivative securities. A description of how the return on	securities depositary on the maturity date for the credit of the warrant holders registered with the central securities depositary at the close of business on the preceding banking day at the head office of the central securities depositary. The central securities depositary has given an undertaking to the Issuer to make a corresponding onward transfer. In the case of Warrants with a European type of exercise, the option right may be exercised by the warrant holder only with effect as of the valuation date for

	derivative securities takes place.	the respective Warrant. If the cash amount results in a positive value, the option right attaching to the respective Warrant is deemed to be exercised on the valuation date without further preconditions and without the submission of an explicit exercise notice ("Automatic Exercise").
C.19	The exercise price or the final reference price of the underlying.	Reference price on the valuation date: Closing price
C.20	A description of the type of the underlying and where the information on the underlying can be found.	Type: share or security representing shares WKN: A0F7BK ISIN: FR0010220475 Company: Alstom SA Relevant stock exchange: Euronext Paris Reuters page: ALSO.PA Website: www.alstom.com
Sectio	n D – Risks	
D.2	Key information on the key risks that are specific to the issuer.	Risk of the cessation or limitation of price-setting by the Issuer If the Issuer were to limit or completely abandon its voluntary intention to set bid and offered prices, there would be a danger, if prices for Warrants were not set by any other party that investors would have to wait for the final maturity of the Warrants or, where early exercise is possible, exercise the option right. Liquidity risk despite control and profit and loss transfer agreement The Issuer would also be unable to meet its obligations arising from the securities despite the control and profit and loss transfer agreement if, in the event that the Issuer generated a net loss, while the immediate parent company would in principle be required to assume that loss, it was unable or unwilling to comply with this contractual obligation as a result of its own liquidity

Brokerage of transactions for other Group companies and allocation of work within Citigroup

The great majority of the Issuer's commission income consists of transfer pricing income from brokerage transactions with affiliated companies. The Issuer's costs arising from the exchange of services with individual Group companies are reimbursed on the basis of existing agreements using transfer prices. For this purpose, income and expenses, in particular commission income for transactions assisted by the bank in an advisory capacity in the context of its sales activities, are determined and allocated to the relevant areas providing the services. The transactions relate to equity trading, bond issues and corporate finance as well as to the sale of structured products, corporate derivatives and currency management products, and also global relationship banking. This

difficulties or overindebtedness.

process is coordinated closely across all areas with Citigroup Global Markets Limited, London, in particular, and also with Citibank, N.A., London.

If a decision were made within Citigroup to reallocate the relevant activities to other Group companies, the Issuer could lose a material source of income.

Risks in the lending business

The Issuer's loan portfolio consists mainly of loans to international customers in the industrial and financial services sectors with investment grade credit ratings. Loan defaults have been avoided in recent years thanks to this business policy. The loan portfolio is mainly concentrated on a manageable number of borrower units, as defined by German banking law. If significant individual borrowers in the Issuer's portfolio were unable to meet their obligations, therefore, a substantial increase in loan loss provisions would be conceivable in principle and loan defaults could occur.

Interest rate risk

Risk-Treasury assesses and controls the Issuer's interest rate risk. The Issuer's exposure to changes in interest rates maybe a mid to long-term risk in holdings in liquid securities if these were not originally covered by hedging transactions like interest rate swap agreements. The same applies to medium and long-term loans granted by the Issuer. A significant risk from interest rate changes could arise where interest rates are not monitored in a timely or sensitive manner, which may produce the concomitant danger that action to cover such interest rate exposure is not taken early enough.

Operating risk

The Issuer has transferred a number of areas that are significant for the proper management and control of its business activities and the risks associated with them to other companies within and outside Citigroup. In the event that the companies to which these areas have been transferred do not fulfill their contractual obligations or do not do so at the proper time, the ability of the Issuer to meet its own obligations arising from the securities it has issued on the due dates could also be adversely affected.

Tax risks

The tax decisions issued to the Issuer are regularly subject to subsequent review in the form of an external tax audit or to the resolution of individual issues by the relevant courts. This is normal practice and means that an additional tax demand can be issued by the tax authorities years after the original assessment as a result of a tax audit or a generally applicable decision by a tax court.

General business risks

Settlement risk

The risk that a business transaction is incorrectly processed or that a transaction is executed which is different from the intentions and expectations of the Issuer's management.

Information risk

The risk that information, which was generated, received, transmitted or stored within or outside the Issuer's place of business, can no longer be accessed. Furthermore, such information may be of poor quality, or have been wrongly handled or improperly obtained. The information risk also includes risks that are generated by systems and used for processing information.

Reputation risk

This represents the Issuer's risk that its relations with its customers could be harmed if its services are poor or transactions are incorrectly executed. This risk also includes the risk of entering into business relations with counterparties, whose business practices do not conform to the standards or business ethics of the Issuer.

Personnel risk

The Issuer has a high demand for qualified and specially trained professionals and managers. Personnel risk entails the risk of high staff turnover and the risk that the Issuer will be unable to retain a sufficient staff of qualified personnel, as well as the risk that the Issuer's employees may knowingly or negligently violate established regulations or the firm's business ethics standards.

Legal and regulatory risks

The Issuer views legal risks as any and all risks resulting from binding contracts and governing legislation. Regulatory risks result from the legal environment in which the Issuer does business.

Risk of fraud

These are both internal and external risks of fraud such as bribery, insider trading and theft of data.

.6 Key information on General risk factors of Warrants

Risk of total loss

Warrants represent particularly risky investment instruments. They entail a particularly high risk of losing the capital invested, up to and including a total loss, plus the transaction costs incurred and any borrowing costs.

Risk of default by the Issuer of the Warrants

In the event of the Issuer becoming insolvent, investors could suffer a loss up to and including a total loss. As bearer securities, Warrants do not fall within the scope of the deposit protection arrangements.

Risk arising from above-average fluctuations in the prices of Warrants (leverage effect)

One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. At the same time, Warrants also entail above-average risks of loss.

D.6

the key risks that are specific to the securities. This must include а risk warning to the effect that investors may lose the value of their entire investment or part of it, as the case may be, and/or, if the investor's liability is not limited to the value of his investment, statement of that fact, together with description of the circumstances in which such additional liability arises and the likely financial effect.

Risk of the absence or non-functioning of a secondary market in the Warrants or restricted availability of the Issuer's electronic trading system

Investors should not assume that they will be able to sell a Warrant at a particular time or at a particular price during its term. Investors should assume instead that pricing on the exchange can only take place within the spread of bid and offered prices quoted by the Issuer, if available, and that their buy or sell orders on the exchange will be executed with the Issuer as the direct or indirect counterparty.

Risk in connection with the cessation of secondary trading immediately prior to final maturity

The Issuer and/or the exchange cease trading in the Warrants shortly before their valuation date. However, the reference price of the underlying on the valuation date and/or the applicable exchange rate, both of which are important for the purpose of determining the cash amount of the Warrants, may still change between the last exchange trading day and the maturity date, which may be to the disadvantage of the investor. There is a particular risk that the price of the underlying may reach, fall below or exceed a barrier for the first time shortly before the reference price on the valuation date is determined and after trading in the secondary market has already finished.

Currency risk with respect to the intrinsic value of the Warrants

The performance of the investment is subject to a currency risk if the underlying on which the Warrants are based is expressed in a currency other than the currency in which the cash amount is paid out (settlement currency).

Risks relating to market disruption events

In the event of market disruption events with respect to the underlying, the Issuer has the right to postpone the valuation date for the reference price on exercise. This may result in an additional risk for investors if the underlying performs negatively during the time delay or, where applicable, if the exchange rate for converting the intrinsic value into the settlement currency moves in an unfavourable direction for the investor.

Product specific risk factors

Risk relating to the loss of time value of Warrants depending on the remaining term

The price of Warrants is calculated on the basis of two components of price (intrinsic value and time value). The intrinsic value of Warrants during their term is equal to the difference (if positive), multiplied by the multiplier, between the strike and the value of the underlying (Put Warrants). The amount of the time value, on the other hand, is essentially determined on the basis of the remaining term of the Warrant and the expected frequency and intensity of the fluctuations in the price of the underlying expected by the Issuer during the remaining term of the Warrant (implied volatility).

Risks relating to other factors affecting value such as money market

interest rates, expected dividends and the Issuer's refinancing costs

The other factors affecting the price of the Warrants include, *inter alia*, interest rates on the money market relating to the remaining term, expected income from the Issuer's hedging transactions in or related to the underlying and the level of the Issuer's refinancing costs for entering into those hedging transactions.

Even if the price of the underlying rises in the case of a call option or falls in the case of a put option, therefore, the value of the Warrant may decline as a result of the other factors affecting value. Given the limited term of the Warrant, there is no guarantee that the price of the Warrant will recover in sufficient time. The shorter the remaining term, the greater the risk.

Risk relating to hedging transactions in the underlying in the case of Warrants with knock-out

In the case of Warrants with knock-out, the possibility cannot be excluded that the Issuer's activities in setting up or unwinding hedging positions may reinforce movements in the price of the underlying for the Warrants to such an extent that a knock-out event is triggered and the option rights therefore expire early with no value.

Risk from the occurrence of a knock-out event outside the trading hours in the secondary market

Investors in principle face the risk that a knock-out event may also occur outside the times when the Warrants are normally traded. This risk is particularly relevant in circumstances where the trading hours for the Warrants differ from the trading hours during which trading in the underlying normally takes place.

Risk of total loss prior to maturity due to the occurrence of a knock-out event

The term of Turbo Bear Warrants ends early at the knock-out time and the Turbo option rights expire worthless, in the event that the price of the underlying defined in the terms and conditions is equal to or higher than (bear) the knock-out barrier of the Turbo Warrant within an observation period defined in the terms and conditions. If a knock-out event occurs, investors will suffer a total loss of their capital invested.

Price risk in connection with rising implied volatility

In the case of these Turbo Warrants, the price of the Warrants during their term is influenced by other factors affecting value in addition to the price of the underlying, including in particular the implied volatility of the underlying. From the point of view of the investor, an increase in the implied volatility of the underlying represents a price risk if the price of the underlying is close to the knock-out barrier.

Risk of total loss due to jumps in the price of the underlying (gap risk)

The risk of jumps in the price of the underlying, for example between the close

		of trading on the previous day and the start of trading on the following trading day, that could trigger a knock-out event is known as gap risk.
Sectio	n E – Offer	
E.2b	Reasons for the offer and use of proceeds when different from making profit and/or hedging certain risks.	Not applicable; the reasons for the offer are making profit and/or hedging certain risks and the net proceeds from the issuance of Warrants presented in this base prospectus will be used by the Issuer for its general business purposes.
E.3	A description of the	Offer method, offeror and issue date of the Warrants
	terms and conditions of the offer.	The Warrants are being offered over-the-counter on a continuous basis.
		The offer of the Warrants begins in France on 22/01/2014.
		The offeror of the Warrants is the Issuer.
		The issue date is: 22/01/2014
		Restrictions on the free transferability of the securities
		The Warrants may be offered or sold only if all applicable securities laws and regulations in force in the jurisdiction in which a purchase, offer, sale or delivery of Warrants is made or in which this document is circulated or kept for inspection have been complied with, and if all consents or authorizations required for the purchase, offer, sale or delivery of the Warrants in accordance with the legal norms in force in that jurisdiction have been obtained.
		In particular, the Warrants are not and will not be registered pursuant to the United States Securities Act of 1933 as amended. They may not be offered, sold, traded or delivered within the United States either directly or indirectly by or to or for the account of a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933), except in the case of exemption from the registration requirements of the Securities Act. Any person receiving the cash amount in accordance with these terms and conditions is deemed to have made a declaration that the person entitled to the rights arising from the Warrants is not a US person.
		Issue price and costs and taxes on purchase
		The initial issue price is EUR 0.17.
		Not applicable, as the purchase of the Warrants entails no costs or taxes that are incurred by the Issuer specifically for purchasers or subscribers.
E.4	A description of any interest that is material to the issue/offer including conflicting interests.	The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it generally act as the calculation agent for the Warrants. This activity can lead to conflicts of interest since the responsibilities of the calculation agent include making certain determinations and decisions which could have a negative effect on the price of the Warrants or the level of the cash amount.

The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may engage in trading transactions in the underlying, other instruments linked to it, or derivatives, stock exchange options or stock exchange forward contracts, or may issue other securities and derivatives based on the underlying. The companies may also be involved in the acquisition of new shares or other securities of the underlying or, in the case of stock indices, of individual companies included in the index, or act as financial advisors to the entities referred to or work with them in the commercial banking business. The companies are required to fulfill their obligations arising in this connection irrespective of the consequences resulting for the warrant holders and, where necessary, to take actions they consider necessary or appropriate in order to protect themselves or safeguard their interests arising from these business relationships. The activities referred to above could lead to conflicts of interest and have a negative effect on the price of the underlying or securities linked to it such as the Warrants.

The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may issue additional derivative securities based on the respective underlying or constituents of the underlying, including securities whose features are the same as or similar to those of the Warrants. The introduction of such products that compete with the Warrants may impact the price of the underlying or the constituents of the underlying and thus also the price of the Warrants. The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may receive non-public information relating to the underlying or the constituents of the underlying, but are under no obligation to pass on such information to the warrant holders. Furthermore, companies belonging to Citigroup, Inc. or affiliated to it may publish research reports relating to the underlying or constituents of the underlying. These types of activities may entail certain conflicts of interest and affect the price of the Warrants.

E.7 Estimated expenses charged to the investor by the issuer or the offeror.

The estimated expenses for the Warrants, including the cost for admission to exchange trading, are included in the issue price or the selling price, as the case may be. If the investor purchases the Warrants from a distributor, the purchase price to be paid by the investor may include sales commissions that have to be disclosed by the distributor.

ANNEXE - RÉSUMÉ EN FRANÇAIS

Section A – Introduction et mises en garde

A.1 Le présent Résumé présente les caractéristiques et les risques principaux de Citigroup Global Markets Deutschland AG (« l'Émetteur ») et les Warrants émis au titre de Prospectus Tripartite de Base. Le Résumé a pour finalité de servir d'introduction au Prospectus Tripartite de Base, qui comporte ce Résumé, le Formulaire d'Enregistrement de Citigroup Global Markets Deutschland AG daté du 3 mai 2013 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG daté du 13 mai 2013. Les investisseurs devraient donc veiller à ne prendre aucune décision d'investir dans les Warrants avant d'avoir pris connaissance du Prospectus dans sa totalité, y compris de tous les suppléments et des Conditions Définitives. Dans le cas où un recours relatif aux informations contenues dans un prospectus de base, dans tous les suppléments ou dans les Conditions Définitives respectives serait intenté auprès d'un

tribunal, l'investisseur agissant en tant que plaignant pourrait, en vertu des lois de différents États membres de l'Espace économique européen, être contraint de prendre en charge le coût de la traduction du prospectus de base, de tous les suppléments et des Conditions Définitives, dans la langue de travail du tribunal avant le commencement de la procédure judiciaire. L'Émetteur peut être jugé responsable du contenu de ce Résumé, y compris de toute traduction en étant faite, mais seulement dans le cas où le Résumé serait trompeur, inexact ou contradictoire par rapport aux autres parties du Prospectus, ou, dans le cas où il est lu en même temps que les autres parties du Prospectus Tripartite de Base, s'il ne donne pas toutes les informations clés nécessaires. A.2 En ce qui concerne les Offres non-dispensées, en vertu de l'Article 3 (2) de la Directive Consentement à l'utilisation Prospectus, l'Émetteur consent à l'utilisation du Prospectus par tous les intermédiaires financiers (consentement général) pour les offres faites en France (le ou les « État(s) du prospectus. concerné(s) par l'Offre »). Le consentement général à la revente ultérieure et au placement final des valeurs mobilières par le ou les intermédiaires financiers est donné en ce qui concerne France. La revente ultérieure et le placement final des valeurs mobilières par les intermédiaires financiers peuvent être effectués pendant la période de validité du Prospectus Tripartite de Base en vertu du §9 de la Loi allemande sur les prospectus de valeurs mobilières (Wertpapierprospektgesetz, « WpPG »). Dans le cas d'une offre faite par un intermédiaire financier, les modalités et conditions de l'offre doivent être précisées aux investisseurs au moment où l'offre est faite par l'intermédiaire financier. Section B – Émetteur et garants B.1 Indiquer la raison La raison sociale et le nom commercial de l'Émetteur est Citigroup Global sociale et le nom Markets Deutschland AG. commercial de l'émetteur. B.2 Indiquer le siège social Siège social et la forme juridique de Francfort-sur-le-Main; l'adresse de Citigroup Global Markets Deutschland AG l'émetteur, la législation est Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, République régissant ses activités fédérale d'Allemagne (téléphone +49 (0)69-1366-0). ainsi que son pays d'origine. Forme juridique et législation régissant les activités L'Émetteur est une société anonyme (Aktiengesellschaft, « AG ») au sens de la législation allemande. Pays d'origine L'Émetteur est immatriculé au Registre de commerce du Tribunal local de Francfort-sur-le-Main sous le numéro HRB 88301. B.4b Décrire toute tendance La Banque prévoit une légère accélération de la croissance économique mondiale connue ayant des en 2013, de 2,5% à 2,6 %. En 2014, la croissance devrait atteindre 3,2 %. Le ralentissement de la croissance économique mondiale observée est principalement répercussions sur l'émetteur imputable à la détérioration de la croissance des pays industrialisés. La Banque et ses prévoit une croissance modérée de 1 pour cent pour les pays industrialisés en secteurs d'activité. 2013 et une légère progression à 1,6 % en 2014. De façon générale, la Banque s'attend à un maintien d'écarts significatifs entre les différentes régions dans le monde.

		La Banque s'attend à une légère récession dans l'Eurozone (les prévisions de croissance de la Banque sont de -0,6 % et -0,4 % pour 2013 et 2014). Ceci est attribué à la poursuite de la crise de la dette souveraine et au niveau élevé de l'endettement du secteur privé dans les pays européens périphériques. La BCE devrait continuer à intervenir pour stabiliser les marchés et faire baisser les taux d'intérêt au cours du deuxième trimestre 2013 en fonction de la poursuite de la croissance économique de l'Eurozone, qui pourrait être suivie par une réduction finale de taux d'intérêt prévue pour le deuxième semestre. La Banque estime probable que le Sud de l'Europe et l'Irlande n'aboutiront que progressivement à des solutions communes durables en matière fiscale. Si les pays fondateurs ne sont plus déterminés à renforcer leur soutien aux États périphériques à l'avenir, ceci pourrait aboutir à un ensemble de restructurations de dette (avec probablement des échéances à plus long terme et des réductions de taux d'intérêt), mais probablement pas avant 2015. Dans la Division warrants et certificats, la concurrence devrait rester intense entre les principaux émetteurs. D'autres modifications de la réglementation devraient intervenir, qui devront être prises en compte en temps opportun pour l'activité. Compte tenu des prévisions faites par les différentes divisions et d'une approche restrictive de la gestion des coûts, la Banque s'attend à un maintien global des bénéfices au cours des exercices 2013 et 2014.
B.5	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur.	L'Émetteur est membre du sous-groupe allemand de Citigroup. En tant que société anonyme, il est géré par un conseil d'administration. L'Émetteur est entièrement détenu par une société holding allemande, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, une société en commandite domiciliée à Francfort-sur-le-Main.
		Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est également un associé passif de l'Émetteur, dans la mesure où il détient une participation passive (« Stille Einlage ») d'un montant total de 122 710 051,49 EUR au 30 novembre 2012. L'associé responsable de la société Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est la société Citigroup Global Markets Finance LLC (États-Unis). Le commanditaire unique est Citi Overseas Investment Bahamas Inc.
		Toutes les actions de Citigroup Global Markets Finance LLC sont détenues par Citi Overseas Investment Bahamas Inc., dont le seul actionnaire est Citibank Overseas Investment Corporation (États-Unis). Cette société est elle-même détenue à 100 % par Citibank, N.A. (États-Unis). Citibank, N.A. (États-Unis) est détenue à 100 % par Citicorp (États-Unis), qui est elle-même détenue à 100 % par Citigroup, Inc (États-Unis).
B.9	Lorsqu'une prévision ou une estimation du bénéfice est réalisée, en indiquer le montant.	Sans objet ; l'Émetteur a décidé de ne publier aucune prévision de bénéfice ou estimation de bénéfice dans le Prospectus de Base.
B.10	Décrire la nature des éventuelles réserves sur les informations financières historiques	Les états financiers annuels de l'Émetteur pour les exercices du 1er décembre 2011 au 30 novembre 2012 et du 1er décembre 2010 au 30 novembre 2011 ont été audités par l'auditeur statutaire de l'Émetteur et ont obtenu une mention sans réserve de la part de l'auditeur.

	contenues dans le rapport d'audit.				
B.12	Présenter les informations financières historiques clés sélectionnées pour l'émetteur, pour chaque exercice de la période couverte par ces informations financières	Informations financières Deutschland AG Le tableau ci-dessous p financières significatives fo l'exercice budgétaire antér compte du développement AG:	résente une com ournies dans les ét ieur (exercice 201	paraison de ce tats financiers au (11) et l'exercice	rtaines statistiques dités de 2012 entre 2012 et rend donc
	historiques et pour toute période intermédiaire ultérieure, accompagnées de		30.11.2012 en millions d'euros	Exercice précédent (30.11.2011) en millions d'euros	
	données comparatives	Total du bilan	9.543	8.690	
	couvrant la même période de l'exercice	Volume d'activité	11.162	10.163	
	précédent; la	Fonds propres	590	588	
	présentation des bilans	Volume des prêts	5.365	5.196	
	de clôture suffit toutefois à remplir	Nombre d'employés	348	361	
	l'exigence	- consecutive property to			
d'information bilancielles comparables. Une attestant détérioration significative	comparables.		01.12.2011 - 30.11.2012 en millions d'euros	Exercice précédent (01.12.2010 – 30.11.2011) en millions d'euros	
	1	Revenus d'intérêt de l'exploitation	11	29	
		Commissions de courtage	111	96	
	perspectives de l'émetteur depuis la	Commissions d'opérations sur valeurs mobilières	18	17	
	date de ses derniers états financiers vérifiés	Revenu net des opérations financières de négoce	25	60	
	et publiés, ou une description de toute détérioration	Frais généraux et administratifs	161	137	
	significative. Une description des changements	À la date du bilan, les fond suivants :	ls propres inscrits	s au bilan compre	ennent les éléments
	significatifs de la situation financière ou commerciale de l'émetteur survenus après la période couverte par les		30.11.2012 en millions d'euros (audité)	Exercice précédent (30.11.2011) en millions d'euros (audité)	
	informations financières	Capital souscrit			
	historiques.	Capital social	210,6	210,6	

Participation de l'associé passif	122,7	122,7
Réserves de capital	195,8	193,8
Réserve légale	33,0	33,0
Autres bénéfices mis en réserve	27,9	27,9

De plus, dans le cadre de l'intégration de nouvelles règles au titre de BilMoG en vertu du §340g du Code allemand du commerce (HGB), un nouveau poste séparé a été créé (« Fonds pour les risques bancaires généraux ») pour un montant de 9,4 millions d'euros (6,6 millions d'euros l'année précédente).

Le capital réglementaire imputé sous BIZ se compose d'un capital de base et de capital supplémentaire (passifs subordonnés) après approbation, comme suit :

	30.11.2012 en millions d'euros	Exercice précédent (30.11.2011) en millions d'euros
Fonds propres au bilan	590,0	588,0
Moins immobilisations	0	-1,2
Capital de base	599,3	594,3
Capitaux supplémentaires	0,0	0,0
Fonds propres	599,3	594,3
Ratios de capitaux		
Fonds propres Tier one en %	33,6	29,3
Ratio de capitaux totaux en %	33,6	29,3

En dépit de la crise de dette dans l'Eurozone et de la volatilité concomitante sur les marchés financiers internationaux, Citigroup Global Markets Deutschland AG a de nouveau réussi à dégager un bénéfice au cours de l'exercice clôturé récemment.

Informations financières semestrielles clés de Citigroup Global Markets Deutschland AG

Le tableau ci-dessous présente une comparaison de certaines statistiques financières significatives pour le premier semestre de l'exercice financier fournies dans les états financiers non-audités de 2013 entre l'exercice budgétaire antérieur et/ou les chiffres des années précédentes et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG:

	31.05.2013 en million d'Euro	30.11.2012 en million d' Euro
Total du bilan	11.147	9.543
Volume d'activité	12.628	11.162
Fonds propres	590	590
Portefeuille des prêts	5.179	5.365

Nombre d'employés à la date	263	334
du bilan		

	01.12.2012 - 31.05.2013 en million d'Euro	01.12.2011 - 31.05.2012 en million d'Euro
Revenus d'intérêt de l'exploitation	3	7
Commissions de courtage	20	33
Commissions d'opérations sur valeurs mobilières	8	9
Revenu net des opérations financières de négoce	29	16
Frais généraux et administratifs	72	70

Etats en ce qui concerne l'information tendancielle et la situation financière et commerciale.

L'Emetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2012, aucune détérioration significative n'a affecté les perspectives de l'Emetteur.

En outre, l'Emetteur déclare que depuis la date des états financiers provisoires au 31 mai 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale de l'Emetteur.

B.13 Décrire tout événement récent propre à l'émetteur et présentant un intérêt significatif pour l'évaluation de sa solvabilité.

Aucun événement présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur n'est identifié à ce moment. Cependant, Citigroup Global Markets Deutschland AG est actuellement sujet à un audit extraordinaire sur les retenues à la source fiscales par l'autorité fiscale Francfort-Hoeschst pour les années 2007-2008. Dans ce contexte l'autorité fiscale a explicité ses vues quant au fait que Citigroup Global Markets Deutschland AG aurait dû déduire et payer la retenue à la source des dividendes reçus en relation avec transactions communément appelées cum-ex transactions. S'appuyant sur ces observations l'autorité fiscale est actuellement de l'avis que Citigroup Global Markets Deutschland AG est responsable de la non déduction de la retenue à la source d'un montant supérieur à 706 Millions d'Euro pour les années 2007 et 2008. Dans le cas où l'autorité fiscale a raison, la responsabilité fiscale pour les années 2009 à 2011 pourrait se poser ce qui est impossible d'estimer pour le moment.

The principal point de départ de l'action en responsabilité des autorités fiscales est de savoir si Citigroup Global Markets Deutschland AG est qualifié de banque allemande exécutant un transaction (die den Verkaufsauftrag ausführende Stelle) durant ces années. De plus, la méthode appliquée pour identifier le montant des dommages et intérêts est débattue comme celle de savoir si Citigroup Global Markets Deutschland AG peut être tenu responsable comme débiteur principal.

De plus, il devrait être noté que . Citigroup envisage actuellement des mesures visant à optimiser sa structure d'organisation.

B.14	Si l'émetteur fait partie
	d'un groupe, décrire ce
	groupe et la place qu'y
	occupe l'émetteur. Si
	l'émetteur est
	dépendant d'autres
	entités du groupe, ce
	fait doit être clairement
	stipulé.

Citigroup Global Markets Finance Corporation à titre de société holding allemande possède 100 % des actions de l'Émetteur. En vertu du § 17 (2) de la Loi allemande sur les sociétés par actions (*Aktiengesetz*, « AktG »), il est considéré qu'une société dont la majorité des actions est détenue par une autre société est dépendante de cette autre société.

B.15 Fournir une description des principales activités de l'émetteur.

L'Émetteur est une banque d'affaire et d'investissement qui propose des solutions financières complètes dans les secteurs des opérations bancaires de l'investissement, des titres à revenu fixe, des opérations de change, des valeurs mobilières et des dérivés ainsi que des services de transactions internationales aux entreprises, aux pouvoirs publics et aux investisseurs institutionnels ; c'est en outre un émetteur majeur de warrants et de certificats dont les investisseurs finaux sont principalement des clients particuliers. Depuis la fin de l'année 2012, l'activité de l'Émetteur intègre également Citi Private Bank – Family Office Coverage Germany et Covered Bond Research.

B.16 Dans la mesure où ces informations sont connues de l'émetteur, indiquer si celui-ci est détenu ou contrôlé, directement ou indirectement, et par qui; décrire la nature de ce contrôle.

En plus de l'intégration de l'Émetteur dans le groupe de sociétés Citigroup Inc. mentionné ci-dessus, l'Émetteur est également partie liée à sa maison mère directe par un accord de transfert de pouvoir et de pertes et profits.

En vertu de cet accord, l'Émetteur a conféré la gestion de ses affaires à sa maison mère directe. De ce fait, la société holding dont dépend directement l'Émetteur, a le droit de lui donner des instructions.

L'accord impose également à l'Émetteur de transférer la totalité de son bénéfice à sa maison mère directe. En contrepartie, la maison mère directe est tenue de compenser toute perte annuelle éventuelle de l'Émetteur durant la période de validité de l'accord, comme prévu en détail par les § 302 (1) et (3) d'AktG.

Section C - Valeurs mobilières

C.1 Décrire la nature et la catégorie des valeurs mobilières offertes et/ou admises à la négociation et donner tout numéro d'identification des valeurs mobilières.

Type/forme des Warrants

Les warrants sont des instruments dérivés qui peuvent comporter un droit d'option et qui peuvent donc présenter beaucoup de points communs avec les options. L'une des principales caractéristiques des Warrants est l'effet de levier: une évolution du cours du sous-jacent peut entraîner une variation disproportionnée du cours du Warrant. L'effet de levier du Warrant joue dans les deux sens – non seulement à l'avantage de l'investisseur en cas de bonnes performances des facteurs déterminant la valeur, mais également en sa défaveur en cas de performances défavorables. Le paiement du au titre d'un Warrant lors de son exercice ou de sa liquidation prématurée dépend de la valeur du sous-jacent à ce moment.

Les Warrants seront émis sous une forme dématerialisée au porteur et seront enregistrés dans les livres du dépôt central des valeurs mobilières qui créditera les comptes des titulaires de compte. Aucun document physique attestant de la possession (notamment des *certificats représentatifs* conformément à l'Article

C.2	Indiquer dans quelle monnaie l'émission a eu lieu.	R.211-7 du Code monétaire et financier français) ne sera émis concernant les Warrants. Numéro d'identification des titres ISIN: DE000CF6Z550 Numéro d'identification local : 5051C Euro
C.5	Décrire toute restriction imposée à la libre négociabilité des valeurs mobilières.	Chaque Warrant est transmissible selon les lois s'appliquant à chaque cas et, le cas échéant, les réglementations et les procédures respectives applicables du dépositaire central de titres dans les livres duquel le transfert est enregistré.
C.8	Décrire les droits attachés aux valeurs mobilières y compris leur rang, y compris toute restriction qui leur est applicable.	Loi applicable aux titres: Les Warrants sont régis par la loi allemande. La constitution des Warrants peut être régie par les lois de la juridiction du dépositaire central de titres. Droits attachés aux Warrants Chaque Warrant confère à son détenteur le droit au montant en espèces détaillé à la section C.15. Statut des Warrants Les Warrants créent des obligations non garanties et non subordonnées de l'Émetteur qui se classent pari passu les unes par rapport aux autres et par rapport à toutes autres obligations actuelles et futures non garanties et non subordonnées de l'Émetteur, à l'exception des obligations qui ont priorité en raison de dispositions statutaires obligatoires. Limitations de droits L'Emetteur a le droit de résilier les Warrants et de modifier par voie d'avenant les termes et conditions en application des dispositions prévues aux termes et conditions des Warrants.
C.11	Indiquer si les valeurs mobilières offertes font ou feront l'objet d'une demande d'admission à la négociation, en vue de leur distribution sur un marché réglementé ou sur des marchés équivalents — les marchés en question	Les Warrants ont été admis sur le marché réglementé à la bourse de valeurs de Eurolist, Euronext Paris S.A., qui est un marché réglementé au sens de la Directive 2004/39/CE.

	devant alors être nommés.	
C.15	Décrire comment la valeur de l'investissement est influencée par celle du ou des instrument(s) sous-jacent(s), sauf lorsque les valeurs mobilières ont une valeur nominale d'au moins 100 000 EUR.	Description des Warrants Turbo Bear à barrière désactivante (désactivation) Les Warrants Turbo Bear à barrière désactivante permettent aux investisseurs de participer avec un effet de levier à la performance négative de la valeur sousjacente. En contrepartie, cependant, ils participent également sur une base à effet multiplicateur à toute performance positive de la valeur sous-jacente en prenant en plus le risque que le Warrant Turbo Bear à barrière désactivante perde sa valeur ou quasiment sa valeur immédiatement (événement knock-out) si le prix d'observation de la valeur sous-jacente atteint ou dépasse la barrière désactivante à tout moment pendant la période d'observation au cours des heures d'observation. À la date d'échéance, le montant reçu par les investisseurs est égal au déficit, multiplié par le coefficient multiplicateur, entre le prix de référence de la valeur sous-jacente à la date d'évaluation et le prix d'exercice correspondant. Si le prix d'observation de la valeur sous-jacente atteint ou dépasse la barrière désactivante à tout moment pendant la période d'observation au cours des heures d'observation (moment de désactivation), le Warrant Turbo Bear à barrière désactivante expire, soit sans valeur, soit, si les Conditions Définitives le prévoient, presque sans valeur à un faible montant.
C.16	Indiquer la date d'expiration ou d'échéance des instruments dérivés ainsi que la date d'exercice ou la date finale de référence.	Date d'échéance: 26.06.2014 Date d'exercice: Date d'évaluation Date d'évaluation: 19.06.2014
C.17	Décrire la procédure de règlement des instruments dérivés.	Dans le cas de Warrants à exercice automatique, cà-d. d'une modalité d'exercice européenne, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au crédit des détenteurs du warrant enregistrés auprès du dépositaire central à la clôture du jour ouvrable bancaire précédent au siège social du dépositaire central de titres. Le dépositaire central de titres s'est engagé auprès de l'Émetteur à faire un transfert ultérieur correspondant.
C.18	Indiquer les modalités relatives au produit des instruments dérivés.	Dans le cas de Warrants à modalité d'exercice européenne, le droit d'option ne peut être exercé par le détenteur du warrant qu'à la date d'évaluation pour le warrant concerné. Si le montant en numéraire aboutit à une valeur positive, le droit d'option attaché au warrant concerné est considéré exercé à la date d'évaluation sans autres conditions préalables et sans soumission d'une notification explicite d'exercice (« Exercice Automatique »).
C.19	Indiquer le prix d'exercice ou le prix	Prix de référence à la date d'évaluation : Cours de clôture

	de référence final du	
	sous-jacent.	
C.20	Décrire le type de	Type: action ou titre représentant des actions
	sous-jacent utilisé et indiquer où trouver	WKN (Numéro d'identification des valeurs mobilières allemandes): A0F7BK
	les informations à son sujet.	ISIN: FR0010220475
		Société: Alstom SA
		Bourse de valeurs mobilières concernée: Euronext Paris
		Page de Reuters: ALSO.PA
		Site Web: www.alstom.com
Section	n D – Risques	
D.2	Fournir les	Risque d'arrêt ou de restriction de la fixation du prix par l'Emetteur
	informations clés concernant les principaux risques propres à l'émetteur.	Si l'Émetteur devait limiter ou abandonner complètement son intention de fixer les prix de l'offre et de la demande, le danger existerait, au cas où les prix des Warrants ne seraient pas fixés par aucune autre partie, que les investisseurs doivent attendre l'échéance finale des Warrants ou, lorsque l'exercice est possible, qu'ils doivent exercer leur droit d'option.
		Risque de liquidité en dépit d'un accord de transfert de pouvoir et de pertes et profits
		L'Émetteur ne serait également pas en mesure d'honorer les obligations liées aux titres en dépit d'un accord de transfert de pouvoir et de pertes et profits si, dans le cas où l'Émetteur générait une perte nette, bien que la maison mère directe soit en principe tenue de prendre cette perte à son compte, il était incapable ou non disposé à se conformer à cet engagement contractuel en raison de ses propres difficultés de trésorerie ou de surendettement.
		Courtage de transactions pour d'autres sociétés du Groupe et répartition du travail au sein de Citigroup
		L'essentiel du revenu de commission de l'Émetteur se compose du revenu des prix de cession des transactions de courtage avec les sociétés apparentées. Les coûts pour l'Émetteur résultant de l'échange de services avec différentes sociétés du Groupe sont remboursés sur la base des accords existants en utilisant les prix de cession. À cette fin, le revenu et les dépenses, en particulier le revenu de commission pour les transactions réalisées avec l'assistance de la banque à titre de conseiller dans le cadre de ses activités commerciales, sont déterminés et alloués aux différents secteurs fournissant les services. Les transactions se rapportent à la négociation sur les titres, les émissions d'obligations et la gestion financière d'entreprise ainsi qu'à la vente de produits structurés, dérivés de titres de sociétés et les produits de gestion de devises, et aux opérations bancaires internationales. Ce processus est coordonné étroitement dans l'ensemble des secteurs avec Citigroup Global Markets Limited, Londres, en particulier, et également avec Citibank, N.A., Londres.

Si une décision était prise au sein de Citigroup pour réaffecter les activités

concernées à d'autres sociétés du Groupe, l'Émetteur pourrait perdre une importante source de revenu.

Les risques de l'activité de prêt

Le portefeuille de prêt de l'Émetteur consiste principalement en prêts accordés à des clients internationaux dans les secteurs de l'industrie et des services financiers ayant des notations de crédit de qualité. Les défauts de remboursement de prêt ont été évités ces dernières années grâce à cette politique commerciale. Le portefeuille de prêts consiste principalement en un nombre raisonnable d'unités empruntrices, comme le prescrit la loi allemande sur les opérations bancaires. Si des emprunteurs individuels importants du portefeuille de l'Émetteur n'étaient pas en mesure d'honorer leurs obligations, une forte hausse des provisions pour pertes sur prêt serait envisageable en principe et des défauts de remboursement sur prêts pourraient se produire.

Risque de taux d'intérêt

Le département des risques et trésorerie évalue et maîtrise le risque sur taux d'intérêt de l'Émetteur. L'exposition de l'Émetteur à des fluctuations des taux d'intérêt peut être un risque à moyen ou à long terme pour la détention de titres liquides si ceux-ci n'étaient pas à l'origine couverts par des transactions de couverture telles que des accords de swap de taux d'intérêt. Il en va de même pour les emprunts à moyen et long terme accordés par l'Émetteur. Un risque significatif de fluctuation des taux d'intérêt pourrait survenir lorsque les taux d'intérêt ne font pas l'objet d'un suivi attentif et en temps opportun, ce qui peut générer le danger concomitant qu'une mesure pour couvrir une telle exposition au risque de taux d'intérêt ne soit pas prise suffisamment tôt.

Risque opérationnel

L'Émetteur a transféré un certain nombre de domaines qui sont importants pour une gestion et un contrôle appropriés de ses activités économiques et les risques qui s'y rapportent à d'autres sociétés au sein et à l'extérieur de Citigroup. Au cas où les sociétés auxquelles ces domaines ont été transférés ne s'acquitteraient pas de leurs obligations contractuelles ou ne le feraient pas en temps opportun, la capacité de l'Émetteur à assumer ses propres obligations découlant des titres qu'il a émis aux dates prévues pourrait également être compromise.

Risque fiscal

Les décisions fiscales prises concernant l'Émetteur sont régulièrement soumises à un examen ultérieur sous forme d'audit fiscal externe ou d'arbitrage des affaires individuelles par les tribunaux compétents. Cette pratique est courante et signifie qu'un rappel d'impôts peut être décidé par l'administration fiscale des années après l'évaluation initiale en raison d'un contrôle fiscal ou d'une décision à portée générale rendue par un tribunal fiscal.

Risques généraux liés à l'activité

Risque de règlement

Le risque qu'une transaction soit traitée de manière incorrecte, ou qu'une transaction soit exécutée différemment des intentions et des attentes de la direction de l'Emetteur.

• Risque en matière d'information

Le risque que l'information, qui a été produite, reçue, transmise ou conservée au sein ou à l'extérieur du siège social de l'Émetteur ne soit plus accessible. En outre, de telles informations peuvent être de qualité médiocre ou avoir été mal exploitées ou encore avoir été obtenues sans autorisation. Le risque en matière d'information inclut également les risques provenant des systèmes en tant que tels et utilisés pour le traitement de l'information.

• Risque de réputation

Il représente le risque pour l'Emetteur que la relation avec ses clients se détériore si le niveau de qualité de ses services est insuffisant ou le risque que les transactions soient traitées de manière incorrecte. Ce risque inclut également le risque de développer des relations d'affaires avec des contreparties dont les pratiques ne sont pas conformes aux normes ou à l'éthique de l'Émetteur.

• Risque lié au personnel

L'Émetteur fait appel à des professionnels et des cadres dirigeants qualifiés. Le risque lié au personnel inclut le risque d'une rotation importante du personnel et le risque que l'Émetteur ne soit pas en mesure de retenir un personnel qualifié en nombre suffisant, mais également le risque que les employés de l'Émetteur enfreignent en connaissance de cause ou par négligence les règles fixées ou les standards éthiques de pratique établis par la société.

• Risques juridiques et réglementaires

L'Émetteur considère les risques juridiques comme tout risque résultant des contrats engageant sa responsabilité et de la loi applicable. Les risques réglementaires résultent de l'environnement juridique dans lequel l'Émetteur réalise ses opérations.

• Risques de fraude

Risques internes et externes de fraude tels que la corruption, le délit d'initié et le vol de données.

D.6 Fournir les informations clés concernant les principaux risques propres aux valeurs mobilières. Inclure un avertissement informant l'investisseur qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de

investissement

et/ou, si le risque

son

Facteurs généraux de risque des Warrants

Risque de perte totale

Les Warrants constituent des instruments d'investissement particulièrement risqués. Ils impliquent un niveau de risque particulièrement élevé de perdre le capital investi, y compris une perte totale, plus les coûts de transaction encourus et tous les coûts d'emprunt.

Risque de défaillance de l'Émetteur des Warrants

Au cas où l'Émetteur deviendrait insolvable, les investisseurs pourraient subir une perte pouvant aller jusqu'à une perte totale. En tant que titres au porteur, les Warrants n'entrent pas dans le champ des dispositions prévues pour la protection des dépôts.

encouru par l'investisseur ne se limite pas à la valeur de son investissement, une mention de ce fait, assortie d'une description des cas où ce surcroît de risque se matérialise ainsi des effets aue financiers probables cette matérialisation.

Risque résultant de fluctuations de prix des Warrants supérieures à la moyenne (effet de levier)

L'une des principales caractéristiques des Warrants est l'effet de levier : une évolution du cours de la valeur sous-jacente peut entraîner une variation disproportionnée du cours du Warrant. En même temps, les Warrants génèrent également des risques de perte supérieurs à la moyenne.

Risque d'absence ou de non-fonctionnement d'un marché secondaire de Warrants ou de manque de disponibilité du système de transactions électroniques de l'Émetteur

Les investisseurs ne devraient pas présumer qu'ils seront en mesure de vendre un Warrant à un moment particulier ou à un prix particulier pendant sa période de validité. Les investisseurs devraient plutôt partir de l'hypothèse que le prix en bourse ne peut se situer que dans les limites de la fourchette de prix acheteur et vendeur indiquée par l'Émetteur, si elle est disponible, et que leurs ordres d'achat ou de vente en bourse seront exécutés avec l'Émetteur en qualité de contrepartie directe ou indirecte.

Risque lié à la cessation du négoce sur le marché secondaire immédiatement avant une échéance finale

L'Emetteur et/ou le marché cessent de négocier les Warrants juste avant leur date d'évaluation. Cependant, le prix de référence de la valeur sous-jacente à la date d'évaluation et/ou le taux de change applicable, lesquels sont importants dans la détermination du montant des Warrants, peuvent varier entre le dernier jour de cotation et la date d'échéance, dans un sens défavorable à l'investisseur. Il existe un risque particulier que le prix de la valeur sous-jacente atteigne, chute audessous ou dépasse une barrière pour la première fois juste avant que le prix de référence à la date d'évaluation soit déterminé et après la clôture de la cotation sur le marché secondaire.

Risque sur la devise relatif à la valeur intrinsèque des Warrants

La performance de l'investissement est soumise à un risque sur la devise si la valeur sous-jacente sur laquelle les Warrants sont basés est libellée dans une devise autre que la devise dans laquelle le montant en numéraire est versé (devise de règlement).

Risques d'événements perturbant le fonctionnement du marché

En cas de survenue d'événements perturbant le fonctionnement du marché pour la valeur sous-jacente, l'Émetteur a le droit de repousser la date d'évaluation du prix de référence de l'exercice. Ceci peut entraîner un risque supplémentaire pour les investisseurs si la valeur sous-jacente réalise une performance négative pendant la durée du report ou, le cas échéant, si le taux de change utilisé pour convertir la valeur intrinsèque en devise de règlement fluctue dans un sens défavorable à l'investisseur.

Facteurs de risque spécifiques au produit

Risque relatif à la perte de la valeur temps des Warrants en fonction de la durée résiduelle

Le prix des Warrants est calculé sur la base de deux composants du prix (la valeur intrinsèque et la valeur temps) La valeur intrinsèque des Warrants pendant leur période de validité est égale à la différence (si elle est positive), multipliée par le coefficient multiplicateur, entre le prix d'exercice et la valeur sous-jacente (warrants Put). Le montant de la valeur temps, d'autre part, est essentiellement déterminée en fonction de la durée résiduelle du Warrant et de la fréquence et de l'intensité des fluctuations du prix de la valeur sous-jacente attendues par l'Émetteur pendant la durée résiduelle du Warrant (volatilité implicite).

Risques relatifs à d'autres facteurs affectant la valeur comme les taux d'intérêt du marché monétaire, les dividendes attendus et les coûts de refinancement de l'Émetteur

Les autres facteurs affectant le prix des Warrants comprennent, notamment, les taux d'intérêt sur le marché monétaire pour la durée résiduelle, le revenu attendu des transactions de couverture de l'Émetteur concernant la valeur sous-jacente et le niveau des coûts de refinancement de l'Émetteur pour réaliser ces transactions de couverture.

Même si le prix de la valeur sous-jacente s'élève, dans le cas d'une option call, ou chute, dans le cas d'une option put, la valeur du Warrant peut diminuer en raison des autres facteurs affectant la valeur. Compte tenu de la durée de validité limitée du Warrant, aucune garantie ne peut être donnée quant à une remontée du prix du Warrant dans les délais. Plus la durée résiduelle est courte, plus le risque est grand.

Risque relatif aux transactions de couverture sur la valeur sous-jacente dans le cas de Warrants à barrière désactivante

Dans le cas de Warrants à barrière désactivante, on ne peut exclure l'éventualité que les activités de l'Émetteur pour la prise ou le débouclement de positions de couverture puissent intensifier les fluctuations de prix de la valeur sous-jacente des Warrants au point qu'un événement désactivant soit déclenché et qu'en conséquence les droits d'option expirent prématurément sans valeur.

Risque de survenue d'un événement désactivant en dehors des heures de négociation sur le marché secondaire

Les investisseurs sont en principe exposés au risque qu'un événement désactivant puisse également se produire en dehors des heures où les Warrants sont habituellement négociés. Ce risque est particulièrement significatif dans les circonstances où les heures de négociation pour les Warrants diffèrent des heures de négociation normales des valeurs sous-jacentes.

Risque de perte totale avant l'échéance en raison de la survenue d'un événement désactivant

La période de validité des Warrants Turbo Bear expire prématurément au moment de la désactivation et les droits d'option Turbo expirent sans valeur, au cas où le prix de la valeur sous-jacente défini dans les termes et conditions est égal à ou supérieur à (Bear) la barrière désactivante du Warrant Turbo au cours d'une période d'observation définie dans les termes et conditions. Si un événement désactivant se produit, les investisseurs subiront une perte totale de leur capital investi.

Risque sur le prix relatif à un accroissement de la volatilité implicite

Dans le cas des Warrants Turbo, le prix des Warrants pendant leur période de validité est influencé par d'autres facteurs affectant la valeur en plus du prix de la valeur sous-jacente, notamment la volatilité implicite de la valeur sous-jacente. Du point de vue de l'investisseur, une augmentation de la volatilité implicite de la valeur sous-jacente représente un risque sur le prix si le prix de la valeur sous-jacente est proche de la barrière désactivante.

Risque de perte totale en raison de bonds du prix de la valeur sous-jacente (risque de gap)

Le risque d'un bond du prix de la valeur sous-jacente, par exemple entre l'heure de clôture des négociations la veille et l'heure d'ouverture des cours le lendemain, qui pourrait déclencher un événement désactivant, est dénommé risque de gap.

Section E - Offre

E.2b Indiquer les raisons de l'offre et l'utilisation prévue du produit de celle-ci, lorsqu'il s'agit de raisons autres que la réalisation d'un bénéfice et/ou la couverture de certains risques.

Sans objet; les raisons de l'offre sont de réaliser des profits et/ou de prendre une couverture par rapport à certains risques et le produit net de l'émission de Warrants présentés dans le Prospectus de Base seront utilisés par l'Émetteur à des fins générales.

E.3 Décrire les modalités et les conditions de l'offre.

Méthode de présentation de l'offre, offreur et date d'émission des Warrants

Les Warrants sont offerts de gré à gré en continu.

L'offre des Warrants commence en France le 22.01.2014.

Les offreur des Warrants est: l'Émetteur

La date d'émission est: 22.01.2014

Restriction imposée à la libre négociabilité des valeurs mobilières

Les Warrants peuvent être offerts ou vendus seulement si l'ensemble des lois et règlementations relatives aux valeurs mobilières en vigueur dans la juridiction dans laquelle un achat, une offre, une vente ou une livraison de Warrants est effectué ou dans laquelle le présent document est diffusé ou conservé pour inspection ont été respectées, et si tous les consentements ou autorisations nécessaires pour l'achat, l'offre, la vente ou la livraison des Warrants conformément aux normes légales en vigueur dans cette juridiction ont été obtenus.

En particulier, les Warrants ne sont pas et ne seront pas enregistrés conformément à la Loi sur les valeurs mobilières des États-Unis (*United States Securities Act*) de 1933 telle qu'amendée. Ils ne peuvent être offerts, vendus, négociés ou livrés au sein des États-Unis directement ou indirectement par ou

pour le compte d'un ressortissant des États-Unis (comme défini dans la Réglementation S conformément à la Loi sur les valeurs mobilières des États-Unis de 1933), excepté dans le cas d'exemption des conditions d'enregistrement de la Loi sur les valeurs mobilières. Toute personne recevant le montant de liquidités correspondant aux termes et conditions est considérée comme ayant fait une déclaration indiquant que la personne titulaire des droits découlant des Warrants n'est pas un ressortissant des États-Unis.

Prix d'émission, frais et taxes relatifs à l'achat

Le prix d'émission initial est de EUR 0,17.

Sans objet, l'achat de Warrants ne faisant supporter aucun coût ou taxe à l'Émetteur notamment pour les acheteurs ou les souscripteurs.

E.4 Décrire tout intérêt, y compris les intérêts conflictuels, pouvant influer sensiblement sur l'émission/l'offre.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui agissent généralement en qualité d'agent de calcul des Warrants. Cette activité peut entraîner des conflits d'intérêt dans la mesure où les responsabilités de l'agent de calcul comprennent certaines déterminations et décisions qui pourraient avoir un effet négatif sur le prix des Warrants ou le montant des liquidités.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent s'engager dans des transactions de négoce sur la valeur sous-jacente, sur d'autres instruments qui s'y rapportent, ou sur des dérivés, des options boursières ou des contrats à terme en bourse, ou peuvent émettre d'autres valeurs et dérivés fondés sur la valeur sous-jacente. Les sociétés peuvent également intervenir dans l'acquisition de nouvelles parts ou d'autres titres de la valeur sous-jacente ou, dans le cas d'indices de valeurs, de sociétés individuelles incluses dans l'indice, ou agir en qualité de conseillers financiers pour les entités auxquelles il est fait référence ou collaborer avec elle dans le secteur de la banque d'affaires. Les sociétés sont tenues de s'acquitter de leurs obligations à ce titre, indépendamment des conséquences qui peuvent en résulter pour les détenteurs de warrants et, le cas échéant, devront prendre les mesures qu'elles considèrent nécessaires ou appropriées pour se protéger ou sauvegarder leurs intérêts dans le cadre de ces relations d'affaires. Les activités visées ci-dessus pourraient entraîner des conflits d'intérêt et avoir un effet négatif sur le prix de la valeur sous-jacente ou des titres qui lui sont associés comme les Warrants.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent émettre des titres dérivés supplémentaires fondés sur la valeur sous-jacente, ou sur des éléments constitutifs de la valeur sous-jacente, notamment des titres dont les caractéristiques sont identiques ou similaires à celles des Warrants. L'introduction de tels produits, qui concurrencent les Warrants, peuvent avoir un effet sur le prix de la valeur sous-jacente ou les éléments constitutifs de la valeur sous-jacente et donc aussi sur le prix des Warrants. L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent recevoir des informations de nature non publique se rapportant à la valeur sous-jacente, ou à des éléments constitutifs de la valeur sous-jacente, mais ne sont pas tenus de les communiquer aux détenteurs de warrants. De plus, les sociétés appartenant à Citigroup ou affiliées à lui peuvent publier des rapports de recherche se rapportant à la valeur sous-

		jacente ou aux éléments constitutifs de la valeur sous-jacente. Les activités de ce type peuvent créer certains conflits d'intérêt et affecter le prix des Warrants.
E.7	Donner une estimation des dépenses facturées à l'investisseur par l'émetteur ou l'offreur.	Les dépenses estimées pour les Warrants, y compris le coût d'admission à la négociation sont compris(es) dans le prix d'émission ou au prix de vente, le cas échéant. Si l'investisseur achète des Warrants auprès d'un distributeur, le prix d'achat à payer par l'investisseur pourra comprendre des commissions de vente devant être communiquées au distributeur.

Citigroup Global Markets Deutschland AG

Frankfurt am Main

(Issuer)

Final Terms dated

21 January 2014

to the

Tripartite Base Prospectus dated 13 May 2013 as amended (the "Tripartite Base Prospectus")

TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT

based on the following underlying:

BAIDU.COM

ISIN: DE000CF6Z568

The respective Final Terms to the Tripartite Base Prospectus will be made available as a separate document in paper form free of charge at the address of the relevant paying agent and published on the Issuer's website (www.citifirst.com).

The subject matter of the Final Terms is Turbo Warrants with knock-out (Product No. 2) (the "Warrants" or the "Series") based on a share or a security representing shares, issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer").

The Final Terms were prepared in accordance with Article 5 (4) of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (as most recently amended by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010) (the "Prospectus Directive") and must be read in conjunction with the Tripartite Base Prospectus (consisting of the Summary and the Securities Note, each dated 13 May 2013, and the Registration Form of Citigroup Global Markets Deutschland AG dated 3 May 2013, including any supplements). Complete information about the Issuer and the offer of the Warrants can be obtained only from a synopsis of these Final Terms together with the Tripartite Base Prospectus (including all related supplements, if any).

The Final Terms to the Tripartite Base Prospectus take the form of a separate document within the meaning of Article 26 (5) of Commission Regulation (EC) No. 809/2004 of 29 April 2004 as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012 and Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012 (the "**Prospectus Regulation**").

An issue specific summary that has been completed for the Warrants is attached to these Final Terms.

INFORMATION ABOUT THE TERMS AND CONDITIONS – ISSUE SPECIFIC CONDITIONS

With respect to the Series of Warrants, the Issue Specific Conditions applicable to the Turbo Bull or Bear Warrants with Knock-Out, as replicated in the following from the Tripartite Base Prospectus and supplemented by the information in the Annex to the Issue Specific Conditions as set out below, and the General Conditions contain the conditions applicable to the Warrants (referred to together as the "Conditions"). The Issue Specific Conditions should be read in conjunction with the General Conditions.

Part A. Product Specific Conditions

No. 1 Option Right

Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer") hereby grants the holder (each a "Warrant Holder") of Turbo Bull or Bear Warrants with Knock-Out (the "Warrants"), based on the Underlying as specified in detail in each case in Table 1 and Table 2 of the Annex to the Issue Specific Conditions, the right (the "Option Right") to require the Issuer to pay the Cash Amount (No. 2 (1) of the Issue Specific Conditions) or the Termination Amount (No. 2 of the General Conditions) in accordance with these Terms and Conditions.

No. 2 Cash Amount; Definitions

- (1) The "Cash Amount" for each Warrant, subject to the occurrence of a Knock-Out Event (No. 2a of the Issue Specific Conditions) or the early redemption of the Warrants by the Issuer (No. 2 of the General Conditions), shall be the Intrinsic Value of a Warrant, if the latter is already expressed in the Settlement Currency, or the Intrinsic Value of a Warrant converted into the Settlement Currency using the Reference Rate for Currency Conversion.
- (2) The "Intrinsic Value" of a Warrant shall be the difference, expressed in the Reference Currency and multiplied by the Multiplier, by which the Reference Price of the Underlying determined on the Valuation Date is higher than (Bull Warrants) or lower than (Bear Warrants) the respective Strike.
- (3) The following definitions shall apply in these Terms and Conditions:

"Additional Securities Euroclear System, Brussels; Clearstream Banking S.A.,

Depositaries": Luxembourg

"Auxiliary Location": London, United Kingdom

"Banking Day": Every day on which the commercial banks in Paris and

Frankfurt am Main are open for business, including trade

in foreign currencies and the receipt of foreign currency deposits (except for Saturdays and Sundays), the TARGET2-System is open and the Central Securities Depositary settles payments. "TARGET2-System" shall mean the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) payment system or any successor system.

"Central Securities Depositary": Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

France

France

"Clearing Territory of the

Central Securities Depositary":

"Currency Conversion Date": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Exchange Rate Reference

Agent":

EURO-FX reference rate system, whose reference exchange rates are published on Reuters page

EUROFX/1.

"Exercise Date": Valuation Date.

"Form of the Warrants": The Warrants will be issued in dematerialized bearer form

(au porteur) and inscribed in the books of the Central Securities Depositary which shall credit the accounts of the Account Holders. No physical document of title (including certificats représentatifs pursuant to Article R.211-7 of the French Monetary and Financial Code (Code monétaire et financier)) will be issued in respect of

the Warrants.

"Issue Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Issuer's Website": www.citifirst.com

"**Knock-Out Barrier**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Knock-Out Cash Amount": zero

"Maturity Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Minimum Exercise Volume": 1 Warrant(s) per ISIN or an integral multiple thereof

"Minimum Trading Volume": 1 Warrant(s) per ISIN or an integral multiple thereof

"Modified Valuation Date + 1": The first day following the Valuation Date on which the

Reference Rate for Currency Conversion is determined and published by the Exchange Rate Reference Agent.

"Modified Valuation Date": The first Valuation Date on which the Reference Rate for

Currency Conversion is determined and published by the

Exchange Rate Reference Agent.

"Multiplier": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Number": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Observation Period": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"**Reference Currency**": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"**Reference Price**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Reference Rate for Currency

Conversion":

The conversion of the Reference Currency into the Settlement Currency will be effected at the offered rate, expressed in indirect quotation, calculated an published on the Currency Conversion Date by the Exchange Rate Reference Agent at approximately 1:00 p.m. Frankfurt am Main local time.

If the method of calculating the Reference Rate for the Currency Conversion by the Exchange Rate Reference Agent changes materially or the Reference Rate is discontinued entirely, the Issuer is entitled to name a writeble content of the fair discontinued.

suitable replacement at its fair discretion.

"Settlement Currency": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Strike": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type of Exercise": European

"Underlying": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Valuation Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation

Date.

"Valuation Date + 1": not applicable

No. 2a Knock-Out

If the Observation Price of the Underlying (No. 5 (2) of the Issue Specific Conditions) expressed in the Reference Currency is equal to or falls below (Bull Warrants) or is equal to or exceeds (Bear Warrants) the Knock-Out Barrier of the Warrant specified in Table 1 of the Annex to the Issue Specific Conditions (the "**Knock-Out Event**") during the Observation Period (No. 2 (3) of the Issue Specific Conditions) during the Observation Hours (No. 5 (2) of the Issue Specific Conditions) at any time (referred to in the following as the "**Knock-Out Time**"), the term of the Warrants shall end early at the Knock-Out Time. In this event, the Cash Amount for each Warrant shall be equal to the Knock-Out Cash Amount (No. 2 (3) of the Issue Specific Conditions). The Issuer will give notice without delay in accordance with No. 4 of the General Conditions that the price of the Underlying has reached or fallen below (Bull Warrants) or reached or exceeded (Bear Warrants) the Knock-Out Barrier.

No. 3 Exercise of the Option Rights

- I. Applicable in the case of Warrants with a European Type of Exercise (as indicated for the respective series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):
- (1) The Option Right may be exercised by the Warrant Holder only with effect as of the Valuation Date for the respective Warrant.
 - If the Cash Amount results in a positive value, the Option Right attaching to the respective Warrant shall be deemed to be exercised on the Valuation Date without further preconditions and without the submission of an explicit Exercise Notice (referred to in the following as "Automatic Exercise").
- (2) The Issuer will transfer any positive Cash Amount to the Central Securities Depositary on the Maturity Date for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid.
- (3) The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer. In the event that the onward transfer of the Cash Amount or of the fair market value is not possible within three months after the Maturity Date ("Presentation Period"), the Issuer shall be entitled to deposit the relevant amounts with the Frankfurt am Main Local Court for the Warrant Holders at their risk and expense with a waiver of its right to reclaim those amounts. Upon the deposit of the relevant amounts with the Court, the claims of the Warrant Holders against the Issuer shall expire.
- (4) All taxes or other levies that may be incurred in connection with the payment of the Cash Amount or of the fair market value shall be borne by the Warrant Holders.

- (5) If the Valuation Date falls between the date on which the Issuer determines that there are grounds for making an Adjustment in accordance with No. 6 of the Issue Specific Conditions and the date on which the Issuer has given notice of the Adjustments (referred to in the following as the "Adjustment Period"), the Valuation Date shall be the first Banking Day common to the head office of the Issuer and to the location of the Central Securities Depositary following the date on which the Issuer has given notice of the Adjustments for the Valuation Date. The calculation of the Cash Amount in accordance with No. 2 of the Issue Specific Conditions shall be based on the relevant Reference Price of the Underlying on the Valuation Date together with the Adjustments made by the Issuer.
- (6) The Cash Amount and the fair market value shall be paid in the Settlement Currency without a requirement for the Issuer to give notice of any kind.
- (7) A declaration shall be deemed to have been made automatically that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell, resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the respective series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

(1) For the exercise of the Warrants to be effective, the holder of the respective Warrant must comply with the preconditions set out below with respect to the relevant Exercise Agent within the Exercise Period for the respective Warrant. The Exercise Period for the Warrants shall begin in each case on the third Banking Day after the Issue Date and shall end in each case at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the Valuation Date or, if the Reference Price of the Underlying is usually determined before 11.00 a.m. (local time at the location of the relevant Exercise Agent), the Exercise Period ends at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the last Trading Day preceding the last Valuation Date. The provisions of paragraphs (2) to (4) of this No. 3 II shall also apply.

If the Option Rights are exercised via the Exercise Agent in **France**, the Warrant Holder must submit to Citibank International plc., France (the "**Exercise Agent**") at the following address:

Citibank International plc. - Service Titres, 1-5 Rue Paul Cezanne, 75008 Paris, France

a properly completed "Paris" Exercise Notice for the respective ISIN (International Securities Identification Number) using the form available from the Issuer (referred to in the following as "Exercise Notice") and must have transferred the Warrants which it is intended to exercise

- to the Issuer crediting its account No. 186 at Euroclear France, account nature 51 or its account No. 67098 at Clearstream Luxembourg.

The Exercise Notice must specify:

- the ISIN (International Securities Identification Number) of the Warrant series and the number of Warrants intended to be exercised and
- the account of the Warrant Holder with a bank in France into which the Cash Amount is to be paid. If the Exercise Notice does not specify an account or specifies an account outside France, a check for the Cash Amount will be sent to the Warrant Holder at his risk by normal post to the address given in the Exercise Notice within five (5) Banking Days in Frankfurt am Main and Paris following the Valuation Date.
- Confirmation must also be given that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell, resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.
- (2) The Exercise Notice shall become effective on the Exercise Date according to No. 2 (3) of the Issue Specific Conditions. The Exercise Notice may not be revoked, including during the period prior to the date on which it becomes effective. All of the preconditions set out in No. 3 (1) of the Issue Specific Conditions must be satisfied within five (5) Banking Days of the occurrence of the first precondition. In any other circumstances, the Issuer shall have the right to return any payments already made to the Warrant Holder without interest at his risk and expense; in this event the Exercise Notice shall not become effective.
- (3) Option Rights that have not been exercised effectively in accordance with paragraphs (1) and (2) shall be deemed, subject to early termination by means of extraordinary Termination pursuant to No. 2 of the General Conditions, to be exercised on the final day of the Exercise Period without further preconditions, if the Cash Amount is positive ("Automatic Exercise"). In the event of Automatic Exercise, the confirmation referred to in the last subparagraph of paragraph (1) shall be deemed to have been given automatically. In any other circumstances, all rights arising from the Warrants that have not been exercised effectively by then shall expire on that day and the Warrants shall become invalid.
- (4) All taxes or other levies that may be incurred in connection with the exercise of the Warrants shall be borne by the Warrant Holder.
 - The exercise or settlement amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.
- (5) The Issuer will transfer any Cash Amount to the Central Securities Depositary on the Payment Date upon Exercise for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head

office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid.

The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer.

No. 4 (not applicable)

Part B. Underlying Specific Conditions

No. 5 Underlying

- (1) The "**Underlying**" shall be the share or security representing shares specified as the Underlying in Table 2 of the Annex to the Issue Specific Conditions of the Company specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Company**").
- (2) The "Reference Price" of the Underlying shall correspond to the price specified as the Reference Price of the Underlying in Table 1 of the Annex to the Issue Specific Conditions, as calculated and published on Trading Days on the Relevant Exchange specified in Table 2 of the Annex to the Issue Specific Conditions (the "Relevant Exchange"). The "Observation Price" of the Underlying shall correspond to the prices for the Underlying calculated and published on an ongoing basis on the Relevant Exchange on Trading Days. "Observation Hours" shall be the Trading Hours. "Trading Days" shall be days on which the Underlying is normally traded on the Relevant Exchange on Trading Days.

No. 6 Adjustments

(1) If an Adjustment Event pursuant to paragraph (2) of this No. 6 occurs, the Issuer shall determine whether the relevant Adjustment Event has a diluting, concentrative or other effect on the computed value of the Underlying and, if such is the case, shall if necessary make a corresponding Adjustment to the affected features of the Warrants, which in its reasonable discretion is appropriate in order to take account of the diluting, concentrative or other effect and to leave the Warrant Holders as far as possible in the same position in financial terms as they were in before the Adjustment Event took effect. The Adjustments may relate, *inter alia*, to the Strike, the Multiplier and other relevant features, as well as to the replacement of the Underlying by a basket of shares or other assets or, in the event of a merger, by an adjusted number of shares of the absorbing or newly formed company and, where relevant, the specification of a different exchange as the Relevant Exchange and/or a different currency as the Reference Currency. The Issuer may (but is not obliged to) base the determination of this appropriate Adjustment on the adjustment made in response to the relevant Adjustment Event by a futures exchange, on which options or futures contracts on the Underlying are traded at

the time of the Adjustment Event, in respect of options or futures contracts on the relevant share traded on that futures exchange.

(2) An "Adjustment Event" shall be:

- (a) the subdivision (stock split), combination (reverse stock split) or reclassification of the respective shares or the distribution of dividends in the form of bonus shares or stock dividends or a comparable issue;
- (b) the increase in the capital of the Company by means of the issue of new shares in return for capital contributions, with the grant of a direct or indirect subscription right to its shareholders (capital increase for capital contributions);
- (c) the increase of the capital of the Company from its own financial resources (capital increase from corporate funds);
- (d) the grant by the Company to its shareholders of the right to subscribe for bonds or other securities with option or conversion rights (issue of securities with option or conversion rights);
- (e) the distribution of an extraordinary dividend;
- (f) the spin-off of a division of the Company in such a way that a new, independent company is formed or the division is absorbed by a third company, with the grant to the shareholders of the Company of shares in either the new company or the absorbing company for no consideration;
- (g) the permanent delisting of the Underlying on the Relevant Exchange as a result of a merger by absorption or new company formation or for another reason;
- (h) other comparable events that could have a diluting, concentrative or other effect on the calculated value of the Underlying.
- (3) The rules described in the preceding paragraphs shall apply analogously to securities representing shares as the Underlying (such as ADRs, ADSs or GDRs).
- (4) Changes in the method of calculating the Reference Price or other prices for the Underlying that are relevant in accordance with these Terms and Conditions, including a change in the Trading Days or Trading Hours relevant for the Underlying, shall entitle the Issuer to adjust the Option Right accordingly in its reasonable discretion. The Issuer shall determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change.
- (5) In the event that the Underlying is permanently delisted on the Relevant Exchange but continues to be listed on another exchange or another market which the Issuer in its reasonable discretion considers to be suitable (the "New Relevant Exchange"), then, subject to extraordinary Termination of the Warrants by the Issuer pursuant to No. 2 of the General Conditions, the Cash Amount shall be calculated on the basis of the corresponding prices for the Underlying calculated and published on the New Relevant Exchange. In addition, all references in these Terms and Conditions to the Relevant Exchange shall then be deemed, insofar as the context allows, to be references to the New Relevant Exchange.

- (6) In the event that a voluntary or compulsory liquidation, bankruptcy, insolvency, winding up, dissolution or comparable procedure affecting the Company is initiated, or in the event of a process as a result of which all of the shares in the Company or all or substantially all of the assets of the Company are nationalized or expropriated or required to be transferred in some other way to government bodies, authorities or institutions, or if following the occurrence of an event of another kind the Issuer reaches the conclusion that it is not possible to make an Adjustment that would reflect the changes that have occurred appropriately from a financial point of view, then the Issuer will terminate the Warrants pursuant to No. 2 of the General Conditions.
- (7) The Issuer shall give notice of the Adjustments and the date on which the Adjustments become effective in accordance with No. 4 of the General Conditions.

No. 7 Market Disruption Events

(1) If a Market Disruption Event in accordance with paragraph (2) of this No. 7 exists on the Valuation Date, then the Valuation Date shall be postponed to the next following day which fulfills the criteria for a Valuation Date in accordance with No. 2 of the Issue Specific Conditions and on which a Market Disruption Event no longer exists. The Issuer shall endeavor to give notice to the Warrant Holders without delay in accordance with No. 4 of the General Conditions that a Market Disruption Event has occurred. However, there shall be no obligation to give notice. If, as a result of the provisions of this paragraph, the Valuation Date has been postponed for five (5) consecutive days that fulfill the criteria for a Valuation Date in accordance with No. 2 (3) of the Issue Specific Conditions and if the Market Disruption Event continues to exist on that day as well, then that day shall be deemed to be the Valuation Date and the Issuer shall determine the Cash Amount in its reasonable discretion taking account of the market conditions prevailing on any such deemed Valuation Date.

(2) "Market Disruption Event" shall mean

- (i) the suspension or restriction of trading in the Underlying on the Relevant Exchange, or
- (ii) the suspension or restriction of trading (including the lending market) in a futures or options contract based on the Underlying on a Futures Exchange on which futures or options contracts based on the Underlying are traded (the "Futures Exchange");

if that suspension or restriction occurs or exists in the last half-hour before the calculation of the closing price of the Underlying that would normally take place and is material as determined by the Issuer in its reasonable discretion. A change in the Trading Days or Trading Hours on or during which the Underlying is traded does not constitute a Market Disruption Event, provided that the change takes place as the result of a previously announced change in the trading regulations by the Relevant Exchange.

ANNEX TO THE ISSUE SPECIFIC CONDITIONS

Table 1 – supplementary to Part A. Product Specific Conditions

Issue Date: 22/01/2014

Initial value date in France: 27/01/2014

ISIN / Local Trading Code	Underlying	Type	Quanto	Initial Issue Price	Settlement Currency (also	Strike / Knock-Out Barrier	Multiplier	Observation Period / Valuation Date /	Type of Exercise	Number	Reference Price of the Underlying
					"Currency of the Issue")			Maturity Date			("Reference Price")
DE000CF6Z568 / 5052C	BAIDU.COM	BEAR	No	EUR 1.62	Euro (EUR)	USD 210.00 / USD 210.00	0.05	22/01/2014 to 19/06/2014 / 19/06/2014 / 26/06/2014	European	3,000,000	Closing price

Table 2 – supplementary to Part B. Underlying Specific Conditions

Underlying (Company) / Share type	ISIN or Reuters Code	Relevant Stock Exchange	Currency Conversion Date	Currency in which the
	of the Underlying			Reference Price is expressed
				("Reference Currency")
BAIDU.COM, Inc. / ADRs	US0567521085	NASDAQ	Modified Valuation Date + 1	US Dollar (USD)

The following specific meanings shall apply in this context:

Deutsche Börse AG, Frankfurt, Germany (XETRA®)

EUREX : EUREX, Frankfurt, Germany

STOXX Limited, Zurich : STOXX Limited, Zurich, Switzerland

Dow Jones & Company, Inc., New York, U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

Nikkei Inc. : Nikkei Inc., Tokyo, Japan

Standard & Poor's Corp., New York, N.Y., U.S.A.

AEX Options and Futures Exchange, Amsterdam, The Netherlands

Bolsa de Derivados Portugal : Bolsa de Derivados Portugal, Lisbon, Portugal

EUREX : EUREX, Zurich, Switzerland

Euronext Amsterdam/ Euronext Lisbon/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext Paris

Euronext Amsterdam N.V., Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext Paris

Paris S.A., Paris, France

Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.) : Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.), Helsinki, Finland

Helsinki Derivatives Exchange (HEX Ltd.) : Helsinki Derivatives Exchange (HEX Ltd.), Helsinki, Finland

HSIL : Hang Seng Indexes Company Limited ("HSIL"), Hong Kong, China

Madrid stock exchange : Bolsa de Madrid, Madrid, Spain

MEFF: Mercado de Futures Financieros Madrid, Madrid, SpainNYSE: New York Stock Exchange, New York, NY, USAOCC: Options Clearing Corporation, Chicago, Illinois, USA

OSE : Osaka Securities Exchange, Osaka, Japan TSE : Tokyo Stock Exchange, Tokyo, Japan SIX Swiss Exchange, Swiss Exchange : SIX Swiss Exchange, Switzerland

RISK FACTORS

Investors should read carefully the risk factors set out under "I. Risk factors of Warrants" in the Securities Note and under 1. in the Registration Form.

In particular, the following optional risk factors that relate only to certain types of Warrants are applicable to these Warrants (please refer to "I. Risk factors of Warrants" in the Securities Note):

- Risk relating to the loss of time value of Warrants depending on the remaining term
- Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs
- Risk relating to hedging transactions in the underlying in the case of Warrants with knock-out
- Risk from the occurrence of a knock-out event outside the trading hours in the secondary market

In the case of Turbo Warrants for which the knock-out barrier is equal to the strike, the following risk factors also apply:

- Risk of total loss prior to maturity if a knock-out event occurs
- Price risk in connection with rising implied volatility
- Risk of jumps in the price of the underlying (gap risk)

ADDITIONAL INFORMATION

Name and address of the paying agents and the calculation agent

Paying Agent(s):

Citigroup Global Markets Ltd., 1-5 Rue Paul Cézanne, 75008 Paris, France

Calculation Agent:

Citigroup Global Markets Deutschland AG, Frankfurter Welle, Reuterweg 16, D-60323 Frankfurt am Main, Federal Republic of Germany

Conflicts of interest

With respect to interests of natural and legal persons involved in the issue and resulting potential conflicts of interest, please refer to "4. Risk of conflicts of interest" under "I. Risk factors of Warrants" in the Securities Note.

Offer method

The Warrants are being offered over-the-counter on a continuous basis in one series.

The offer of the Warrants begins in France on 22/01/2014.

Stock exchange listing

The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.

Consent to the use of the Prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*, "WpPG").

Issue price, price calculation and costs and taxes on purchase

The initial issue price is specified in Table 1 of the annex to the Issue Specific Conditions.

Both the initial issue price and the bid and offered prices quoted by the Issuer during the term of the Warrants are calculated using theoretical pricing models. In this context, the bid and offered prices for the Warrants are determined on the basis, among other things, of the mathematical value of the Warrants, the costs of hedging and accepting risk and the expected return. Please see also the information provided under "Risk relating to the calculation of the warrant prices" and "4. Risk of conflicts of interest", both in Section "I. Risk factors of Warrants".

No costs or taxes of any kind for the warrant holders will be deducted by the Issuer whether the

Warrants are purchased off-market (in countries where this is permitted by law) or via a stock exchange. Such costs or taxes should be distinguished from the fees and costs charged to the purchaser of the Warrants by his bank for executing the securities order, which are generally shown separately on the statement for the purchase transaction in addition to the price of the Warrants. The latter costs depend solely on the particular terms of business of the warrant purchaser's bank. In the case of a purchase via a stock exchange, additional fees and expenses are also incurred. Furthermore, warrant holders are generally charged an individual fee in each case by their bank for managing the securities account. Notwithstanding the foregoing, profits arising from the Warrants or capital represented by the Warrants may be subject to taxation.

Information on the underlying

Website: www.baidu.com

Disclaimers in relation to Share Prices used as Underlyings

Insofar as share prices are the underlying of Warrants issued by the issuer and described in this Final Terms document, the respective public limited company that has issued the relevant shares, to whose reference price the Warrants relate (the "Issuer of the Underlying"), does not express any recommendation for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main. The Issuer of the underlying neither directly nor indirectly assumes any liability for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main.

The Warrants are the sole obligation of Citigroup Global Markets Deutschland AG and do not involve liability on the part of the Issuer of the underlying. This is not an offer of shares. The Issuer of the underlying has not been and does not want to be involved, neither directly nor indirectly, in deciding the timing of the issue, or the preparation of this document, or the constitution of the option rights under these securities. Furthermore, the Warrant Holder will not have any right through the Warrant to any information, votes or dividends in the Issuer of the underlying.

Publication of additional information

The Issuer does not intend to provide any additional information about the underlying.

The Issuer will publish additional notices described in detail in the terms and conditions. Examples of such notices are adjustments of the features of the Warrants as a result of adjustments relating to the underlying which may, for example, affect the conditions for calculating the cash amount or a replacement of the underlying. A further example is the early redemption of the Warrants if an adjustment cannot be made.

Notices under these terms and conditions are generally published on the Issuer's website. If and to the extent that mandatory provisions of the applicable laws or exchange regulations require notices to be published elsewhere, they will also be published, where necessary, in the place prescribed in each case.

Selling restrictions

Information on selling restrictions can be found under "VI. Selling restrictions" in the Securities Note.

ANNEX – ISSUE SPECIFIC SUMMARY

Section A – Introduction and warnings

This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the A.1 "Issuer") and of the Warrants issued under the Tripartite Base Prospectus. The Summary is intended as an introduction to the Tripartite Base Prospectus, which comprises this Summary, the Registration Form of Citigroup Global Markets Deutschland AG dated 3 May 2013 including any supplements and the Securities Note of Citigroup Global Markets Deutschland AG dated 13 May 2013. Investors should therefore ensure that any decision to invest in the Warrants is based on a review of the entire Prospectus, including any supplements, and the Final Terms. Where claims relating to the information contained in a base prospectus, any supplements, and the respective Final Terms are brought before a court, the investor acting as plaintiff may, as a result of the laws of individual member states of the European Economic Area, have to bear the costs of translating the base prospectus, any supplements, and the Final Terms into the language of the court prior to the commencement of legal proceedings. The Issuer can be held liable for the content of this Summary, including any translation prepared, but only in the event that the Summary is misleading, inaccurate or inconsistent when read in conjunction with the other parts of the Prospectus, or, when read in conjunction with the other parts of the Tripartite Base Prospectus, does not convey all of the key information required.

A.2 – Consent to the use of the prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent) for offers in France (the "Offer State"). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (Wertpapierprospektgesetz, "WpPG").

In the event of an offer by a financial intermediary, the terms and conditions of the offer must be provided to investors at the time of the offer by the financial intermediary.

Section B – Issuer and any guarantors

B.1 The legal and The legal and commercial name of the Issuer is Citigroup Global Markets Deutschland AG. commercial name of the issuer, B.2 The domicile and **Domicile** legal form of the Frankfurt am Main; the address of Citigroup Global Markets Deutschland AG is issuer, the Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, Federal Republic of legislation under Germany (telephone +49 (0)69-1366-0). which the issuer operates and its Legal form and jurisdiction country of The Issuer is a stock corporation (Aktiengesellschaft, "AG") under German law. incorporation.

Place of registration

The Issuer is entered in the commercial register of the Frankfurt am Main Local

		Court under the number HRB 88301.
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Bank expects world economic growth in 2013 to increase slightly from 2.5 per cent to 2.6 per cent. In 2014 growth should increase to 3.2 per cent. The slowdown in worldwide economic growth was principally due to the slowdown of growth in the industrialized countries. The Bank expects moderate growth of 1.0 per cent for industrialized countries in 2013 and a modest increase to 1.6 per cent in 2014.
		Overall the Bank expects continued significant variations between different regions in the world.
		The Bank expects a mild recession in the Eurozone (the Bank's growth forecasts are for -0.6 per cent and -0.4 per cent for 2013 and 2014). This is seen to be due to the continuing sovereign debt crisis and the high level of private sector indebtedness in the peripheral European countries. The ECB is expected to continue to act to stabilise markets and to reduce interest rates in the second quarter of 2013 depending on further economic growth in the Eurozone, which could be followed by a forecast final interest rate reduction in the second half of the year. The Bank considers it likely that Southern Europe and Ireland will only gradually reach a common sustainable fiscal path. If the core countries in future are no longer prepared to increase their support for the peripheral states, this could lead to a raft of debt restructurings (with likely longer maturities and interest rate reductions), but probably not before 2015. In the Warrants and Certificates Division, the competition is expected to remain intense among leading issuers. Further regulatory challenges are expected, which have to be integrated into the business in a timely manner.
		Given the forecasts made by the individual business divisions and a restrictive cost management approach, the Bank is expecting continued overall profits in fiscal years 2013 and 2014.
B.5	If the issuer is part of a group, a description of the group and the issuer's position	The Issuer is a member of the German subgroup of Citigroup. As a public limited company, it is managed by the executive board. The Issuer is wholly-owned by the German holding company, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, a limited partnership with registered offices in Frankfurt/Main.
	within the group.	Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is also a silent partner of the Issuer, having a silent equity interest ("Stille Einlage") totalling EUR 122,710,051.49 as of 30 November 2012. The general partner of Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is Citigroup Global Markets Finance LLC (USA). The sole limited partner is Citi Overseas Investment Bahamas Inc.
		All shares of Citigroup Global Markets Finance LLC are held by Citi Overseas Investment Bahamas Inc., the sole shareholder of which is Citibank Overseas Investment Corporation (USA). This company is in turn 100 per cent owned by Citibank, N.A. (USA). Citibank, N.A. (USA) is a 100 per cent owned subsidiary of Citicorp (USA), which in turn is a 100 per cent owned subsidiary of Citigroup, Inc. (USA).

B.9	Where a profit forecast or estimate is made, state the figure.	Not applicable; the Issuer estimates in the Base Prosp		o make any profi	t forecasts or profit
B.10	A description of the nature of any qualifications in the audit report on the historical financial information.	The annual financial state December 2011 to 30 Nov 2011 were audited by the unqualified auditor's opinion	vember 2012 and ne Issuer's statut	1 December 201	10 to 30 November
B.12	Selected historical key financial information regarding the issuer, presented for each financial year of the period	Key Annual Financial Deutschland AG The table below provides a which have been taken fro prior fiscal year (fiscal yea business development of Ci	a comparison of community the audited find the audited find the community and fiscal the community are community to the community are community are community and the community are community are compared to the comparison of co	ertain noteworthy ancial statements	s 2012 between the thereby reveals the
	covered by the historical financial information and any		30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro	
	subsequent interim	Balance sheet total	9,543	8,690	
	financial period accompanied by	Business volume	11,162	10,163	
	comparative data	Equity capital	590	588	
	from the same period in the prior	Loan portfolio	5,365	5,196	
	financial year, except that the requirement for comparative balance sheet information is satisfied by	Number of employees	348	361	
			01.12.2011 - 30.11.2012 in million Euro	prior fiscal year (01.12.2012 - 30.11.2011) in million Euro	
	presenting the year- end balance sheet	Interest income from operations	11	29	
	information. A statement that there	Commissions from brokerage business	111	96	
	has been no material adverse	Commissions from securities business	18	17	
	change in the prospects of the issuer since the date	Net income from financial trading operations	25	60	
	of its last published audited financial	General administrative expenses	161	137	
	statements or a description of any material adverse change.	As of the balance sheet da following components:	ate, the balance s	sheet equity cap	ital consists of the

A description of significant changes in the financial or trading position of the issuer subsequent to the period covered by the historical financial information.

	30.11.2012 in million Euro (audited)	prior fiscal year (30.11.2011) in million Euro (audited)
Subscribed capital		
Share capital	210.6	210.6
Silent partner capital	122.7	122.7
Capital reserves	195.8	193.8
Legal reserves	33.0	33.0
Other earnings reserves	27.9	27.9

In addition, as part of incorporating the new rules under the BilMoG pursuant to § 340g of the German Commercial Code (HGB), a new separate item was created ("Fund for general banking risks") in the amount of EUR 9.4m (EUR 6.6m in the previous year).

The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows:

	30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro
Equity capital on balance sheet	590.0	588.0
Less intangible assets	0	-1.2
Core capital	599.3	594.3
Supplementary capital	0.0	0.0
Equity capital	599.3	594.3
Capital ratios		
Tier one capital in %	33.6	29.3
Total capital ratio in %	33.6	29.3

Despite the debt crisis in the Eurozone and the concomitant volatility on the international financial markets, Citigroup Global Markets Deutschland AG was once again able to earn a profit in the recently completed fiscal year.

Key Semi-Annual Financial Information of Citigroup Global Markets Deutschland AG

The table below provides a comparison of certain noteworthy financial statistics for the first half of the financial year 2013 which have been taken from the unaudited interim financial statements 2013 between the prior fiscal year and/or the previous year's figures and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

	31.05.2013	30.11.2012	
	in million Euro	in million Euro	

Balance sheet total	11,147	9,543
Business volume	12,628	11,162
Equity capital	590	590
Loan portfolio	5,179	5,365
Number of employees on the balance sheet date	263	334

	01.12.2012 - 31.05.2013 in million Euro	01.12.2011 - 31.05.2012 in million Euro
Interest income from operations	3	7
Commissions from brokerage business	20	33
Commissions from securities business	8	9
Net income from financial trading operations	29	16
General administrative expenses	72	70

Statements as regards trend information and financial or trading position

The Issuer declares that since the date of the last audited annual financial statements on 30 November 2012 no material adverse change in the prospects of the Issuer has occurred.

Furthermore, the Issuer declares that since the date of the last interim financial statements on 31 May 2013 no significant change has occurred in the financial or trading position of the Issuer.

B.13 A description of any recent events particular to the issuer which are to a material extent relevant to the evaluation of the issuer's solvency.

Significant events that may have a material impact on the assessment of the Issuer's solvency can not be determined at the moment. However, Citigroup Global Markets Deutschland AG is currently subject to an extra-ordinary audit on withholding taxes by the Frankfurt-Hoechst tax authority for the years 2007-2008. In this context the tax authority has expressed its view that Citigroup Global Markets Deutschland AG may not have deducted and paid withholding taxes from dividends received in connection with so called cum-ex transactions for shares held by it in custody for its clients as required. Based on these findings the tax authority is currently of the view that Citigroup Global Markets Deutschland AG is liable for non deducted withholding taxes in the amount of more than Euro 706 million for the years 2007 and 2008. In case the tax authority's view should succeed further tax liability for the years 2009 to 2011 may arise which can not be estimated at the moment.

The main starting point for the liability claim of the tax authorities is the question if Citigroup Global Markets Deutschland AG is to be qualified as a German bank

		executing the trade (<i>die den Verkaufsauftrag ausführende Stelle</i>) in the respective years. Furthermore, the method applied to identify the amount of the liability claim is debatable as well as the question if Citigroup Global Markets Deutschland AG can be held liable as principal debtor. Citigroup Global Markets Deutschland AG has obtained legal advice from a reputable tax consultant office as well as from a reputable accounting firm. Based thereon, the management of Citigroup Global Markets Deutschland AG is of the view that the likelihood to win any legal proceedings in this matter exceeds 50 per. cent. On this basis, Citigroup Global Markets Deutschland AG's management has decided to put up a reserve only for expected legal advice and litigation expenses, if any, and has decided that 2 million Euro is an adequate figure in this respect. Furthermore, it should be noted that Citigroup is currently evaluating measures to
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	optimize its organizational structure. Citigroup Global Markets Finance Corporation as the German holding company owns 100% of the shares of the Issuer. Pursuant to § 17 (2) of the German Stock Corporation Act (<i>Aktiengesetz</i> , "AktG"), it is assumed that a company in which a majority of the shares is held by another company is dependent upon that other company.
B.15	A description of the issuer's principal activities.	The Issuer is engaged in the business of corporate and investment banking and offers companies, governments and institutional investors comprehensive financial solutions in the areas of investment banking, fixed income, foreign exchange, equities and derivatives, and global transaction services; in addition it is a leading issuer of warrants and certificates whose end investors are predominantly retail clients. Since the end of 2012 the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.
B.16	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control.	In addition to the inclusion of the Issuer in the Citigroup Inc. group of companies referred to above, the Issuer is also party to a control and profit and loss transfer agreement with its immediate parent company. Under the terms of the agreement, the Issuer has placed the management of its business under the control of its immediate parent company. Accordingly, the immediate holding company has the right to give instructions to the Issuer. The agreement also requires the Issuer to transfer its entire profit to its immediate parent company. In return, the immediate parent company is required to make up any annual loss of the Issuer arising during the period of the agreement, as provided in detail by § 302 (1) and (3) AktG.

Section C – Securities		
C.1	A description of the	Type/form of the Warrants
	type and the class of the securities being offered and/or	

	admitted to trading, including any security identification number.	One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. The leverage effect of the Warrant operates in both directions – not only to the investor's advantage in the event of the favorable performance of the factors determining the value, but also to the investor's disadvantage in the event of their unfavorable performance. The payment due under a Warrant on exercise or early termination depends on the value of the underlying at the relevant time. The Warrants will be issued in dematerialized bearer form (<i>au porteur</i>) and inscribed in the books of the central securities depositary which shall credit the accounts of the account holders. No physical document of title (including <i>certificats représentatifs</i> pursuant to Article R.211-7 of the French Monetary and Financial Code (<i>Code monétaire et financier</i>)) will be issued in respect of the Warrants.
		Security identification number
		ISIN: DE000CF6Z568
		Local Code: 5052C
C.2	Currency of the securities issue.	Euro
C.5	A description of any restrictions on the free transferability of the securities.	Each Warrant is transferable in accordance with the laws applying in each case and, where relevant, the respective applicable regulations and procedures of the securities depositary in whose records the transfer is registered.
C.8	A description of the	Applicable law for the securities
	rights attached to the securities including ranking and including	The Warrants are subject to German law. The constituting of the Warrants may be governed by the laws of the jurisdiction of the central securities depository.
	limitations to those rights.	Rights attached to the Warrants
	rights.	Each Warrant grants the holder the right to the cash amount as described in more detail under C.15.
		Status of the Warrants
		The Warrants create direct, unsecured and unsubordinated obligations of the Issuer that rank <i>pari passu</i> in relation to one another and in relation to all other current and future unsecured and unsubordinated obligations of the Issuer, with the exception of obligations that have priority due to mandatory statutory provisions.
		Limitations to the rights
		The Issuer has the right to terminate the Warrants and to amend the terms and conditions pursuant to the provisions specified in the terms and conditions of the Warrants.
C.11	An indication as to whether the	The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the

	securities offered are	meaning of Directive 2004/39/EC.
	or will be the object of an application for admission to trading, with a view to their distribution in a	
	regulated market or other equivalent markets with an indication of the markets in question.	
C.15	A description of how	Description of Turbo Bear Warrants with knock-out
	the value of the investment is affected by the value of the underlying	Turbo Bear Warrants with knock-out enable investors to participate on a disproportionate (leveraged) basis in the negative performance of the underlying.
	instrument(s), unless the securities have a denomination of at least EUR 100,000.	In return, however, they also participate on a leveraged basis in any positive performance of the underlying and in addition bear the risk that the Turbo Bear Warrant with knock-out may expire worthless or almost worthless immediately (knock-out event) if the observation price of the underlying reaches or exceeds the knock-out barrier at any time during the observation period within the observation hours.
		On the maturity date, the cash amount received by the investors is the difference, multiplied by the multiplier, by which the reference price of the underlying determined on the valuation date is lower than the respective strike, converted into the settlement currency.
		If the observation price of the underlying reaches or exceeds the knock-out barrier at any time during the observation period within the observation hours (knock-out time), the Turbo Bear Warrant with knock-out expires either worthless or, if so provided in the Final Terms, almost worthless with a low knock-out cash amount.
C.16	The expiration or maturity date of the	Maturity date: 26/06/2014
	derivative securities – the exercise date or final reference date.	Exercise date: Valuation date Valuation date: 19/06/2014
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants with automatic exercise, i.e. a European type of exercise, the Issuer will transfer any positive cash amount to the central securities depositary on the maturity date for the credit of the warrant holders registered with the central securities depositary at the close of business on the preceding banking day at the head office of the central securities depositary.
		The central securities depositary has given an undertaking to the Issuer to make a corresponding onward transfer.
C.18	A description of how	In the case of Warrants with a European type of exercise, the option right may

	the return on derivative securities takes place.	be exercised by the warrant holder only with effect as of the valuation date for the respective Warrant. If the cash amount results in a positive value, the option right attaching to the respective Warrant is deemed to be exercised on the valuation date without further preconditions and without the submission of an explicit exercise notice ("Automatic Exercise").	
C.19	The exercise price or the final reference price of the underlying.	Reference price on the valuation date: Closing price	
C.20	A description of the type of the underlying and where the information on the underlying can be found.	the ere on ISIN: <i>US0567521085</i>	
		Website: www.baidu.com	
Section	n D – Risks		
D.2	Key information on the key risks that are specific to the issuer.	Risk of the cessation or limitation of price-setting by the Issuer If the Issuer were to limit or completely abandon its voluntary intention to set bid and offered prices, there would be a danger, if prices for Warrants were not set by any other party that investors would have to wait for the final maturity of the Warrants or, where early exercise is possible, exercise the option right. Liquidity risk despite control and profit and loss transfer agreement	
		The Issuer would also be unable to meet its obligations arising from the securities despite the control and profit and loss transfer agreement if, in the event that the Issuer generated a net loss, while the immediate parent company would in principle be required to assume that loss, it was unable or unwilling to comply with this contractual obligation as a result of its own liquidity difficulties or overindebtedness.	
		Brokerage of transactions for other Group companies and allocation of work within Citigroup	
		The great majority of the Issuer's commission income consists of transfer pricing income from brokerage transactions with affiliated companies. The Issuer's costs arising from the exchange of services with individual Group companies are reimbursed on the basis of existing agreements using transfer prices. For this purpose, income and expenses, in particular commission income for transactions assisted by the bank in an advisory capacity in the context of its sales activities, are determined and allocated to the relevant areas providing the services. The transactions relate to equity trading, bond issues and corporate finance as well as to the sale of structured products, corporate derivatives and	

currency management products, and also global relationship banking. This process is coordinated closely across all areas with Citigroup Global Markets Limited, London, in particular, and also with Citibank, N.A., London.

If a decision were made within Citigroup to reallocate the relevant activities to other Group companies, the Issuer could lose a material source of income.

Risks in the lending business

The Issuer's loan portfolio consists mainly of loans to international customers in the industrial and financial services sectors with investment grade credit ratings. Loan defaults have been avoided in recent years thanks to this business policy. The loan portfolio is mainly concentrated on a manageable number of borrower units, as defined by German banking law. If significant individual borrowers in the Issuer's portfolio were unable to meet their obligations, therefore, a substantial increase in loan loss provisions would be conceivable in principle and loan defaults could occur.

Interest rate risk

Risk-Treasury assesses and controls the Issuer's interest rate risk. The Issuer's exposure to changes in interest rates maybe a mid to long-term risk in holdings in liquid securities if these were not originally covered by hedging transactions like interest rate swap agreements. The same applies to medium and long-term loans granted by the Issuer. A significant risk from interest rate changes could arise where interest rates are not monitored in a timely or sensitive manner, which may produce the concomitant danger that action to cover such interest rate exposure is not taken early enough.

Operating risk

The Issuer has transferred a number of areas that are significant for the proper management and control of its business activities and the risks associated with them to other companies within and outside Citigroup. In the event that the companies to which these areas have been transferred do not fulfill their contractual obligations or do not do so at the proper time, the ability of the Issuer to meet its own obligations arising from the securities it has issued on the due dates could also be adversely affected.

Tax risks

The tax decisions issued to the Issuer are regularly subject to subsequent review in the form of an external tax audit or to the resolution of individual issues by the relevant courts. This is normal practice and means that an additional tax demand can be issued by the tax authorities years after the original assessment as a result of a tax audit or a generally applicable decision by a tax court.

General business risks

Settlement risk

The risk that a business transaction is incorrectly processed or that a transaction is executed which is different from the intentions and expectations of the Issuer's management.

• Information risk

The risk that information, which was generated, received, transmitted or stored within or outside the Issuer's place of business, can no longer be accessed. Furthermore, such information may be of poor quality, or have been wrongly handled or improperly obtained. The information risk also includes risks that are generated by systems and used for processing information.

• Reputation risk

This represents the Issuer's risk that its relations with its customers could be harmed if its services are poor or transactions are incorrectly executed. This risk also includes the risk of entering into business relations with counterparties, whose business practices do not conform to the standards or business ethics of the Issuer.

Personnel risk

The Issuer has a high demand for qualified and specially trained professionals and managers. Personnel risk entails the risk of high staff turnover and the risk that the Issuer will be unable to retain a sufficient staff of qualified personnel, as well as the risk that the Issuer's employees may knowingly or negligently violate established regulations or the firm's business ethics standards.

Legal and regulatory risks

The Issuer views legal risks as any and all risks resulting from binding contracts and governing legislation. Regulatory risks result from the legal environment in which the Issuer does business.

Risk of fraud

These are both internal and external risks of fraud such as bribery, insider trading and theft of data.

D.6

Key information on the key risks that are specific to the securities. This must include a risk warning to the effect that investors may lose the value of their entire investment or part of it, as the case may be, and/or, if the investor's liability is not limited to the of value his investment, statement of that fact, together with

General risk factors of Warrants

Risk of total loss

Warrants represent particularly risky investment instruments. They entail a particularly high risk of losing the capital invested, up to and including a total loss, plus the transaction costs incurred and any borrowing costs.

Risk of default by the Issuer of the Warrants

In the event of the Issuer becoming insolvent, investors could suffer a loss up to and including a total loss. As bearer securities, Warrants do not fall within the scope of the deposit protection arrangements.

Risk arising from above-average fluctuations in the prices of Warrants (leverage effect)

One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price description of the circumstances in which such additional liability arises and the likely financial effect.

of the Warrant. At the same time, Warrants also entail above-average risks of loss

Risk of the absence or non-functioning of a secondary market in the Warrants or restricted availability of the Issuer's electronic trading system

Investors should not assume that they will be able to sell a Warrant at a particular time or at a particular price during its term. Investors should assume instead that pricing on the exchange can only take place within the spread of bid and offered prices quoted by the Issuer, if available, and that their buy or sell orders on the exchange will be executed with the Issuer as the direct or indirect counterparty.

Risk in connection with the cessation of secondary trading immediately prior to final maturity

The Issuer and/or the exchange cease trading in the Warrants shortly before their valuation date. However, the reference price of the underlying on the valuation date and/or the applicable exchange rate, both of which are important for the purpose of determining the cash amount of the Warrants, may still change between the last exchange trading day and the maturity date, which may be to the disadvantage of the investor. There is a particular risk that the price of the underlying may reach, fall below or exceed a barrier for the first time shortly before the reference price on the valuation date is determined and after trading in the secondary market has already finished.

Currency risk with respect to the intrinsic value of the Warrants

The performance of the investment is subject to a currency risk if the underlying on which the Warrants are based is expressed in a currency other than the currency in which the cash amount is paid out (settlement currency).

Risks relating to market disruption events

In the event of market disruption events with respect to the underlying, the Issuer has the right to postpone the valuation date for the reference price on exercise. This may result in an additional risk for investors if the underlying performs negatively during the time delay or, where applicable, if the exchange rate for converting the intrinsic value into the settlement currency moves in an unfavourable direction for the investor.

Product specific risk factors

Risk relating to the loss of time value of Warrants depending on the remaining term

The price of Warrants is calculated on the basis of two components of price (intrinsic value and time value). The intrinsic value of Warrants during their term is equal to the difference (if positive), multiplied by the multiplier, between the strike and the value of the underlying (Put Warrants). The amount of the time value, on the other hand, is essentially determined on the basis of the remaining term of the Warrant and the expected frequency and intensity of the fluctuations in the price of the underlying expected by the Issuer during the remaining term of the Warrant (implied volatility).

Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs

The other factors affecting the price of the Warrants include, *inter alia*, interest rates on the money market relating to the remaining term, expected income from the Issuer's hedging transactions in or related to the underlying and the level of the Issuer's refinancing costs for entering into those hedging transactions.

Even if the price of the underlying rises in the case of a call option or falls in the case of a put option, therefore, the value of the Warrant may decline as a result of the other factors affecting value. Given the limited term of the Warrant, there is no guarantee that the price of the Warrant will recover in sufficient time. The shorter the remaining term, the greater the risk.

Risk relating to hedging transactions in the underlying in the case of Warrants with knock-out

In the case of Warrants with knock-out, the possibility cannot be excluded that the Issuer's activities in setting up or unwinding hedging positions may reinforce movements in the price of the underlying for the Warrants to such an extent that a knock-out event is triggered and the option rights therefore expire early with no value.

Risk from the occurrence of a knock-out event outside the trading hours in the secondary market

Investors in principle face the risk that a knock-out event may also occur outside the times when the Warrants are normally traded. This risk is particularly relevant in circumstances where the trading hours for the Warrants differ from the trading hours during which trading in the underlying normally takes place.

Risk of total loss prior to maturity due to the occurrence of a knock-out event

The term of Turbo Bear Warrants ends early at the knock-out time and the Turbo option rights expire worthless, in the event that the price of the underlying defined in the terms and conditions is equal to or higher than (bear) the knock-out barrier of the Turbo Warrant within an observation period defined in the terms and conditions. If a knock-out event occurs, investors will suffer a total loss of their capital invested.

Price risk in connection with rising implied volatility

In the case of these Turbo Warrants, the price of the Warrants during their term is influenced by other factors affecting value in addition to the price of the underlying, including in particular the implied volatility of the underlying. From the point of view of the investor, an increase in the implied volatility of the underlying represents a price risk if the price of the underlying is close to the knock-out barrier.

Risk of total loss due to jumps in the price of the underlying (gap risk)

		The risk of jumps in the price of the underlying, for example between the close of trading on the previous day and the start of trading on the following trading day, that could trigger a knock-out event is known as gap risk.
Section	ı E – Offer	
E.2b	Reasons for the offer and use of proceeds when different from making profit and/or hedging certain risks.	Not applicable; the reasons for the offer are making profit and/or hedging certain risks and the net proceeds from the issuance of Warrants presented in this base prospectus will be used by the Issuer for its general business purposes.
E.3	A description of the	Offer method, offeror and issue date of the Warrants
	terms and conditions of the offer.	The Warrants are being offered over-the-counter on a continuous basis.
		The offer of the Warrants begins in France on 22/01/2014.
		The offeror of the Warrants is the Issuer.
		The issue date is: 22/01/2014
		Restrictions on the free transferability of the securities
		The Warrants may be offered or sold only if all applicable securities laws and regulations in force in the jurisdiction in which a purchase, offer, sale or delivery of Warrants is made or in which this document is circulated or kept for inspection have been complied with, and if all consents or authorizations required for the purchase, offer, sale or delivery of the Warrants in accordance with the legal norms in force in that jurisdiction have been obtained.
		In particular, the Warrants are not and will not be registered pursuant to the United States Securities Act of 1933 as amended. They may not be offered, sold, traded or delivered within the United States either directly or indirectly by or to or for the account of a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933), except in the case of exemption from the registration requirements of the Securities Act. Any person receiving the cash amount in accordance with these terms and conditions is deemed to have made a declaration that the person entitled to the rights arising from the Warrants is not a US person.
		Issue price and costs and taxes on purchase
		The initial issue price is EUR 1.62.
		Not applicable, as the purchase of the Warrants entails no costs or taxes that are incurred by the Issuer specifically for purchasers or subscribers.
E.4	A description of any interest that is material to the issue/offer including conflicting interests.	The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it generally act as the calculation agent for the Warrants. This activity can lead to conflicts of interest since the responsibilities of the calculation agent include making certain determinations and decisions which could have a negative effect on the price of the Warrants or the level of

the cash amount.

The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may engage in trading transactions in the underlying, other instruments linked to it, or derivatives, stock exchange options or stock exchange forward contracts, or may issue other securities and derivatives based on the underlying. The companies may also be involved in the acquisition of new shares or other securities of the underlying or, in the case of stock indices, of individual companies included in the index, or act as financial advisors to the entities referred to or work with them in the commercial banking business. The companies are required to fulfill their obligations arising in this connection irrespective of the consequences resulting for the warrant holders and, where necessary, to take actions they consider necessary or appropriate in order to protect themselves or safeguard their interests arising from these business relationships. The activities referred to above could lead to conflicts of interest and have a negative effect on the price of the underlying or securities linked to it such as the Warrants.

The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may issue additional derivative securities based on the respective underlying or constituents of the underlying, including securities whose features are the same as or similar to those of the Warrants. The introduction of such products that compete with the Warrants may impact the price of the underlying or the constituents of the underlying and thus also the price of the Warrants. The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may receive non-public information relating to the underlying or the constituents of the underlying, but are under no obligation to pass on such information to the warrant holders. Furthermore, companies belonging to Citigroup, Inc. or affiliated to it may publish research reports relating to the underlying or constituents of the underlying. These types of activities may entail certain conflicts of interest and affect the price of the Warrants.

E.7 Estimated expenses charged to the investor by the issuer or the offeror.

The estimated expenses for the Warrants, including the cost for admission to exchange trading, are included in the issue price or the selling price, as the case may be. If the investor purchases the Warrants from a distributor, the purchase price to be paid by the investor may include sales commissions that have to be disclosed by the distributor.

ANNEXE - RÉSUMÉ EN FRANÇAIS

Section A - Introduction et mises en garde

A.1 Le présent Résumé présente les caractéristiques et les risques principaux de Citigroup Global Markets Deutschland AG (« l'**Émetteur** ») et les Warrants émis au titre de Prospectus Tripartite de Base. Le Résumé a pour finalité de servir d'introduction au Prospectus Tripartite de Base, qui comporte ce Résumé, le Formulaire d'Enregistrement de Citigroup Global Markets Deutschland AG daté du 3 mai 2013 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG daté du 13 mai 2013. Les investisseurs devraient donc veiller à ne prendre aucune décision d'investir dans les Warrants avant d'avoir pris connaissance du Prospectus dans sa totalité, y compris de tous les suppléments et des Conditions Définitives. Dans le cas où un recours relatif aux informations contenues dans un prospectus

de base, dans tous les suppléments ou dans les Conditions Définitives respectives serait intenté auprès d'un tribunal, l'investisseur agissant en tant que plaignant pourrait, en vertu des lois de différents États membres de l'Espace économique européen, être contraint de prendre en charge le coût de la traduction du prospectus de base, de tous les suppléments et des Conditions Définitives, dans la langue de travail du tribunal avant le commencement de la procédure judiciaire. L'Émetteur peut être jugé responsable du contenu de ce Résumé, y compris de toute traduction en étant faite, mais seulement dans le cas où le Résumé serait trompeur, inexact ou contradictoire par rapport aux autres parties du Prospectus, ou, dans le cas où il est lu en même temps que les autres parties du Prospectus Tripartite de Base, s'il ne donne pas toutes les informations clés nécessaires.

— Consentement En ce qui concerne les Offres non-dispensées, en vertu de l'Article 3 (2) de la Directive

A.2 – Consentement à l'utilisation du prospectus.

En ce qui concerne les Offres non-dispensées, en vertu de l'Article 3 (2) de la Directive Prospectus, l'Émetteur consent à l'utilisation du Prospectus par tous les intermédiaires financiers (consentement général) pour les offres faites en France (le ou les « État(s) concerné(s) par l'Offre »). Le consentement général à la revente ultérieure et au placement final des valeurs mobilières par le ou les intermédiaires financiers est donné en ce qui concerne France.

La revente ultérieure et le placement final des valeurs mobilières par les intermédiaires financiers peuvent être effectués pendant la période de validité du Prospectus Tripartite de Base en vertu du §9 de la Loi allemande sur les prospectus de valeurs mobilières (*Wertpapierprospektgesetz*, « WpPG »).

Dans le cas d'une offre faite par un intermédiaire financier, les modalités et conditions de l'offre doivent être précisées aux investisseurs au moment où l'offre est faite par l'intermédiaire financier.

Section B – Émetteur et garants

B.1	Indiquer	1:	a	raison
	sociale	et	le	nom
	commerc	ial		de
	l'émetteu	ır.		

La raison sociale et le nom commercial de l'Émetteur est Citigroup Global Markets Deutschland AG.

B.2 Indiquer le siège social et la forme juridique de l'émetteur, la législation régissant ses activités ainsi que son pays d'origine.

Siège social

Francfort-sur-le-Main; l'adresse de Citigroup Global Markets Deutschland AG est Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, République fédérale d'Allemagne (téléphone +49 (0)69-1366-0).

Forme juridique et législation régissant les activités

L'Émetteur est une société anonyme (*Aktiengesellschaft*, « AG ») au sens de la législation allemande.

Pays d'origine

L'Émetteur est immatriculé au Registre de commerce du Tribunal local de Francfort-sur-le-Main sous le numéro HRB 88301.

B.4b Décrire toute tendance connue ayant des répercussions sur l'émetteur et ses secteurs d'activité.

La Banque prévoit une légère accélération de la croissance économique mondiale en 2013, de 2,5% à 2,6 %. En 2014, la croissance devrait atteindre 3,2 %. Le ralentissement de la croissance économique mondiale observée est principalement imputable à la détérioration de la croissance des pays industrialisés. La Banque prévoit une croissance modérée de 1 pour cent pour les pays industrialisés en 2013 et une légère progression à 1,6 % en 2014.

De façon générale, la Banque s'attend à un maintien d'écarts significatifs entre les

		différentes régions dans le monde.
		La Banque s'attend à une légère récession dans l'Eurozone (les prévisions de croissance de la Banque sont de -0,6 % et -0,4 % pour 2013 et 2014). Ceci est attribué à la poursuite de la crise de la dette souveraine et au niveau élevé de l'endettement du secteur privé dans les pays européens périphériques. La BCE devrait continuer à intervenir pour stabiliser les marchés et faire baisser les taux d'intérêt au cours du deuxième trimestre 2013 en fonction de la poursuite de la croissance économique de l'Eurozone, qui pourrait être suivie par une réduction finale de taux d'intérêt prévue pour le deuxième semestre. La Banque estime probable que le Sud de l'Europe et l'Irlande n'aboutiront que progressivement à des solutions communes durables en matière fiscale. Si les pays fondateurs ne sont plus déterminés à renforcer leur soutien aux États périphériques à l'avenir, ceci pourrait aboutir à un ensemble de restructurations de dette (avec probablement des échéances à plus long terme et des réductions de taux d'intérêt), mais probablement pas avant 2015.
		Dans la Division warrants et certificats, la concurrence devrait rester intense entre les principaux émetteurs. D'autres modifications de la réglementation devraient intervenir, qui devront être prises en compte en temps opportun pour l'activité.
		Compte tenu des prévisions faites par les différentes divisions et d'une approche restrictive de la gestion des coûts, la Banque s'attend à un maintien global des bénéfices au cours des exercices 2013 et 2014.
B.5	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur.	L'Émetteur est membre du sous-groupe allemand de Citigroup. En tant que société anonyme, il est géré par un conseil d'administration. L'Émetteur est entièrement détenu par une société holding allemande, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, une société en commandite domiciliée à Francfort-sur-le-Main.
		Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est également un associé passif de l'Émetteur, dans la mesure où il détient une participation passive (« Stille Einlage ») d'un montant total de 122 710 051,49 EUR au 30 novembre 2012. L'associé responsable de la société Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est la société Citigroup Global Markets Finance LLC (États-Unis). Le commanditaire unique est Citi Overseas Investment Bahamas Inc.
		Toutes les actions de Citigroup Global Markets Finance LLC sont détenues par Citi Overseas Investment Bahamas Inc., dont le seul actionnaire est Citibank Overseas Investment Corporation (États-Unis). Cette société est elle-même détenue à 100 % par Citibank, N.A. (États-Unis). Citibank, N.A. (États-Unis) est détenue à 100 % par Citicorp (États-Unis), qui est elle-même détenue à 100 % par Citigroup, Inc (États-Unis).
B.9	Lorsqu'une prévision ou une estimation du bénéfice est réalisée, en indiquer le montant.	Sans objet ; l'Émetteur a décidé de ne publier aucune prévision de bénéfice ou estimation de bénéfice dans le Prospectus de Base.
B.10	Décrire la nature des éventuelles réserves sur les informations	Les états financiers annuels de l'Émetteur pour les exercices du 1 ^{er} décembre 2011 au 30 novembre 2012 et du 1 ^{er} décembre 2010 au 30 novembre 2011 ont été audités par l'auditeur statutaire de l'Émetteur et ont obtenu une mention sans

	financières historiques contenues dans le rapport d'audit.	réserve de la part de l'audit	eur.		
B.12	informations financières historiques clés sélectionnées pour l'émetteur, pour chaque exercice de la période couverte par ces informations financières	Informations financières Deutschland AG Le tableau ci-dessous p financières significatives fo l'exercice budgétaire antér compte du développement AG:	résente une com purnies dans les é ieur (exercice 20 de l'activité de Ci	nparaison de cer tats financiers aud 11) et l'exercice tigroup Global M	rtaines statistiques dités de 2012 entre 2012 et rend donc
	historiques et pour toute période intermédiaire ultérieure, accompagnées de		30.11.2012 en millions d'euros	Exercice précédent (30.11.2011) en millions d'euros	
	données comparatives	Total du bilan	9.543	8.690	
	couvrant la même période de l'exercice	Volume d'activité	11.162	10.163	
	précédent; la	Fonds propres	590	588	
	présentation des bilans	Volume des prêts	5.365	5.196	
	de clôture suffit toutefois à remplir l'exigence	Nombre d'employés	348	361	
	d'informations bilancielles comparables. Une déclaration		01.12.2011 	Exercice précédent (01.12.2010 – 30.11.2011) en millions d'euros	
	attestant qu'aucune détérioration	Revenus d'intérêt de l'exploitation	11	29	
	significative n'a eue de répercussions sur les	Commissions de courtage	111	96	
	perspectives de l'émetteur depuis la	Commissions d'opérations sur valeurs mobilières	18	17	
	date de ses derniers états financiers vérifiés	Revenu net des opérations financières de négoce	25	60	
	et publiés, ou une description de toute détérioration	Frais généraux et administratifs	161	137	
	significative. Une description des	À la date du bilan, les fond suivants :	ls propres inscrit	s au bilan compre	ennent les éléments
	changements significatifs de la situation financière ou commerciale de l'émetteur survenus après la période couverte par les informations financières		30.11.2012 en millions d'euros (audité)	Exercice précédent (30.11.2011) en millions d'euros (audité)	

historiques.

Capital social	210,6	210,6
Participation de l'associé passif	122,7	122,7
Réserves de capital	195,8	193,8
Réserve légale	33,0	33,0
Autres bénéfices mis en réserve	27,9	27,9

De plus, dans le cadre de l'intégration de nouvelles règles au titre de BilMoG en vertu du §340g du Code allemand du commerce (HGB), un nouveau poste séparé a été créé (« Fonds pour les risques bancaires généraux ») pour un montant de 9,4 millions d'euros (6,6 millions d'euros l'année précédente).

Le capital réglementaire imputé sous BIZ se compose d'un capital de base et de capital supplémentaire (passifs subordonnés) après approbation, comme suit :

	30.11.2012 en millions d'euros	Exercice précédent (30.11.2011) en millions d'euros
Fonds propres au bilan	590,0	588,0
Moins immobilisations	0	-1,2
Capital de base	599,3	594,3
Capitaux supplémentaires	0,0	0,0
Fonds propres	599,3	594,3
Ratios de capitaux		
Fonds propres Tier one en %	33,6	29,3
Ratio de capitaux totaux en %	33,6	29,3

En dépit de la crise de dette dans l'Eurozone et de la volatilité concomitante sur les marchés financiers internationaux, Citigroup Global Markets Deutschland AG a de nouveau réussi à dégager un bénéfice au cours de l'exercice clôturé récemment.

Informations financières semestrielles clés de Citigroup Global Markets Deutschland AG

Le tableau ci-dessous présente une comparaison de certaines statistiques financières significatives pour le premier semestre de l'exercice financier fournies dans les états financiers non-audités de 2013 entre l'exercice budgétaire antérieur et/ou les chiffres des années précédentes et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG:

	31.05.2013 en million d'Euro	30.11.2012 en million d' Euro
Total du bilan	11.147	9.543
Volume d'activité	12.628	11.162
Fonds propres	590	590

Portefeuille des prêts	5.179	5.365	
Nombre d'employés à la date du bilan	263	334	

	01.12.2012 - 31.05.2013 en million d'Euro	01.12.2011 - 31.05.2012 en million d'Euro
Revenus d'intérêt de l'exploitation	3	7
Commissions de courtage	20	33
Commissions d'opérations sur valeurs mobilières	8	9
Revenu net des opérations financières de négoce	29	16
Frais généraux et administratifs	72	70

Etats en ce qui concerne l'information tendancielle et la situation financière et commerciale.

L'Emetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2012, aucune détérioration significative n'a affecté les perspectives de l'Emetteur.

En outre, l'Emetteur déclare que depuis la date des états financiers provisoires au 31 mai 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale de l'Emetteur.

B.13 Décrire tout événement récent propre à l'émetteur et présentant un intérêt significatif pour l'évaluation de sa solvabilité.

Aucun événement présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur n'est identifié à ce moment. Cependant, Citigroup Global Markets Deutschland AG est actuellement sujet à un audit extraordinaire sur les retenues à la source fiscales par l'autorité fiscale Francfort-Hoeschst pour les années 2007-2008. Dans ce contexte l'autorité fiscale a explicité ses vues quant au fait que Citigroup Global Markets Deutschland AG aurait dû déduire et payer la retenue à la source des dividendes reçus en relation avec transactions communément appelées cum-ex transactions. S'appuyant sur ces observations l'autorité fiscale est actuellement de l'avis que Citigroup Global Markets Deutschland AG est responsable de la non déduction de la retenue à la source d'un montant supérieur à 706 Millions d'Euro pour les années 2007 et 2008. Dans le cas où l'autorité fiscale a raison, la responsabilité fiscale pour les années 2009 à 2011 pourrait se poser ce qui est impossible d'estimer pour le moment.

The principal point de départ de l'action en responsabilité des autorités fiscales est de savoir si Citigroup Global Markets Deutschland AG est qualifié de banque allemande exécutant un transaction (die den Verkaufsauftrag ausführende Stelle) durant ces années. De plus, la méthode appliquée pour identifier le montant des dommages et intérêts est débattue comme celle de savoir si Citigroup Global Markets Deutschland AG peut être tenu responsable comme débiteur principal.

De plus, il devrait être noté que . Citigroup envisage actuellement des mesures

		visant à optimiser sa structure d'organisation.
B.14	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur. Si l'émetteur est dépendant d'autres entités du groupe, ce fait doit être clairement stipulé.	Citigroup Global Markets Finance Corporation à titre de société holding allemande possède 100 % des actions de l'Émetteur. En vertu du § 17 (2) de la Loi allemande sur les sociétés par actions (<i>Aktiengesetz</i> , « AktG »), il est considéré qu'une société dont la majorité des actions est détenue par une autre société est dépendante de cette autre société.
B.15	Fournir une description des principales activités de l'émetteur.	L'Émetteur est une banque d'affaire et d'investissement qui propose des solutions financières complètes dans les secteurs des opérations bancaires de l'investissement, des titres à revenu fixe, des opérations de change, des valeurs mobilières et des dérivés ainsi que des services de transactions internationales aux entreprises, aux pouvoirs publics et aux investisseurs institutionnels; c'est en outre un émetteur majeur de warrants et de certificats dont les investisseurs finaux sont principalement des clients particuliers. Depuis la fin de l'année 2012, l'activité de l'Émetteur intègre également Citi Private Bank – Family Office Coverage Germany et Covered Bond Research.
B.16	Dans la mesure où ces informations sont connues de l'émetteur, indiquer si celui-ci est détenu ou contrôlé, directement ou indirectement, et par qui; décrire la nature de ce contrôle.	En plus de l'intégration de l'Émetteur dans le groupe de sociétés Citigroup Inc. mentionné ci-dessus, l'Émetteur est également partie liée à sa maison mère directe par un accord de transfert de pouvoir et de pertes et profits. En vertu de cet accord, l'Émetteur a conféré la gestion de ses affaires à sa maison mère directe. De ce fait, la société holding dont dépend directement l'Émetteur, a le droit de lui donner des instructions. L'accord impose également à l'Émetteur de transférer la totalité de son bénéfice à sa maison mère directe. En contrepartie, la maison mère directe est tenue de compenser toute perte annuelle éventuelle de l'Émetteur durant la période de validité de l'accord, comme prévu en détail par les § 302 (1) et (3) d'AktG.

Section C – Valeurs mobilières

C.1 Décrire la nature et la catégorie des valeurs mobilières offertes et/ou admises à la négociation et donner tout numéro d'identification des valeurs mobilières.

Type/forme des Warrants

Les warrants sont des instruments dérivés qui peuvent comporter un droit d'option et qui peuvent donc présenter beaucoup de points communs avec les options. L'une des principales caractéristiques des Warrants est l'effet de levier : une évolution du cours du sous-jacent peut entraîner une variation disproportionnée du cours du Warrant. L'effet de levier du Warrant joue dans les deux sens – non seulement à l'avantage de l'investisseur en cas de bonnes performances des facteurs déterminant la valeur, mais également en sa défaveur en cas de performances défavorables. Le paiement du au titre d'un Warrant lors de son exercice ou de sa liquidation prématurée dépend de la valeur du sous-jacent à ce moment.

Les Warrants seront émis sous une forme dématerialisée au porteur et seront enregistrés dans les livres du dépôt central des valeurs mobilières qui créditera les comptes des titulaires de compte. Aucun document physique attestant de la

C.2	Indiquer dans quelle monnaie l'émission a eu lieu.	possession (notamment des <i>certificats représentatifs</i> conformément à l'Article R.211-7 du Code monétaire et financier français) ne sera émis concernant les Warrants. Numéro d'identification des titres ISIN: DE000CF6Z568 Numéro d'identification local : 5052C Euro
C.5	Décrire toute restriction imposée à la libre négociabilité des valeurs mobilières.	Chaque Warrant est transmissible selon les lois s'appliquant à chaque cas et, le cas échéant, les réglementations et les procédures respectives applicables du dépositaire central de titres dans les livres duquel le transfert est enregistré.
C.8	Décrire les droits attachés aux valeurs mobilières y compris leur rang, y compris toute restriction qui leur est applicable.	Los Warrants sont régis par la loi allemande. La constitution des Warrants peut être régie par les lois de la juridiction du dépositaire central de titres. Droits attachés aux Warrants Chaque Warrant confère à son détenteur le droit au montant en espèces détaillé à la section C.15. Statut des Warrants Les Warrants créent des obligations non garanties et non subordonnées de l'Émetteur qui se classent pari passu les unes par rapport aux autres et par rapport à toutes autres obligations actuelles et futures non garanties et non subordonnées de l'Émetteur, à l'exception des obligations qui ont priorité en raison de dispositions statutaires obligatoires. Limitations de droits L'Emetteur a le droit de résilier les Warrants et de modifier par voie d'avenant les termes et conditions en application des dispositions prévues aux termes et conditions des Warrants.
C.11	Indiquer si les valeurs mobilières offertes font ou feront l'objet d'une demande d'admission à la négociation, en vue de leur distribution sur un marché réglementé ou sur des marchés équivalents — les	Les Warrants ont été admis sur le marché réglementé à la bourse de valeurs de Eurolist, Euronext Paris S.A., qui est un marché réglementé au sens de la Directive 2004/39/CE.

	marchés en question	
	devant alors être	
	nommés.	
C.15	Décrire comment la	Description des Warrants Turbo Bear à barrière désactivante (désactivation)
	valeur de l'investissement est influencée par celle du ou des	Les Warrants Turbo Bear à barrière désactivante permettent aux investisseurs de participer avec un effet de levier à la performance négative de la valeur sousjacente.
	instrument(s) sous- jacent(s), sauf lorsque les valeurs mobilières ont une valeur nominale d'au moins 100 000 EUR.	En contrepartie, cependant, ils participent également sur une base à effet multiplicateur à toute performance positive de la valeur sous-jacente en prenant en plus le risque que le Warrant Turbo Bear à barrière désactivante perde sa valeur ou quasiment sa valeur immédiatement (événement knock-out) si le prix d'observation de la valeur sous-jacente atteint ou dépasse la barrière désactivante à tout moment pendant la période d'observation au cours des heures d'observation.
		À la date d'échéance, le montant reçu par les investisseurs est égal au déficit, multiplié par le coefficient multiplicateur, entre le prix de référence de la valeur sous-jacente à la date d'évaluation et le prix d'exercice correspondant, converti dans la devise de règlement.
		Si le prix d'observation de la valeur sous-jacente atteint ou dépasse la barrière désactivante à tout moment pendant la période d'observation au cours des heures d'observation (moment de désactivation), le Warrant Turbo Bear à barrière désactivante expire, soit sans valeur, soit, si les Conditions Définitives le prévoient, presque sans valeur à un faible montant.
C.16	Indiquer la date d'expiration ou	Date d'échéance: 26.06.2014
	d'échéance des	Date d'exercice: Date d'évaluation
	instruments dérivés ainsi que la date d'exercice ou la date finale de référence.	Date d'évaluation: 19.06.2014
C.17	Décrire la procédure de règlement des instruments dérivés.	Dans le cas de Warrants à exercice automatique, cà-d. d'une modalité d'exercice européenne, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au crédit des détenteurs du warrant enregistrés auprès du dépositaire central à la clôture du jour ouvrable bancaire précédent au siège social du dépositaire central de titres.
		Le dépositaire central de titres s'est engagé auprès de l'Émetteur à faire un transfert ultérieur correspondant.
C.18	Indiquer les modalités relatives au produit des instruments dérivés.	Dans le cas de Warrants à modalité d'exercice européenne, le droit d'option ne peut être exercé par le détenteur du warrant qu'à la date d'évaluation pour le warrant concerné. Si le montant en numéraire aboutit à une valeur positive, le droit d'option attaché au warrant concerné est considéré exercé à la date d'évaluation sans autres conditions préalables et sans soumission d'une notification explicite d'exercice (« Exercice Automatique »).

	Г	
C.19	Indiquer le prix d'exercice ou le prix de référence final du sous-jacent.	Prix de référence à la date d'évaluation : Cours de clôture
C.20	Décrire le type de sous-jacent utilisé et indiquer où trouver les informations à son sujet.	Type: action ou titre représentant des actions WKN (Numéro d'identification des valeurs mobilières allemandes): A0F5DE ISIN: US0567521085 Société: BAIDU.COM, Inc. Bourse de valeurs mobilières concernée: NASDAQ Page de Reuters: BIDU.O
		Site Web: www.baidu.com
Section	n D – Risques	
D.2	Fournir les informations clés	Risque d'arrêt ou de restriction de la fixation du prix par l'Emetteur
concernant les principaux risques propres à l'émetteur.	Si l'Émetteur devait limiter ou abandonner complètement son intention de fixer les prix de l'offre et de la demande, le danger existerait, au cas où les prix des Warrants ne seraient pas fixés par aucune autre partie, que les investisseurs doivent attendre l'échéance finale des Warrants ou, lorsque l'exercice est possible, qu'ils doivent exercer leur droit d'option.	
		Risque de liquidité en dépit d'un accord de transfert de pouvoir et de pertes et profits
		L'Émetteur ne serait également pas en mesure d'honorer les obligations liées aux titres en dépit d'un accord de transfert de pouvoir et de pertes et profits si, dans le cas où l'Émetteur générait une perte nette, bien que la maison mère directe soit en principe tenue de prendre cette perte à son compte, il était incapable ou non disposé à se conformer à cet engagement contractuel en raison de ses propres difficultés de trésorerie ou de surendettement.
		Courtage de transactions pour d'autres sociétés du Groupe et répartition du travail au sein de Citigroup
		L'essentiel du revenu de commission de l'Émetteur se compose du revenu des prix de cession des transactions de courtage avec les sociétés apparentées. Les coûts pour l'Émetteur résultant de l'échange de services avec différentes sociétés du Groupe sont remboursés sur la base des accords existants en utilisant les prix de cession. À cette fin, le revenu et les dépenses, en particulier le revenu de commission pour les transactions réalisées avec l'assistance de la banque à titre de conseiller dans le cadre de ses activités commerciales, sont déterminés et alloués aux différents secteurs fournissant les services. Les transactions se rapportent à la négociation sur les titres, les émissions d'obligations et la gestion financière d'entreprise ainsi qu'à la vente de produits structurés, dérivés de titres de sociétés et les produits de gestion de devises, et aux opérations bancaires internationales. Ce processus est coordonné étroitement dans l'ensemble des secteurs avec Citigroup Global Markets Limited, Londres, en particulier, et également avec

Citibank, N.A., Londres.

Si une décision était prise au sein de Citigroup pour réaffecter les activités concernées à d'autres sociétés du Groupe, l'Émetteur pourrait perdre une importante source de revenu.

Les risques de l'activité de prêt

Le portefeuille de prêt de l'Émetteur consiste principalement en prêts accordés à des clients internationaux dans les secteurs de l'industrie et des services financiers ayant des notations de crédit de qualité. Les défauts de remboursement de prêt ont été évités ces dernières années grâce à cette politique commerciale. Le portefeuille de prêts consiste principalement en un nombre raisonnable d'unités empruntrices, comme le prescrit la loi allemande sur les opérations bancaires. Si des emprunteurs individuels importants du portefeuille de l'Émetteur n'étaient pas en mesure d'honorer leurs obligations, une forte hausse des provisions pour pertes sur prêt serait envisageable en principe et des défauts de remboursement sur prêts pourraient se produire.

Risque de taux d'intérêt

Le département des risques et trésorerie évalue et maîtrise le risque sur taux d'intérêt de l'Émetteur. L'exposition de l'Émetteur à des fluctuations des taux d'intérêt peut être un risque à moyen ou à long terme pour la détention de titres liquides si ceux-ci n'étaient pas à l'origine couverts par des transactions de couverture telles que des accords de swap de taux d'intérêt. Il en va de même pour les emprunts à moyen et long terme accordés par l'Émetteur. Un risque significatif de fluctuation des taux d'intérêt pourrait survenir lorsque les taux d'intérêt ne font pas l'objet d'un suivi attentif et en temps opportun, ce qui peut générer le danger concomitant qu'une mesure pour couvrir une telle exposition au risque de taux d'intérêt ne soit pas prise suffisamment tôt.

Risque opérationnel

L'Émetteur a transféré un certain nombre de domaines qui sont importants pour une gestion et un contrôle appropriés de ses activités économiques et les risques qui s'y rapportent à d'autres sociétés au sein et à l'extérieur de Citigroup. Au cas où les sociétés auxquelles ces domaines ont été transférés ne s'acquitteraient pas de leurs obligations contractuelles ou ne le feraient pas en temps opportun, la capacité de l'Émetteur à assumer ses propres obligations découlant des titres qu'il a émis aux dates prévues pourrait également être compromise.

Risque fiscal

Les décisions fiscales prises concernant l'Émetteur sont régulièrement soumises à un examen ultérieur sous forme d'audit fiscal externe ou d'arbitrage des affaires individuelles par les tribunaux compétents. Cette pratique est courante et signifie qu'un rappel d'impôts peut être décidé par l'administration fiscale des années après l'évaluation initiale en raison d'un contrôle fiscal ou d'une décision à portée générale rendue par un tribunal fiscal.

Risques généraux liés à l'activité

Risque de règlement

Le risque qu'une transaction soit traitée de manière incorrecte, ou qu'une

transaction soit exécutée différemment des intentions et des attentes de la direction de l'Emetteur.

• Risque en matière d'information

Le risque que l'information, qui a été produite, reçue, transmise ou conservée au sein ou à l'extérieur du siège social de l'Émetteur ne soit plus accessible. En outre, de telles informations peuvent être de qualité médiocre ou avoir été mal exploitées ou encore avoir été obtenues sans autorisation. Le risque en matière d'information inclut également les risques provenant des systèmes en tant que tels et utilisés pour le traitement de l'information.

Risque de réputation

Il représente le risque pour l'Emetteur que la relation avec ses clients se détériore si le niveau de qualité de ses services est insuffisant ou le risque que les transactions soient traitées de manière incorrecte. Ce risque inclut également le risque de développer des relations d'affaires avec des contreparties dont les pratiques ne sont pas conformes aux normes ou à l'éthique de l'Émetteur.

• Risque lié au personnel

L'Émetteur fait appel à des professionnels et des cadres dirigeants qualifiés. Le risque lié au personnel inclut le risque d'une rotation importante du personnel et le risque que l'Émetteur ne soit pas en mesure de retenir un personnel qualifié en nombre suffisant, mais également le risque que les employés de l'Émetteur enfreignent en connaissance de cause ou par négligence les règles fixées ou les standards éthiques de pratique établis par la société.

• Risques juridiques et réglementaires

L'Émetteur considère les risques juridiques comme tout risque résultant des contrats engageant sa responsabilité et de la loi applicable. Les risques réglementaires résultent de l'environnement juridique dans lequel l'Émetteur réalise ses opérations.

• Risques de fraude

Risques internes et externes de fraude tels que la corruption, le délit d'initié et le vol de données.

D.6 Fournir les informations clés concernant les principaux risques propres aux valeurs mobilières. Inclure un avertissement informant l'investisseur au'il pourrait perdre tout ou partie, selon le

cas, de la valeur de

Facteurs généraux de risque des Warrants

Risque de perte totale

Les Warrants constituent des instruments d'investissement particulièrement risqués. Ils impliquent un niveau de risque particulièrement élevé de perdre le capital investi, y compris une perte totale, plus les coûts de transaction encourus et tous les coûts d'emprunt.

Risque de défaillance de l'Émetteur des Warrants

Au cas où l'Émetteur deviendrait insolvable, les investisseurs pourraient subir une perte pouvant aller jusqu'à une perte totale. En tant que titres au porteur, les

investissement son et/ou, si le risque encouru par l'investisseur ne se limite pas à la valeur son investissement, une mention de ce fait, assortie d'une description des cas où ce surcroît de risque se matérialise ainsi que des effets financiers probables de cette matérialisation.

Warrants n'entrent pas dans le champ des dispositions prévues pour la protection des dépôts.

Risque résultant de fluctuations de prix des Warrants supérieures à la moyenne (effet de levier)

L'une des principales caractéristiques des Warrants est l'effet de levier : une évolution du cours de la valeur sous-jacente peut entraîner une variation disproportionnée du cours du Warrant. En même temps, les Warrants génèrent également des risques de perte supérieurs à la moyenne.

Risque d'absence ou de non-fonctionnement d'un marché secondaire de Warrants ou de manque de disponibilité du système de transactions électroniques de l'Émetteur

Les investisseurs ne devraient pas présumer qu'ils seront en mesure de vendre un Warrant à un moment particulier ou à un prix particulier pendant sa période de validité. Les investisseurs devraient plutôt partir de l'hypothèse que le prix en bourse ne peut se situer que dans les limites de la fourchette de prix acheteur et vendeur indiquée par l'Émetteur, si elle est disponible, et que leurs ordres d'achat ou de vente en bourse seront exécutés avec l'Émetteur en qualité de contrepartie directe ou indirecte.

Risque lié à la cessation du négoce sur le marché secondaire immédiatement avant une échéance finale

L'Emetteur et/ou le marché cessent de négocier les Warrants juste avant leur date d'évaluation. Cependant, le prix de référence de la valeur sous-jacente à la date d'évaluation et/ou le taux de change applicable, lesquels sont importants dans la détermination du montant des Warrants, peuvent varier entre le dernier jour de cotation et la date d'échéance, dans un sens défavorable à l'investisseur. Il existe un risque particulier que le prix de la valeur sous-jacente atteigne, chute audessous ou dépasse une barrière pour la première fois juste avant que le prix de référence à la date d'évaluation soit déterminé et après la clôture de la cotation sur le marché secondaire.

Risque sur la devise relatif à la valeur intrinsèque des Warrants

La performance de l'investissement est soumise à un risque sur la devise si la valeur sous-jacente sur laquelle les Warrants sont basés est libellée dans une devise autre que la devise dans laquelle le montant en numéraire est versé (devise de règlement).

Risques d'événements perturbant le fonctionnement du marché

En cas de survenue d'événements perturbant le fonctionnement du marché pour la valeur sous-jacente, l'Émetteur a le droit de repousser la date d'évaluation du prix de référence de l'exercice. Ceci peut entraîner un risque supplémentaire pour les investisseurs si la valeur sous-jacente réalise une performance négative pendant la durée du report ou, le cas échéant, si le taux de change utilisé pour convertir la valeur intrinsèque en devise de règlement fluctue dans un sens défavorable à l'investisseur.

Facteurs de risque spécifiques au produit

Risque relatif à la perte de la valeur temps des Warrants en fonction de la

durée résiduelle

Le prix des Warrants est calculé sur la base de deux composants du prix (la valeur intrinsèque et la valeur temps) La valeur intrinsèque des Warrants pendant leur période de validité est égale à la différence (si elle est positive), multipliée par le coefficient multiplicateur, entre le prix d'exercice et la valeur sous-jacente (warrants Put). Le montant de la valeur temps, d'autre part, est essentiellement déterminée en fonction de la durée résiduelle du Warrant et de la fréquence et de l'intensité des fluctuations du prix de la valeur sous-jacente attendues par l'Émetteur pendant la durée résiduelle du Warrant (volatilité implicite).

Risques relatifs à d'autres facteurs affectant la valeur comme les taux d'intérêt du marché monétaire, les dividendes attendus et les coûts de refinancement de l'Émetteur

Les autres facteurs affectant le prix des Warrants comprennent, notamment, les taux d'intérêt sur le marché monétaire pour la durée résiduelle, le revenu attendu des transactions de couverture de l'Émetteur concernant la valeur sous-jacente et le niveau des coûts de refinancement de l'Émetteur pour réaliser ces transactions de couverture.

Même si le prix de la valeur sous-jacente s'élève, dans le cas d'une option call, ou chute, dans le cas d'une option put, la valeur du Warrant peut diminuer en raison des autres facteurs affectant la valeur. Compte tenu de la durée de validité limitée du Warrant, aucune garantie ne peut être donnée quant à une remontée du prix du Warrant dans les délais. Plus la durée résiduelle est courte, plus le risque est grand.

Risque relatif aux transactions de couverture sur la valeur sous-jacente dans le cas de Warrants à barrière désactivante

Dans le cas de Warrants à barrière désactivante, on ne peut exclure l'éventualité que les activités de l'Émetteur pour la prise ou le débouclement de positions de couverture puissent intensifier les fluctuations de prix de la valeur sous-jacente des Warrants au point qu'un événement désactivant soit déclenché et qu'en conséquence les droits d'option expirent prématurément sans valeur.

Risque de survenue d'un événement désactivant en dehors des heures de négociation sur le marché secondaire

Les investisseurs sont en principe exposés au risque qu'un événement désactivant puisse également se produire en dehors des heures où les Warrants sont habituellement négociés. Ce risque est particulièrement significatif dans les circonstances où les heures de négociation pour les Warrants diffèrent des heures de négociation normales des valeurs sous-jacentes.

Risque de perte totale avant l'échéance en raison de la survenue d'un événement désactivant

La période de validité des Warrants Turbo Bear expire prématurément au moment de la désactivation et les droits d'option Turbo expirent sans valeur, au cas où le prix de la valeur sous-jacente défini dans les termes et conditions est égal à ou supérieur à (Bear) la barrière désactivante du Warrant Turbo au cours d'une période d'observation définie dans les termes et conditions. Si un événement désactivant se produit, les investisseurs subiront une perte totale de leur

capital investi.

Risque sur le prix relatif à un accroissement de la volatilité implicite

Dans le cas des Warrants Turbo, le prix des Warrants pendant leur période de validité est influencé par d'autres facteurs affectant la valeur en plus du prix de la valeur sous-jacente, notamment la volatilité implicite de la valeur sous-jacente. Du point de vue de l'investisseur, une augmentation de la volatilité implicite de la valeur sous-jacente représente un risque sur le prix si le prix de la valeur sous-jacente est proche de la barrière désactivante.

Risque de perte totale en raison de bonds du prix de la valeur sous-jacente (risque de gap)

Le risque d'un bond du prix de la valeur sous-jacente, par exemple entre l'heure de clôture des négociations la veille et l'heure d'ouverture des cours le lendemain, qui pourrait déclencher un événement désactivant, est dénommé risque de gap.

Section E – Offre

E.2b Indiquer les raisons de l'offre et l'utilisation prévue du produit de celle-ci, lorsqu'il s'agit de raisons autres que la réalisation d'un bénéfice et/ou la couverture de certains risques.

Sans objet; les raisons de l'offre sont de réaliser des profits et/ou de prendre une couverture par rapport à certains risques et le produit net de l'émission de Warrants présentés dans le Prospectus de Base seront utilisés par l'Émetteur à des fins générales.

E.3 Décrire les modalités et les conditions de l'offre.

Méthode de présentation de l'offre, offreur et date d'émission des Warrants

Les Warrants sont offerts de gré à gré en continu.

L'offre des Warrants commence en France le 22.01.2014.

Les offreur des Warrants est: l'Émetteur

La date d'émission est: 22.01.2014

Restriction imposée à la libre négociabilité des valeurs mobilières

Les Warrants peuvent être offerts ou vendus seulement si l'ensemble des lois et règlementations relatives aux valeurs mobilières en vigueur dans la juridiction dans laquelle un achat, une offre, une vente ou une livraison de Warrants est effectué ou dans laquelle le présent document est diffusé ou conservé pour inspection ont été respectées, et si tous les consentements ou autorisations nécessaires pour l'achat, l'offre, la vente ou la livraison des Warrants conformément aux normes légales en vigueur dans cette juridiction ont été obtenus.

En particulier, les Warrants ne sont pas et ne seront pas enregistrés conformément à la Loi sur les valeurs mobilières des États-Unis (*United States Securities Act*) de 1933 telle qu'amendée. Ils ne peuvent être offerts, vendus,

négociés ou livrés au sein des États-Unis directement ou indirectement par ou pour le compte d'un ressortissant des États-Unis (comme défini dans la Réglementation S conformément à la Loi sur les valeurs mobilières des États-Unis de 1933), excepté dans le cas d'exemption des conditions d'enregistrement de la Loi sur les valeurs mobilières. Toute personne recevant le montant de liquidités correspondant aux termes et conditions est considérée comme ayant fait une déclaration indiquant que la personne titulaire des droits découlant des Warrants n'est pas un ressortissant des États-Unis.

Prix d'émission, frais et taxes relatifs à l'achat

Le prix d'émission initial est de EUR 1,62.

Sans objet, l'achat de Warrants ne faisant supporter aucun coût ou taxe à l'Émetteur notamment pour les acheteurs ou les souscripteurs.

E.4 Décrire tout intérêt, y compris les intérêts conflictuels, pouvant influer sensiblement sur l'émission/l'offre.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui agissent généralement en qualité d'agent de calcul des Warrants. Cette activité peut entraîner des conflits d'intérêt dans la mesure où les responsabilités de l'agent de calcul comprennent certaines déterminations et décisions qui pourraient avoir un effet négatif sur le prix des Warrants ou le montant des liquidités.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent s'engager dans des transactions de négoce sur la valeur sous-jacente, sur d'autres instruments qui s'y rapportent, ou sur des dérivés, des options boursières ou des contrats à terme en bourse, ou peuvent émettre d'autres valeurs et dérivés fondés sur la valeur sous-jacente. Les sociétés peuvent également intervenir dans l'acquisition de nouvelles parts ou d'autres titres de la valeur sous-jacente ou, dans le cas d'indices de valeurs, de sociétés individuelles incluses dans l'indice, ou agir en qualité de conseillers financiers pour les entités auxquelles il est fait référence ou collaborer avec elle dans le secteur de la banque d'affaires. Les sociétés sont tenues de s'acquitter de leurs obligations à ce titre, indépendamment des conséquences qui peuvent en résulter pour les détenteurs de warrants et, le cas échéant, devront prendre les mesures qu'elles considèrent nécessaires ou appropriées pour se protéger ou sauvegarder leurs intérêts dans le cadre de ces relations d'affaires. Les activités visées ci-dessus pourraient entraîner des conflits d'intérêt et avoir un effet négatif sur le prix de la valeur sous-jacente ou des titres qui lui sont associés comme les Warrants.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent émettre des titres dérivés supplémentaires fondés sur la valeur sous-jacente, ou sur des éléments constitutifs de la valeur sous-jacente, notamment des titres dont les caractéristiques sont identiques ou similaires à celles des Warrants. L'introduction de tels produits, qui concurrencent les Warrants, peuvent avoir un effet sur le prix de la valeur sous-jacente ou les éléments constitutifs de la valeur sous-jacente et donc aussi sur le prix des Warrants. L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent recevoir des informations de nature non publique se rapportant à la valeur sous-jacente, ou à des éléments constitutifs de la valeur sous-jacente, mais ne sont pas tenus de les communiquer aux détenteurs de warrants. De plus, les sociétés appartenant à Citigroup ou affiliées

		à lui peuvent publier des rapports de recherche se rapportant à la valeur sous- jacente ou aux éléments constitutifs de la valeur sous-jacente. Les activités de ce type peuvent créer certains conflits d'intérêt et affecter le prix des Warrants.
E.7	Donner une estimation des dépenses facturées à l'investisseur par l'émetteur ou l'offreur.	Les dépenses estimées pour les Warrants, y compris le coût d'admission à la négociation sont compris(es) dans le prix d'émission ou au prix de vente, le cas échéant. Si l'investisseur achète des Warrants auprès d'un distributeur, le prix d'achat à payer par l'investisseur pourra comprendre des commissions de vente devant être communiquées au distributeur.

Citigroup Global Markets Deutschland AG

Frankfurt am Main

(Issuer)

Final Terms dated

21 January 2014

to the

Tripartite Base Prospectus dated 13 May 2013 as amended (the "Tripartite Base Prospectus")

TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT

based on the following underlying:

BNP Paribas

ISIN: DE000CF6Z576

The respective Final Terms to the Tripartite Base Prospectus will be made available as a separate document in paper form free of charge at the address of the relevant paying agent and published on the Issuer's website (www.citifirst.com).

The subject matter of the Final Terms is Turbo Warrants with knock-out (Product No. 2) (the "Warrants" or the "Series") based on a share or a security representing shares, issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer").

The Final Terms were prepared in accordance with Article 5 (4) of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (as most recently amended by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010) (the "Prospectus Directive") and must be read in conjunction with the Tripartite Base Prospectus (consisting of the Summary and the Securities Note, each dated 13 May 2013, and the Registration Form of Citigroup Global Markets Deutschland AG dated 3 May 2013, including any supplements). Complete information about the Issuer and the offer of the Warrants can be obtained only from a synopsis of these Final Terms together with the Tripartite Base Prospectus (including all related supplements, if any).

The Final Terms to the Tripartite Base Prospectus take the form of a separate document within the meaning of Article 26 (5) of Commission Regulation (EC) No. 809/2004 of 29 April 2004 as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012 and Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012 (the "**Prospectus Regulation**").

An issue specific summary that has been completed for the Warrants is attached to these Final Terms.

INFORMATION ABOUT THE TERMS AND CONDITIONS – ISSUE SPECIFIC CONDITIONS

With respect to the Series of Warrants, the Issue Specific Conditions applicable to the Turbo Bull or Bear Warrants with Knock-Out, as replicated in the following from the Tripartite Base Prospectus and supplemented by the information in the Annex to the Issue Specific Conditions as set out below, and the General Conditions contain the conditions applicable to the Warrants (referred to together as the "Conditions"). The Issue Specific Conditions should be read in conjunction with the General Conditions.

Part A. Product Specific Conditions

No. 1 Option Right

Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer") hereby grants the holder (each a "Warrant Holder") of Turbo Bull or Bear Warrants with Knock-Out (the "Warrants"), based on the Underlying as specified in detail in each case in Table 1 and Table 2 of the Annex to the Issue Specific Conditions, the right (the "Option Right") to require the Issuer to pay the Cash Amount (No. 2 (1) of the Issue Specific Conditions) or the Termination Amount (No. 2 of the General Conditions) in accordance with these Terms and Conditions.

No. 2 Cash Amount; Definitions

- (1) The "Cash Amount" for each Warrant, subject to the occurrence of a Knock-Out Event (No. 2a of the Issue Specific Conditions) or the early redemption of the Warrants by the Issuer (No. 2 of the General Conditions), shall be the Intrinsic Value of a Warrant, if the latter is already expressed in the Settlement Currency, or the Intrinsic Value of a Warrant converted into the Settlement Currency using the Reference Rate for Currency Conversion.
- (2) The "Intrinsic Value" of a Warrant shall be the difference, expressed in the Reference Currency and multiplied by the Multiplier, by which the Reference Price of the Underlying determined on the Valuation Date is higher than (Bull Warrants) or lower than (Bear Warrants) the respective Strike.
- (3) The following definitions shall apply in these Terms and Conditions:

"Additional Securities Euroclear System, Brussels; Clearstream Banking S.A.,

Depositaries": Luxembourg

"Auxiliary Location": London, United Kingdom

"Banking Day": Every day on which the commercial banks in Paris and

Frankfurt am Main are open for business, including trade

in foreign currencies and the receipt of foreign currency deposits (except for Saturdays and Sundays), the TARGET2-System is open and the Central Securities Depositary settles payments. "TARGET2-System" shall mean the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) payment system or any successor system.

"Central Securities Depositary": Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

France

France

"Clearing Territory of the

Central Securities Depositary":

"Currency Conversion Date": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Exchange Rate Reference

Agent":

not applicable

"Exercise Date": Valuation Date.

"Form of the Warrants": The Warrants will be issued in dematerialized bearer form

(au porteur) and inscribed in the books of the Central Securities Depositary which shall credit the accounts of the Account Holders. No physical document of title (including certificats représentatifs pursuant to Article R.211-7 of the French Monetary and Financial Code (Code monétaire et financier)) will be issued in respect of

the Warrants.

"Issue Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Issuer's Website": www.citifirst.com

"**Knock-Out Barrier**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Knock-Out Cash Amount": zero

"Maturity Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Minimum Exercise Volume": 1 Warrant(s) per ISIN or an integral multiple thereof

"Minimum Trading Volume": 1 Warrant(s) per ISIN or an integral multiple thereof

"Modified Valuation Date + 1": not applicable

"Modified Valuation Date": not applicable

"Multiplier": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Number": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"**Observation Period**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"**Reference Currency**": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"**Reference Price**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Reference Rate for Currency

Conversion":

not applicable

"Settlement Currency": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Strike": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"**Type**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type of Exercise": European

"**Underlying**": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Valuation Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation

Date.

"Valuation Date + 1": not applicable

No. 2a Knock-Out

If the Observation Price of the Underlying (No. 5 (2) of the Issue Specific Conditions) expressed in the Reference Currency is equal to or falls below (Bull Warrants) or is equal to or exceeds (Bear Warrants) the Knock-Out Barrier of the Warrant specified in Table 1 of the Annex to the Issue Specific Conditions (the "**Knock-Out Event**") during the Observation Period (No. 2 (3) of the Issue Specific Conditions) during the Observation Hours (No. 5 (2) of the Issue Specific Conditions) at any time (referred to in the following as the "**Knock-Out Time**"), the term of the Warrants shall end early at the Knock-Out Time. In this event, the Cash Amount for each Warrant shall be equal to the Knock-Out Cash Amount (No. 2 (3) of the Issue Specific Conditions). The Issuer will give notice without delay in accordance with No. 4 of the General Conditions that the price of the Underlying has reached or fallen below (Bull Warrants) or reached or exceeded (Bear Warrants) the Knock-Out Barrier.

No. 3 Exercise of the Option Rights

I. Applicable in the case of Warrants with a European Type of Exercise (as indicated for the respective series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

- (1) The Option Right may be exercised by the Warrant Holder only with effect as of the Valuation Date for the respective Warrant.
 - If the Cash Amount results in a positive value, the Option Right attaching to the respective Warrant shall be deemed to be exercised on the Valuation Date without further preconditions and without the submission of an explicit Exercise Notice (referred to in the following as "Automatic Exercise").
- (2) The Issuer will transfer any positive Cash Amount to the Central Securities Depositary on the Maturity Date for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid.
- (3) The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer. In the event that the onward transfer of the Cash Amount or of the fair market value is not possible within three months after the Maturity Date ("Presentation Period"), the Issuer shall be entitled to deposit the relevant amounts with the Frankfurt am Main Local Court for the Warrant Holders at their risk and expense with a waiver of its right to reclaim those amounts. Upon the deposit of the relevant amounts with the Court, the claims of the Warrant Holders against the Issuer shall expire.
- (4) All taxes or other levies that may be incurred in connection with the payment of the Cash Amount or of the fair market value shall be borne by the Warrant Holders.
- (5) If the Valuation Date falls between the date on which the Issuer determines that there are grounds for making an Adjustment in accordance with No. 6 of the Issue Specific Conditions and the date on which the Issuer has given notice of the Adjustments (referred to in the following as the "Adjustment Period"), the Valuation Date shall be the first Banking Day common to the head office of the Issuer and to the location of the Central Securities Depositary following the date on which the Issuer has given notice of the Adjustments for the Valuation Date. The calculation of the Cash Amount in accordance with No. 2 of the Issue Specific Conditions shall be based on the relevant Reference Price of the Underlying on the Valuation Date together with the Adjustments made by the Issuer.
- (6) The Cash Amount and the fair market value shall be paid in the Settlement Currency without a requirement for the Issuer to give notice of any kind.
- (7) A declaration shall be deemed to have been made automatically that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and,

if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell, resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the respective series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

(1) For the exercise of the Warrants to be effective, the holder of the respective Warrant must comply with the preconditions set out below with respect to the relevant Exercise Agent within the Exercise Period for the respective Warrant. The Exercise Period for the Warrants shall begin in each case on the third Banking Day after the Issue Date and shall end in each case at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the Valuation Date or, if the Reference Price of the Underlying is usually determined before 11.00 a.m. (local time at the location of the relevant Exercise Agent), the Exercise Period ends at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the last Trading Day preceding the last Valuation Date. The provisions of paragraphs (2) to (4) of this No. 3 II shall also apply.

If the Option Rights are exercised via the Exercise Agent in **France**, the Warrant Holder must submit to Citibank International plc., France (the "**Exercise Agent**") at the following address:

Citibank International plc. - Service Titres, 1-5 Rue Paul Cezanne, 75008 Paris, France

a properly completed "Paris" Exercise Notice for the respective ISIN (International Securities Identification Number) using the form available from the Issuer (referred to in the following as "Exercise Notice") and must have transferred the Warrants which it is intended to exercise

- to the Issuer crediting its account No. 186 at Euroclear France, account nature 51 or its account No. 67098 at Clearstream Luxembourg.

The Exercise Notice must specify:

- the ISIN (International Securities Identification Number) of the Warrant series and the number of Warrants intended to be exercised and
- the account of the Warrant Holder with a bank in France into which the Cash Amount is to be paid. If the Exercise Notice does not specify an account or specifies an account outside France, a check for the Cash Amount will be sent to the Warrant Holder at his risk by normal post to the address given in the Exercise Notice within five (5) Banking Days in Frankfurt am Main and Paris following the Valuation Date.
- Confirmation must also be given that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell

or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell, resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

- (2) The Exercise Notice shall become effective on the Exercise Date according to No. 2 (3) of the Issue Specific Conditions. The Exercise Notice may not be revoked, including during the period prior to the date on which it becomes effective. All of the preconditions set out in No. 3 (1) of the Issue Specific Conditions must be satisfied within five (5) Banking Days of the occurrence of the first precondition. In any other circumstances, the Issuer shall have the right to return any payments already made to the Warrant Holder without interest at his risk and expense; in this event the Exercise Notice shall not become effective.
- (3) Option Rights that have not been exercised effectively in accordance with paragraphs (1) and (2) shall be deemed, subject to early termination by means of extraordinary Termination pursuant to No. 2 of the General Conditions, to be exercised on the final day of the Exercise Period without further preconditions, if the Cash Amount is positive ("Automatic Exercise"). In the event of Automatic Exercise, the confirmation referred to in the last subparagraph of paragraph (1) shall be deemed to have been given automatically. In any other circumstances, all rights arising from the Warrants that have not been exercised effectively by then shall expire on that day and the Warrants shall become invalid.
- (4) All taxes or other levies that may be incurred in connection with the exercise of the Warrants shall be borne by the Warrant Holder.
 - The exercise or settlement amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.
- (5) The Issuer will transfer any Cash Amount to the Central Securities Depositary on the Payment Date upon Exercise for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid.

The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer.

No. 4 (not applicable)

Part B. Underlying Specific Conditions

No. 5 Underlying

- (1) The "**Underlying**" shall be the share or security representing shares specified as the Underlying in Table 2 of the Annex to the Issue Specific Conditions of the Company specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Company**").
- (2) The "Reference Price" of the Underlying shall correspond to the price specified as the Reference Price of the Underlying in Table 1 of the Annex to the Issue Specific Conditions, as calculated and published on Trading Days on the Relevant Exchange specified in Table 2 of the Annex to the Issue Specific Conditions (the "Relevant Exchange"). The "Observation Price" of the Underlying shall correspond to the prices for the Underlying calculated and published on an ongoing basis on the Relevant Exchange on Trading Days. "Observation Hours" shall be the Trading Hours. "Trading Days" shall be days on which the Underlying is normally traded on the Relevant Exchange on Trading Days.

No. 6 Adjustments

(1) If an Adjustment Event pursuant to paragraph (2) of this No. 6 occurs, the Issuer shall determine whether the relevant Adjustment Event has a diluting, concentrative or other effect on the computed value of the Underlying and, if such is the case, shall if necessary make a corresponding Adjustment to the affected features of the Warrants, which in its reasonable discretion is appropriate in order to take account of the diluting, concentrative or other effect and to leave the Warrant Holders as far as possible in the same position in financial terms as they were in before the Adjustment Event took effect. The Adjustments may relate, inter alia, to the Strike, the Multiplier and other relevant features, as well as to the replacement of the Underlying by a basket of shares or other assets or, in the event of a merger, by an adjusted number of shares of the absorbing or newly formed company and, where relevant, the specification of a different exchange as the Relevant Exchange and/or a different currency as the Reference Currency. The Issuer may (but is not obliged to) base the determination of this appropriate Adjustment on the adjustment made in response to the relevant Adjustment Event by a futures exchange, on which options or futures contracts on the Underlying are traded at the time of the Adjustment Event, in respect of options or futures contracts on the relevant share traded on that futures exchange.

(2) An "Adjustment Event" shall be:

- (a) the subdivision (stock split), combination (reverse stock split) or reclassification of the respective shares or the distribution of dividends in the form of bonus shares or stock dividends or a comparable issue;
- (b) the increase in the capital of the Company by means of the issue of new shares in return for capital contributions, with the grant of a direct or indirect subscription right to its shareholders (capital increase for capital contributions);

- (c) the increase of the capital of the Company from its own financial resources (capital increase from corporate funds);
- (d) the grant by the Company to its shareholders of the right to subscribe for bonds or other securities with option or conversion rights (issue of securities with option or conversion rights);
- (e) the distribution of an extraordinary dividend;
- (f) the spin-off of a division of the Company in such a way that a new, independent company is formed or the division is absorbed by a third company, with the grant to the shareholders of the Company of shares in either the new company or the absorbing company for no consideration;
- (g) the permanent delisting of the Underlying on the Relevant Exchange as a result of a merger by absorption or new company formation or for another reason;
- (h) other comparable events that could have a diluting, concentrative or other effect on the calculated value of the Underlying.
- (3) The rules described in the preceding paragraphs shall apply analogously to securities representing shares as the Underlying (such as ADRs, ADSs or GDRs).
- (4) Changes in the method of calculating the Reference Price or other prices for the Underlying that are relevant in accordance with these Terms and Conditions, including a change in the Trading Days or Trading Hours relevant for the Underlying, shall entitle the Issuer to adjust the Option Right accordingly in its reasonable discretion. The Issuer shall determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change.
- (5) In the event that the Underlying is permanently delisted on the Relevant Exchange but continues to be listed on another exchange or another market which the Issuer in its reasonable discretion considers to be suitable (the "New Relevant Exchange"), then, subject to extraordinary Termination of the Warrants by the Issuer pursuant to No. 2 of the General Conditions, the Cash Amount shall be calculated on the basis of the corresponding prices for the Underlying calculated and published on the New Relevant Exchange. In addition, all references in these Terms and Conditions to the Relevant Exchange shall then be deemed, insofar as the context allows, to be references to the New Relevant Exchange.
- (6) In the event that a voluntary or compulsory liquidation, bankruptcy, insolvency, winding up, dissolution or comparable procedure affecting the Company is initiated, or in the event of a process as a result of which all of the shares in the Company or all or substantially all of the assets of the Company are nationalized or expropriated or required to be transferred in some other way to government bodies, authorities or institutions, or if following the occurrence of an event of another kind the Issuer reaches the conclusion that it is not possible to make an Adjustment that would reflect the changes that have occurred appropriately from a financial point of view, then the Issuer will terminate the Warrants pursuant to No. 2 of the General Conditions.
- (7) The Issuer shall give notice of the Adjustments and the date on which the Adjustments become effective in accordance with No. 4 of the General Conditions.

No. 7

Market Disruption Events

(1) If a Market Disruption Event in accordance with paragraph (2) of this No. 7 exists on the Valuation Date, then the Valuation Date shall be postponed to the next following day which fulfills the criteria for a Valuation Date in accordance with No. 2 of the Issue Specific Conditions and on which a Market Disruption Event no longer exists. The Issuer shall endeavor to give notice to the Warrant Holders without delay in accordance with No. 4 of the General Conditions that a Market Disruption Event has occurred. However, there shall be no obligation to give notice. If, as a result of the provisions of this paragraph, the Valuation Date has been postponed for five (5) consecutive days that fulfill the criteria for a Valuation Date in accordance with No. 2 (3) of the Issue Specific Conditions and if the Market Disruption Event continues to exist on that day as well, then that day shall be deemed to be the Valuation Date and the Issuer shall determine the Cash Amount in its reasonable discretion taking account of the market conditions prevailing on any such deemed Valuation Date.

(2) "Market Disruption Event" shall mean

- (i) the suspension or restriction of trading in the Underlying on the Relevant Exchange, or
- (ii) the suspension or restriction of trading (including the lending market) in a futures or options contract based on the Underlying on a Futures Exchange on which futures or options contracts based on the Underlying are traded (the "Futures Exchange");

if that suspension or restriction occurs or exists in the last half-hour before the calculation of the closing price of the Underlying that would normally take place and is material as determined by the Issuer in its reasonable discretion. A change in the Trading Days or Trading Hours on or during which the Underlying is traded does not constitute a Market Disruption Event, provided that the change takes place as the result of a previously announced change in the trading regulations by the Relevant Exchange.

ANNEX TO THE ISSUE SPECIFIC CONDITIONS

Table 1 – supplementary to Part A. Product Specific Conditions

Issue Date: 22/01/2014

Initial value date in France: 27/01/2014

ISIN / Local Trading Code	Underlying	Type	Quanto	Initial Issue Price		Strike / Knock-Out Barrier	Multiplier	Observation Period / Valuation Date /	Type of Exercise	Number	Reference Price of the Underlying
					"Currency of the Issue")			Maturity Date			("Reference Price")
DE000CF6Z576 / 5053C	BNP Paribas	BULL	No	EUR 0.15	Euro (EUR)	EUR 58.00 / EUR 58.00	0.1	22/01/2014 to 19/06/2014 / 19/06/2014 / 26/06/2014	European	3,000,000	Closing price

Table 2 – supplementary to Part B. Underlying Specific Conditions

Underlying (Company) / Share type	ISIN or Reuters Code	Relevant Stock Exchange	Currency Conversion Date	Currency in which the
	of the Underlying			Reference Price is expressed
				("Reference Currency")
BNP Paribas / Common Shares	FR0000131104	Euronext Paris	not applicable	Euro (EUR)

The following specific meanings shall apply in this context:

Deutsche Börse AG, Frankfurt, Germany (XETRA®)

EUREX : EUREX, Frankfurt, Germany

STOXX Limited, Zurich : STOXX Limited, Zurich, Switzerland

Dow Jones & Company, Inc., New York, U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

Nikkei Inc. : Nikkei Inc., Tokyo, Japan

Standard & Poor's Corp., New York, N.Y., U.S.A.

AEX Options and Futures Exchange, Amsterdam, The Netherlands

Bolsa de Derivados Portugal : Bolsa de Derivados Portugal, Lisbon, Portugal

EUREX : EUREX, Zurich, Switzerland

Euronext Amsterdam/ Euronext Lisbon/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext Paris

Euronext Amsterdam N.V., Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext Paris

Paris S.A., Paris, France

Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.) : Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.), Helsinki, Finland

Helsinki Derivatives Exchange (HEX Ltd.) : Helsinki Derivatives Exchange (HEX Ltd.), Helsinki, Finland

HSIL : Hang Seng Indexes Company Limited ("HSIL"), Hong Kong, China

Madrid stock exchange : Bolsa de Madrid, Madrid, Spain

MEFF:Mercado de Futures Financieros Madrid, Madrid, SpainNYSE:New York Stock Exchange, New York, NY, USAOCC:Options Clearing Corporation, Chicago, Illinois, USA

OSE : Osaka Securities Exchange, Osaka, Japan TSE : Tokyo Stock Exchange, Tokyo, Japan

SIX Swiss Exchange, Swiss Exchange : SIX Swiss Exchange, Switzerland

RISK FACTORS

Investors should read carefully the risk factors set out under "I. Risk factors of Warrants" in the Securities Note and under 1. in the Registration Form.

In particular, the following optional risk factors that relate only to certain types of Warrants are applicable to these Warrants (please refer to "I. Risk factors of Warrants" in the Securities Note):

- Risk relating to the loss of time value of Warrants depending on the remaining term
- Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs
- Risk relating to hedging transactions in the underlying in the case of Warrants with knock-out
- Risk from the occurrence of a knock-out event outside the trading hours in the secondary market

In the case of Turbo Warrants for which the knock-out barrier is equal to the strike, the following risk factors also apply:

- Risk of total loss prior to maturity if a knock-out event occurs
- Price risk in connection with rising implied volatility
- Risk of jumps in the price of the underlying (gap risk)

ADDITIONAL INFORMATION

Name and address of the paying agents and the calculation agent

Paying Agent(s):

Citigroup Global Markets Ltd., 1-5 Rue Paul Cézanne, 75008 Paris, France

Calculation Agent:

Citigroup Global Markets Deutschland AG, Frankfurter Welle, Reuterweg 16, D-60323 Frankfurt am Main, Federal Republic of Germany

Conflicts of interest

With respect to interests of natural and legal persons involved in the issue and resulting potential conflicts of interest, please refer to "4. Risk of conflicts of interest" under "I. Risk factors of Warrants" in the Securities Note.

Offer method

The Warrants are being offered over-the-counter on a continuous basis in one series.

The offer of the Warrants begins in France on 22/01/2014.

Stock exchange listing

The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.

Consent to the use of the Prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*, "WpPG").

Issue price, price calculation and costs and taxes on purchase

The initial issue price is specified in Table 1 of the annex to the Issue Specific Conditions.

Both the initial issue price and the bid and offered prices quoted by the Issuer during the term of the Warrants are calculated using theoretical pricing models. In this context, the bid and offered prices for the Warrants are determined on the basis, among other things, of the mathematical value of the Warrants, the costs of hedging and accepting risk and the expected return. Please see also the information provided under "Risk relating to the calculation of the warrant prices" and "4. Risk of conflicts of interest", both in Section "I. Risk factors of Warrants".

No costs or taxes of any kind for the warrant holders will be deducted by the Issuer whether the

Warrants are purchased off-market (in countries where this is permitted by law) or via a stock exchange. Such costs or taxes should be distinguished from the fees and costs charged to the purchaser of the Warrants by his bank for executing the securities order, which are generally shown separately on the statement for the purchase transaction in addition to the price of the Warrants. The latter costs depend solely on the particular terms of business of the warrant purchaser's bank. In the case of a purchase via a stock exchange, additional fees and expenses are also incurred. Furthermore, warrant holders are generally charged an individual fee in each case by their bank for managing the securities account. Notwithstanding the foregoing, profits arising from the Warrants or capital represented by the Warrants may be subject to taxation.

Information on the underlying

Website: www.bnpparibas.com

Disclaimers in relation to Share Prices used as Underlyings

Insofar as share prices are the underlying of Warrants issued by the issuer and described in this Final Terms document, the respective public limited company that has issued the relevant shares, to whose reference price the Warrants relate (the "Issuer of the Underlying"), does not express any recommendation for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main. The Issuer of the underlying neither directly nor indirectly assumes any liability for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main.

The Warrants are the sole obligation of Citigroup Global Markets Deutschland AG and do not involve liability on the part of the Issuer of the underlying. This is not an offer of shares. The Issuer of the underlying has not been and does not want to be involved, neither directly nor indirectly, in deciding the timing of the issue, or the preparation of this document, or the constitution of the option rights under these securities. Furthermore, the Warrant Holder will not have any right through the Warrant to any information, votes or dividends in the Issuer of the underlying.

Publication of additional information

The Issuer does not intend to provide any additional information about the underlying.

The Issuer will publish additional notices described in detail in the terms and conditions. Examples of such notices are adjustments of the features of the Warrants as a result of adjustments relating to the underlying which may, for example, affect the conditions for calculating the cash amount or a replacement of the underlying. A further example is the early redemption of the Warrants if an adjustment cannot be made.

Notices under these terms and conditions are generally published on the Issuer's website. If and to the extent that mandatory provisions of the applicable laws or exchange regulations require notices to be published elsewhere, they will also be published, where necessary, in the place prescribed in each case.

Selling restrictions

Information on selling restrictions can be found under "VI. Selling restrictions" in the Securities Note.

ANNEX – ISSUE SPECIFIC SUMMARY

Section A – Introduction and warnings

This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the A.1 "Issuer") and of the Warrants issued under the Tripartite Base Prospectus. The Summary is intended as an introduction to the Tripartite Base Prospectus, which comprises this Summary, the Registration Form of Citigroup Global Markets Deutschland AG dated 3 May 2013 including any supplements and the Securities Note of Citigroup Global Markets Deutschland AG dated 13 May 2013. Investors should therefore ensure that any decision to invest in the Warrants is based on a review of the entire Prospectus, including any supplements, and the Final Terms. Where claims relating to the information contained in a base prospectus, any supplements, and the respective Final Terms are brought before a court, the investor acting as plaintiff may, as a result of the laws of individual member states of the European Economic Area, have to bear the costs of translating the base prospectus, any supplements, and the Final Terms into the language of the court prior to the commencement of legal proceedings. The Issuer can be held liable for the content of this Summary, including any translation prepared, but only in the event that the Summary is misleading, inaccurate or inconsistent when read in conjunction with the other parts of the Prospectus, or, when read in conjunction with the other parts of the Tripartite Base Prospectus, does not convey all of the key information required.

A.2 – Consent to the use of the prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent) for offers in France (the "Offer State"). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (Wertpapierprospektgesetz, "WpPG").

In the event of an offer by a financial intermediary, the terms and conditions of the offer must be provided to investors at the time of the offer by the financial intermediary.

Section B – Issuer and any guarantors

B.1 The legal and The legal and commercial name of the Issuer is Citigroup Global Markets Deutschland AG. commercial name of the issuer, B.2 The domicile and **Domicile** legal form of the Frankfurt am Main; the address of Citigroup Global Markets Deutschland AG is issuer, the Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, Federal Republic of legislation under Germany (telephone +49 (0)69-1366-0). which the issuer operates and its Legal form and jurisdiction country of The Issuer is a stock corporation (Aktiengesellschaft, "AG") under German law. incorporation.

Place of registration

The Issuer is entered in the commercial register of the Frankfurt am Main Local

	Court under the number HRB 88301.				
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Bank expects world economic growth in 2013 to increase slightly from 2.5 per cent to 2.6 per cent. In 2014 growth should increase to 3.2 per cent. The slowdown in worldwide economic growth was principally due to the slowdown of growth in the industrialized countries. The Bank expects moderate growth of 1.0 per cent for industrialized countries in 2013 and a modest increase to 1.6 per cent in 2014.			
		Overall the Bank expects continued significant variations between different regions in the world.			
		The Bank expects a mild recession in the Eurozone (the Bank's growth forecasts are for -0.6 per cent and -0.4 per cent for 2013 and 2014). This is seen to be due to the continuing sovereign debt crisis and the high level of private sector indebtedness in the peripheral European countries. The ECB is expected to continue to act to stabilise markets and to reduce interest rates in the second quarter of 2013 depending on further economic growth in the Eurozone, which could be followed by a forecast final interest rate reduction in the second half of the year. The Bank considers it likely that Southern Europe and Ireland will only gradually reach a common sustainable fiscal path. If the core countries in future are no longer prepared to increase their support for the peripheral states, this could lead to a raft of debt restructurings (with likely longer maturities and interest rate reductions), but probably not before 2015. In the Warrants and Certificates Division, the competition is expected to remain intense among leading issuers. Further regulatory challenges are expected, which have to be integrated into the business in a timely manner.			
		Given the forecasts made by the individual business divisions and a restrictive cost management approach, the Bank is expecting continued overall profits in fiscal years 2013 and 2014.			
B.5	If the issuer is part of a group, a description of the group and the issuer's position within the group.	The Issuer is a member of the German subgroup of Citigroup. As a public limited company, it is managed by the executive board. The Issuer is wholly-owned by the German holding company, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, a limited partnership with registered offices in Frankfurt/Main.			
		Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is also a silent partner of the Issuer, having a silent equity interest ("Stille Einlage") totalling EUR 122,710,051.49 as of 30 November 2012. The general partner of Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is Citigroup Global Markets Finance LLC (USA). The sole limited partner is Citi Overseas Investment Bahamas Inc.			
		All shares of Citigroup Global Markets Finance LLC are held by Citi Overseas Investment Bahamas Inc., the sole shareholder of which is Citibank Overseas Investment Corporation (USA). This company is in turn 100 per cent owned by Citibank, N.A. (USA). Citibank, N.A. (USA) is a 100 per cent owned subsidiary of Citicorp (USA), which in turn is a 100 per cent owned subsidiary of Citigroup, Inc. (USA).			

B.9	Where a profit forecast or estimate is made, state the figure.	Not applicable; the Issuer estimates in the Base Prosp		o make any profi	t forecasts or profit	
B.10	A description of the nature of any qualifications in the audit report on the historical financial information.	The annual financial state December 2011 to 30 Nov 2011 were audited by the unqualified auditor's opinion	vember 2012 and ne Issuer's statut	1 December 201	10 to 30 November	
B.12	Selected historical key financial information regarding the issuer, presented for each financial year of the period	Key Annual Financial Information of Citigroup Global Markets Deutschland AG The table below provides a comparison of certain noteworthy financial statistics which have been taken from the audited financial statements 2012 between the prior fiscal year (fiscal year 2011) and fiscal year 2012 and thereby reveals the business development of Citigroup Global Markets Deutschland AG:				
	covered by the historical financial information and any		30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro		
	subsequent interim	Balance sheet total	9,543	8,690		
	financial period accompanied by	Business volume	11,162	10,163		
	comparative data	Equity capital	590	588		
	from the same period in the prior	Loan portfolio	5,365	5,196		
	financial year, except that the	Number of employees	348	361		
	requirement for comparative balance sheet information is satisfied by		01.12.2011 - 30.11.2012 in million Euro	prior fiscal year (01.12.2012 - 30.11.2011) in million Euro		
	presenting the year- end balance sheet	Interest income from operations	11	29		
	information. A statement that there	Commissions from brokerage business	111	96		
	has been no material adverse	Commissions from securities business	18	17		
	change in the prospects of the issuer since the date	Net income from financial trading operations	25	60		
	of its last published audited financial	General administrative expenses	161	137		
	statements or a description of any material adverse change.	As of the balance sheet da following components:	ate, the balance s	sheet equity cap	ital consists of the	

A description of significant changes in the financial or trading position of the issuer subsequent to the period covered by the historical financial information.

	30.11.2012 in million Euro (audited)	prior fiscal year (30.11.2011) in million Euro (audited)
Subscribed capital		
Share capital	210.6	210.6
Silent partner capital	122.7	122.7
Capital reserves	195.8	193.8
Legal reserves	33.0	33.0
Other earnings reserves	27.9	27.9

In addition, as part of incorporating the new rules under the BilMoG pursuant to § 340g of the German Commercial Code (HGB), a new separate item was created ("Fund for general banking risks") in the amount of EUR 9.4m (EUR 6.6m in the previous year).

The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows:

	30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro
Equity capital on balance sheet	590.0	588.0
Less intangible assets	0	-1.2
Core capital	599.3	594.3
Supplementary capital	0.0	0.0
Equity capital	599.3	594.3
Capital ratios		
Tier one capital in %	33.6	29.3
Total capital ratio in %	33.6	29.3

Despite the debt crisis in the Eurozone and the concomitant volatility on the international financial markets, Citigroup Global Markets Deutschland AG was once again able to earn a profit in the recently completed fiscal year.

Key Semi-Annual Financial Information of Citigroup Global Markets Deutschland AG

The table below provides a comparison of certain noteworthy financial statistics for the first half of the financial year 2013 which have been taken from the unaudited interim financial statements 2013 between the prior fiscal year and/or the previous year's figures and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

	31.05.2013	30.11.2012	
	in million Euro	in million Euro	

Balance sheet total	11,147	9,543
Business volume	12,628	11,162
Equity capital	590	590
Loan portfolio	5,179	5,365
Number of employees on the balance sheet date	263	334

	01.12.2012 - 31.05.2013 in million Euro	01.12.2011 - 31.05.2012 in million Euro
Interest income from operations	3	7
Commissions from brokerage business	20	33
Commissions from securities business	8	9
Net income from financial trading operations	29	16
General administrative expenses	72	70

Statements as regards trend information and financial or trading position

The Issuer declares that since the date of the last audited annual financial statements on 30 November 2012 no material adverse change in the prospects of the Issuer has occurred.

Furthermore, the Issuer declares that since the date of the last interim financial statements on 31 May 2013 no significant change has occurred in the financial or trading position of the Issuer.

B.13 A description of any recent events particular to the issuer which are to a material extent relevant to the evaluation of the issuer's solvency.

Significant events that may have a material impact on the assessment of the Issuer's solvency can not be determined at the moment. However, Citigroup Global Markets Deutschland AG is currently subject to an extra-ordinary audit on withholding taxes by the Frankfurt-Hoechst tax authority for the years 2007-2008. In this context the tax authority has expressed its view that Citigroup Global Markets Deutschland AG may not have deducted and paid withholding taxes from dividends received in connection with so called cum-ex transactions for shares held by it in custody for its clients as required. Based on these findings the tax authority is currently of the view that Citigroup Global Markets Deutschland AG is liable for non deducted withholding taxes in the amount of more than Euro 706 million for the years 2007 and 2008. In case the tax authority's view should succeed further tax liability for the years 2009 to 2011 may arise which can not be estimated at the moment.

The main starting point for the liability claim of the tax authorities is the question if Citigroup Global Markets Deutschland AG is to be qualified as a German bank

		executing the trade (<i>die den Verkaufsauftrag ausführende Stelle</i>) in the respective years. Furthermore, the method applied to identify the amount of the liability claim is debatable as well as the question if Citigroup Global Markets Deutschland AG can be held liable as principal debtor. Citigroup Global Markets Deutschland AG has obtained legal advice from a reputable tax consultant office as well as from a reputable accounting firm. Based thereon, the management of Citigroup Global Markets Deutschland AG is of the view that the likelihood to win any legal proceedings in this matter exceeds 50 per. cent. On this basis, Citigroup Global Markets Deutschland AG's management has decided to put up a reserve only for expected legal advice and litigation expenses, if any, and has decided that 2 million Euro is an adequate figure in this respect. Furthermore, it should be noted that Citigroup is currently evaluating measures to
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	optimize its organizational structure. Citigroup Global Markets Finance Corporation as the German holding company owns 100% of the shares of the Issuer. Pursuant to § 17 (2) of the German Stock Corporation Act (<i>Aktiengesetz</i> , "AktG"), it is assumed that a company in which a majority of the shares is held by another company is dependent upon that other company.
B.15	A description of the issuer's principal activities.	The Issuer is engaged in the business of corporate and investment banking and offers companies, governments and institutional investors comprehensive financial solutions in the areas of investment banking, fixed income, foreign exchange, equities and derivatives, and global transaction services; in addition it is a leading issuer of warrants and certificates whose end investors are predominantly retail clients. Since the end of 2012 the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.
B.16	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control.	In addition to the inclusion of the Issuer in the Citigroup Inc. group of companies referred to above, the Issuer is also party to a control and profit and loss transfer agreement with its immediate parent company. Under the terms of the agreement, the Issuer has placed the management of its business under the control of its immediate parent company. Accordingly, the immediate holding company has the right to give instructions to the Issuer. The agreement also requires the Issuer to transfer its entire profit to its immediate parent company. In return, the immediate parent company is required to make up any annual loss of the Issuer arising during the period of the agreement, as provided in detail by § 302 (1) and (3) AktG.

Section C – Securities		
C.1	A description of the	Type/form of the Warrants
	type and the class of the securities being offered and/or	

	admitted to trading, including any security identification number.	One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. The leverage effect of the Warrant operates in both directions – not only to the investor's advantage in the event of the favorable performance of the factors determining the value, but also to the investor's disadvantage in the event of their unfavorable performance. The payment due under a Warrant on exercise or early termination depends on the value of the underlying at the relevant time. The Warrants will be issued in dematerialized bearer form (<i>au porteur</i>) and inscribed in the books of the central securities depositary which shall credit the accounts of the account holders. No physical document of title (including <i>certificats représentatifs</i> pursuant to Article R.211-7 of the French Monetary and Financial Code (<i>Code monétaire et financier</i>)) will be issued in respect of the Warrants. Security identification number ISIN: DE000CF6Z576
C.2	Currency of the securities issue.	Local Code: 5053C Euro
C.5	A description of any restrictions on the free transferability of the securities.	Each Warrant is transferable in accordance with the laws applying in each case and, where relevant, the respective applicable regulations and procedures of the securities depositary in whose records the transfer is registered.
C.8	A description of the rights attached to the securities including ranking and including limitations to those rights.	Applicable law for the securities The Warrants are subject to German law. The constituting of the Warrants may be governed by the laws of the jurisdiction of the central securities depository. Rights attached to the Warrants Each Warrant grants the holder the right to the cash amount as described in more detail under C.15. Status of the Warrants The Warrants create direct, unsecured and unsubordinated obligations of the Issuer that rank pari passu in relation to one another and in relation to all other current and future unsecured and unsubordinated obligations of the Issuer, with the exception of obligations that have priority due to mandatory statutory provisions. Limitations to the rights The Issuer has the right to terminate the Warrants and to amend the terms and conditions pursuant to the provisions specified in the terms and conditions of the Warrants.
C.11	An indication as to whether the	The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the

	securities offered are	meaning of Directive 2004/39/EC.
	or will be the object of an application for admission to trading, with a view to their distribution in a regulated market or other equivalent markets with an indication of the markets in question.	meaning of Directive 2007/37/DC.
C.15	A description of how	Description of Turbo Bull Warrants with knock-out
	the value of the investment is affected by the value of the underlying instrument(s), unless the securities have a denomination of at least EUR 100,000.	Turbo Bull Warrants with knock-out enable investors to participate on a disproportionate (leveraged) basis in the positive performance of the underlying.
		In return, however, they also participate on a leveraged basis in any negative performance of the underlying and in addition bear the risk that the Turbo Bull Warrant with knock-out may expire worthless or almost worthless immediately (knock-out event) if the observation price of the underlying reaches or falls below the knock-out barrier at any time during the observation period within the observation hours.
		On the maturity date, the cash amount received by the investors is the difference, multiplied by the multiplier, by which the reference price of the underlying determined on the valuation date is higher than the respective strike.
		If the observation price of the underlying reaches or falls below the knock-out barrier at any time during the observation period within the observation hours (knock-out time), the Turbo Bull Warrant with knock-out expires either worthless or, if so provided in the Final Terms, almost worthless with a low knock-out cash amount.
C.16	The expiration or	Maturity date: 26/06/2014
	maturity date of the derivative securities – the exercise date or final reference date.	Exercise date: Valuation date
		Valuation date: 19/06/2014
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants with automatic exercise, i.e. a European type of exercise, the Issuer will transfer any positive cash amount to the central securities depositary on the maturity date for the credit of the warrant holders registered with the central securities depositary at the close of business on the preceding banking day at the head office of the central securities depositary.
		The central securities depositary has given an undertaking to the Issuer to make a corresponding onward transfer.
C.18	A description of how the return on derivative securities	In the case of Warrants with a European type of exercise, the option right may be exercised by the warrant holder only with effect as of the valuation date for the respective Warrant. If the cash amount results in a positive value, the option

	takes place.	right attaching to the respective Warrant is deemed to be exercised on the valuation date without further preconditions and without the submission of an explicit exercise notice ("Automatic Exercise").
C.19	The exercise price or the final reference price of the underlying.	Reference price on the valuation date: Closing price
C.20	A description of the type of the underlying and where the information on the underlying can be found.	Type: share or security representing shares WKN: 887771
		ISIN: FR0000131104
		Company: BNP Paribas
		Relevant stock exchange: Euronext Paris
		Reuters page: BNPP.PA
		Website: www.bnpparibas.com
Section	n D – Risks	
D.2	Key information on	Risk of the cessation or limitation of price-setting by the Issuer
	the key risks that are specific to the issuer.	If the Issuer were to limit or completely abandon its voluntary intention to set bid and offered prices, there would be a danger, if prices for Warrants were not set by any other party that investors would have to wait for the final maturity of the Warrants or, where early exercise is possible, exercise the option right.
		Liquidity risk despite control and profit and loss transfer agreement
		The Issuer would also be unable to meet its obligations arising from the securities despite the control and profit and loss transfer agreement if, in the event that the Issuer generated a net loss, while the immediate parent company would in principle be required to assume that loss, it was unable or unwilling to comply with this contractual obligation as a result of its own liquidity difficulties or overindebtedness.
		Brokerage of transactions for other Group companies and allocation of work within Citigroup
		The great majority of the Issuer's commission income consists of transfer pricing income from brokerage transactions with affiliated companies. The Issuer's costs arising from the exchange of services with individual Group companies are reimbursed on the basis of existing agreements using transfer prices. For this purpose, income and expenses, in particular commission income for transactions assisted by the bank in an advisory capacity in the context of its sales activities, are determined and allocated to the relevant areas providing the services. The transactions relate to equity trading, bond issues and corporate finance as well as to the sale of structured products, corporate derivatives and currency management products, and also global relationship banking. This process is coordinated closely across all areas with Citigroup Global Markets

Limited, London, in particular, and also with Citibank, N.A., London.

If a decision were made within Citigroup to reallocate the relevant activities to other Group companies, the Issuer could lose a material source of income.

Risks in the lending business

The Issuer's loan portfolio consists mainly of loans to international customers in the industrial and financial services sectors with investment grade credit ratings. Loan defaults have been avoided in recent years thanks to this business policy. The loan portfolio is mainly concentrated on a manageable number of borrower units, as defined by German banking law. If significant individual borrowers in the Issuer's portfolio were unable to meet their obligations, therefore, a substantial increase in loan loss provisions would be conceivable in principle and loan defaults could occur.

Interest rate risk

Risk-Treasury assesses and controls the Issuer's interest rate risk. The Issuer's exposure to changes in interest rates maybe a mid to long-term risk in holdings in liquid securities if these were not originally covered by hedging transactions like interest rate swap agreements. The same applies to medium and long-term loans granted by the Issuer. A significant risk from interest rate changes could arise where interest rates are not monitored in a timely or sensitive manner, which may produce the concomitant danger that action to cover such interest rate exposure is not taken early enough.

Operating risk

The Issuer has transferred a number of areas that are significant for the proper management and control of its business activities and the risks associated with them to other companies within and outside Citigroup. In the event that the companies to which these areas have been transferred do not fulfill their contractual obligations or do not do so at the proper time, the ability of the Issuer to meet its own obligations arising from the securities it has issued on the due dates could also be adversely affected.

Tax risks

The tax decisions issued to the Issuer are regularly subject to subsequent review in the form of an external tax audit or to the resolution of individual issues by the relevant courts. This is normal practice and means that an additional tax demand can be issued by the tax authorities years after the original assessment as a result of a tax audit or a generally applicable decision by a tax court.

General business risks

Settlement risk

The risk that a business transaction is incorrectly processed or that a transaction is executed which is different from the intentions and expectations of the Issuer's management.

Information risk

The risk that information, which was generated, received, transmitted or stored within or outside the Issuer's place of business, can no longer be accessed. Furthermore, such information may be of poor quality, or have been wrongly handled or improperly obtained. The information risk also includes risks that are generated by systems and used for processing information.

Reputation risk

This represents the Issuer's risk that its relations with its customers could be harmed if its services are poor or transactions are incorrectly executed. This risk also includes the risk of entering into business relations with counterparties, whose business practices do not conform to the standards or business ethics of the Issuer.

Personnel risk

The Issuer has a high demand for qualified and specially trained professionals and managers. Personnel risk entails the risk of high staff turnover and the risk that the Issuer will be unable to retain a sufficient staff of qualified personnel, as well as the risk that the Issuer's employees may knowingly or negligently violate established regulations or the firm's business ethics standards.

Legal and regulatory risks

The Issuer views legal risks as any and all risks resulting from binding contracts and governing legislation. Regulatory risks result from the legal environment in which the Issuer does business.

Risk of fraud

These are both internal and external risks of fraud such as bribery, insider trading and theft of data.

.6 Key information on General risk factors of Warrants

Risk of total loss

Warrants represent particularly risky investment instruments. They entail a particularly high risk of losing the capital invested, up to and including a total loss, plus the transaction costs incurred and any borrowing costs.

Risk of default by the Issuer of the Warrants

In the event of the Issuer becoming insolvent, investors could suffer a loss up to and including a total loss. As bearer securities, Warrants do not fall within the scope of the deposit protection arrangements.

Risk arising from above-average fluctuations in the prices of Warrants (leverage effect)

One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. At the same time, Warrants also entail above-average risks of loss.

D.6

the key risks that are specific to the securities. This must include а risk warning to the effect that investors may lose the value of their entire investment or part of it, as the case may be, and/or, if the investor's liability is not limited to the value of his investment, statement of that fact, together with description of the circumstances in which such additional liability arises and the likely financial effect.

Risk of the absence or non-functioning of a secondary market in the Warrants or restricted availability of the Issuer's electronic trading system

Investors should not assume that they will be able to sell a Warrant at a particular time or at a particular price during its term. Investors should assume instead that pricing on the exchange can only take place within the spread of bid and offered prices quoted by the Issuer, if available, and that their buy or sell orders on the exchange will be executed with the Issuer as the direct or indirect counterparty.

Risk in connection with the cessation of secondary trading immediately prior to final maturity

The Issuer and/or the exchange cease trading in the Warrants shortly before their valuation date. However, the reference price of the underlying on the valuation date and/or the applicable exchange rate, both of which are important for the purpose of determining the cash amount of the Warrants, may still change between the last exchange trading day and the maturity date, which may be to the disadvantage of the investor. There is a particular risk that the price of the underlying may reach, fall below or exceed a barrier for the first time shortly before the reference price on the valuation date is determined and after trading in the secondary market has already finished.

Currency risk with respect to the intrinsic value of the Warrants

The performance of the investment is subject to a currency risk if the underlying on which the Warrants are based is expressed in a currency other than the currency in which the cash amount is paid out (settlement currency).

Risks relating to market disruption events

In the event of market disruption events with respect to the underlying, the Issuer has the right to postpone the valuation date for the reference price on exercise. This may result in an additional risk for investors if the underlying performs negatively during the time delay or, where applicable, if the exchange rate for converting the intrinsic value into the settlement currency moves in an unfavourable direction for the investor.

Product specific risk factors

Risk relating to the loss of time value of Warrants depending on the remaining term

The price of Warrants is calculated on the basis of two components of price (intrinsic value and time value). The intrinsic value of Warrants during their term is equal to the difference (if positive), multiplied by the multiplier, between the value of the underlying and the strike (Call Warrants). The amount of the time value, on the other hand, is essentially determined on the basis of the remaining term of the Warrant and the expected frequency and intensity of the fluctuations in the price of the underlying expected by the Issuer during the remaining term of the Warrant (implied volatility).

Risks relating to other factors affecting value such as money market

interest rates, expected dividends and the Issuer's refinancing costs

The other factors affecting the price of the Warrants include, *inter alia*, interest rates on the money market relating to the remaining term, expected income from the Issuer's hedging transactions in or related to the underlying and the level of the Issuer's refinancing costs for entering into those hedging transactions.

Even if the price of the underlying rises in the case of a call option or falls in the case of a put option, therefore, the value of the Warrant may decline as a result of the other factors affecting value. Given the limited term of the Warrant, there is no guarantee that the price of the Warrant will recover in sufficient time. The shorter the remaining term, the greater the risk.

Risk relating to hedging transactions in the underlying in the case of Warrants with knock-out

In the case of Warrants with knock-out, the possibility cannot be excluded that the Issuer's activities in setting up or unwinding hedging positions may reinforce movements in the price of the underlying for the Warrants to such an extent that a knock-out event is triggered and the option rights therefore expire early with no value.

Risk from the occurrence of a knock-out event outside the trading hours in the secondary market

Investors in principle face the risk that a knock-out event may also occur outside the times when the Warrants are normally traded. This risk is particularly relevant in circumstances where the trading hours for the Warrants differ from the trading hours during which trading in the underlying normally takes place.

Risk of total loss prior to maturity due to the occurrence of a knock-out event

The term of Turbo Bull Warrants ends early at the knock-out time and the Turbo option rights expire worthless, in the event that the price of the underlying defined in the terms and conditions is equal to or lower than (bull) the knock-out barrier of the Turbo Warrant within an observation period defined in the terms and conditions. If a knock-out event occurs, investors will suffer a total loss of their capital invested.

Price risk in connection with rising implied volatility

In the case of these Turbo Warrants, the price of the Warrants during their term is influenced by other factors affecting value in addition to the price of the underlying, including in particular the implied volatility of the underlying. From the point of view of the investor, an increase in the implied volatility of the underlying represents a price risk if the price of the underlying is close to the knock-out barrier.

Risk of total loss due to jumps in the price of the underlying (gap risk)

The risk of jumps in the price of the underlying, for example between the close

		of trading on the previous day and the start of trading on the following trading day, that could trigger a knock-out event is known as gap risk.
Section	n E – Offer	
E.2b	Reasons for the offer and use of proceeds when different from making profit and/or hedging certain risks.	Not applicable; the reasons for the offer are making profit and/or hedging certain risks and the net proceeds from the issuance of Warrants presented in this base prospectus will be used by the Issuer for its general business purposes.
E.3	A description of the	Offer method, offeror and issue date of the Warrants
	terms and conditions of the offer.	The Warrants are being offered over-the-counter on a continuous basis.
		The offer of the Warrants begins in France on 22/01/2014.
		The offeror of the Warrants is the Issuer.
		The issue date is: 22/01/2014
		Restrictions on the free transferability of the securities
		The Warrants may be offered or sold only if all applicable securities laws and regulations in force in the jurisdiction in which a purchase, offer, sale or delivery of Warrants is made or in which this document is circulated or kept for inspection have been complied with, and if all consents or authorizations required for the purchase, offer, sale or delivery of the Warrants in accordance with the legal norms in force in that jurisdiction have been obtained.
		In particular, the Warrants are not and will not be registered pursuant to the United States Securities Act of 1933 as amended. They may not be offered, sold, traded or delivered within the United States either directly or indirectly by or to or for the account of a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933), except in the case of exemption from the registration requirements of the Securities Act. Any person receiving the cash amount in accordance with these terms and conditions is deemed to have made a declaration that the person entitled to the rights arising from the Warrants is not a US person.
		Issue price and costs and taxes on purchase
		The initial issue price is EUR 0.15.
		Not applicable, as the purchase of the Warrants entails no costs or taxes that are incurred by the Issuer specifically for purchasers or subscribers.
E.4	A description of any interest that is material to the issue/offer including conflicting interests.	The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it generally act as the calculation agent for the Warrants. This activity can lead to conflicts of interest since the responsibilities of the calculation agent include making certain determinations and decisions which could have a negative effect on the price of the Warrants or the level of the cash amount.

The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may engage in trading transactions in the underlying, other instruments linked to it, or derivatives, stock exchange options or stock exchange forward contracts, or may issue other securities and derivatives based on the underlying. The companies may also be involved in the acquisition of new shares or other securities of the underlying or, in the case of stock indices, of individual companies included in the index, or act as financial advisors to the entities referred to or work with them in the commercial banking business. The companies are required to fulfill their obligations arising in this connection irrespective of the consequences resulting for the warrant holders and, where necessary, to take actions they consider necessary or appropriate in order to protect themselves or safeguard their interests arising from these business relationships. The activities referred to above could lead to conflicts of interest and have a negative effect on the price of the underlying or securities linked to it such as the Warrants.

The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may issue additional derivative securities based on the respective underlying or constituents of the underlying, including securities whose features are the same as or similar to those of the Warrants. The introduction of such products that compete with the Warrants may impact the price of the underlying or the constituents of the underlying and thus also the price of the Warrants. The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may receive non-public information relating to the underlying or the constituents of the underlying, but are under no obligation to pass on such information to the warrant holders. Furthermore, companies belonging to Citigroup, Inc. or affiliated to it may publish research reports relating to the underlying or constituents of the underlying. These types of activities may entail certain conflicts of interest and affect the price of the Warrants.

E.7 Estimated expenses charged to the investor by the issuer or the offeror.

The estimated expenses for the Warrants, including the cost for admission to exchange trading, are included in the issue price or the selling price, as the case may be. If the investor purchases the Warrants from a distributor, the purchase price to be paid by the investor may include sales commissions that have to be disclosed by the distributor.

ANNEXE - RÉSUMÉ EN FRANÇAIS

Section A – Introduction et mises en garde

A.1 Le présent Résumé présente les caractéristiques et les risques principaux de Citigroup Global Markets Deutschland AG (« l'Émetteur ») et les Warrants émis au titre de Prospectus Tripartite de Base. Le Résumé a pour finalité de servir d'introduction au Prospectus Tripartite de Base, qui comporte ce Résumé, le Formulaire d'Enregistrement de Citigroup Global Markets Deutschland AG daté du 3 mai 2013 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG daté du 13 mai 2013. Les investisseurs devraient donc veiller à ne prendre aucune décision d'investir dans les Warrants avant d'avoir pris connaissance du Prospectus dans sa totalité, y compris de tous les suppléments et des Conditions Définitives. Dans le cas où un recours relatif aux informations contenues dans un prospectus de base, dans tous les suppléments ou dans les Conditions Définitives respectives serait intenté auprès d'un

tribunal, l'investisseur agissant en tant que plaignant pourrait, en vertu des lois de différents États membres de l'Espace économique européen, être contraint de prendre en charge le coût de la traduction du prospectus de base, de tous les suppléments et des Conditions Définitives, dans la langue de travail du tribunal avant le commencement de la procédure judiciaire. L'Émetteur peut être jugé responsable du contenu de ce Résumé, y compris de toute traduction en étant faite, mais seulement dans le cas où le Résumé serait trompeur, inexact ou contradictoire par rapport aux autres parties du Prospectus, ou, dans le cas où il est lu en même temps que les autres parties du Prospectus Tripartite de Base, s'il ne donne pas toutes les informations clés nécessaires. A.2 En ce qui concerne les Offres non-dispensées, en vertu de l'Article 3 (2) de la Directive Consentement à l'utilisation Prospectus, l'Émetteur consent à l'utilisation du Prospectus par tous les intermédiaires financiers (consentement général) pour les offres faites en France (le ou les « État(s) du prospectus. concerné(s) par l'Offre »). Le consentement général à la revente ultérieure et au placement final des valeurs mobilières par le ou les intermédiaires financiers est donné en ce qui concerne France. La revente ultérieure et le placement final des valeurs mobilières par les intermédiaires financiers peuvent être effectués pendant la période de validité du Prospectus Tripartite de Base en vertu du §9 de la Loi allemande sur les prospectus de valeurs mobilières (Wertpapierprospektgesetz, « WpPG »). Dans le cas d'une offre faite par un intermédiaire financier, les modalités et conditions de l'offre doivent être précisées aux investisseurs au moment où l'offre est faite par l'intermédiaire financier. Section B – Émetteur et garants B.1 Indiquer la raison La raison sociale et le nom commercial de l'Émetteur est Citigroup Global sociale et le nom Markets Deutschland AG. commercial de l'émetteur. B.2 Indiquer le siège social Siège social et la forme juridique de Francfort-sur-le-Main; l'adresse de Citigroup Global Markets Deutschland AG l'émetteur, la législation est Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, République régissant ses activités fédérale d'Allemagne (téléphone +49 (0)69-1366-0). ainsi que son pays d'origine. Forme juridique et législation régissant les activités L'Émetteur est une société anonyme (Aktiengesellschaft, « AG ») au sens de la législation allemande. Pays d'origine L'Émetteur est immatriculé au Registre de commerce du Tribunal local de Francfort-sur-le-Main sous le numéro HRB 88301. B.4b Décrire toute tendance La Banque prévoit une légère accélération de la croissance économique mondiale connue ayant des en 2013, de 2,5% à 2,6 %. En 2014, la croissance devrait atteindre 3,2 %. Le ralentissement de la croissance économique mondiale observée est principalement répercussions sur l'émetteur imputable à la détérioration de la croissance des pays industrialisés. La Banque et ses prévoit une croissance modérée de 1 pour cent pour les pays industrialisés en secteurs d'activité. 2013 et une légère progression à 1,6 % en 2014. De façon générale, la Banque s'attend à un maintien d'écarts significatifs entre les différentes régions dans le monde.

		La Banque s'attend à une légère récession dans l'Eurozone (les prévisions de croissance de la Banque sont de -0,6 % et -0,4 % pour 2013 et 2014). Ceci est attribué à la poursuite de la crise de la dette souveraine et au niveau élevé de l'endettement du secteur privé dans les pays européens périphériques. La BCE devrait continuer à intervenir pour stabiliser les marchés et faire baisser les taux d'intérêt au cours du deuxième trimestre 2013 en fonction de la poursuite de la croissance économique de l'Eurozone, qui pourrait être suivie par une réduction finale de taux d'intérêt prévue pour le deuxième semestre. La Banque estime probable que le Sud de l'Europe et l'Irlande n'aboutiront que progressivement à des solutions communes durables en matière fiscale. Si les pays fondateurs ne sont plus déterminés à renforcer leur soutien aux États périphériques à l'avenir, ceci pourrait aboutir à un ensemble de restructurations de dette (avec probablement des échéances à plus long terme et des réductions de taux d'intérêt), mais probablement pas avant 2015. Dans la Division warrants et certificats, la concurrence devrait rester intense entre les principaux émetteurs. D'autres modifications de la réglementation devraient intervenir, qui devront être prises en compte en temps opportun pour l'activité. Compte tenu des prévisions faites par les différentes divisions et d'une approche restrictive de la gestion des coûts, la Banque s'attend à un maintien global des bénéfices au cours des exercices 2013 et 2014.
B.5	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur.	L'Émetteur est membre du sous-groupe allemand de Citigroup. En tant que société anonyme, il est géré par un conseil d'administration. L'Émetteur est entièrement détenu par une société holding allemande, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, une société en commandite domiciliée à Francfort-sur-le-Main.
		Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est également un associé passif de l'Émetteur, dans la mesure où il détient une participation passive (« Stille Einlage ») d'un montant total de 122 710 051,49 EUR au 30 novembre 2012. L'associé responsable de la société Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est la société Citigroup Global Markets Finance LLC (États-Unis). Le commanditaire unique est Citi Overseas Investment Bahamas Inc.
		Toutes les actions de Citigroup Global Markets Finance LLC sont détenues par Citi Overseas Investment Bahamas Inc., dont le seul actionnaire est Citibank Overseas Investment Corporation (États-Unis). Cette société est elle-même détenue à 100 % par Citibank, N.A. (États-Unis). Citibank, N.A. (États-Unis) est détenue à 100 % par Citicorp (États-Unis), qui est elle-même détenue à 100 % par Citigroup, Inc (États-Unis).
B.9	Lorsqu'une prévision ou une estimation du bénéfice est réalisée, en indiquer le montant.	Sans objet ; l'Émetteur a décidé de ne publier aucune prévision de bénéfice ou estimation de bénéfice dans le Prospectus de Base.
B.10	Décrire la nature des éventuelles réserves sur les informations financières historiques	Les états financiers annuels de l'Émetteur pour les exercices du 1er décembre 2011 au 30 novembre 2012 et du 1er décembre 2010 au 30 novembre 2011 ont été audités par l'auditeur statutaire de l'Émetteur et ont obtenu une mention sans réserve de la part de l'auditeur.

	contenues dans le rapport d'audit.				
B.12	Présenter les informations financières historiques clés sélectionnées pour l'émetteur, pour chaque exercice de la période couverte par ces informations financières	Informations financières Deutschland AG Le tableau ci-dessous p financières significatives fo l'exercice budgétaire antér compte du développement AG:	résente une com ournies dans les ét ieur (exercice 201	paraison de ce tats financiers au (11) et l'exercice	rtaines statistiques dités de 2012 entre 2012 et rend donc
	historiques et pour toute période intermédiaire ultérieure, accompagnées de		30.11.2012 en millions d'euros	Exercice précédent (30.11.2011) en millions d'euros	
	données comparatives	Total du bilan	9.543	8.690	
	couvrant la même période de l'exercice	Volume d'activité	11.162	10.163	
	précédent; la	Fonds propres	590	588	
	présentation des bilans	Volume des prêts	5.365	5.196	
	de clôture suffit toutefois à remplir	Nombre d'employés	348	361	
	l'exigence	- consecutive property to			
	d'informations bilancielles comparables. Une déclaration		01.12.2011 - 30.11.2012 en millions d'euros	Exercice précédent (01.12.2010 – 30.11.2011) en millions d'euros	
attestant qu'aucune détérioration significative n'a eue de	Revenus d'intérêt de l'exploitation	11	29		
	répercussions sur les	Commissions de courtage	111	96	
	perspectives de l'émetteur depuis la	Commissions d'opérations sur valeurs mobilières	18	17	
	date de ses derniers états financiers vérifiés	Revenu net des opérations financières de négoce	25	60	
	et publiés, ou une description de toute détérioration	Frais généraux et administratifs	161	137	
	significative. Une description des	À la date du bilan, les fond suivants :	ls propres inscrits	s au bilan compre	ennent les éléments
	changements significatifs de la situation financière ou commerciale de l'émetteur survenus après la période couverte par les		30.11.2012 en millions d'euros (audité)	Exercice précédent (30.11.2011) en millions d'euros (audité)	
	informations financières	Capital souscrit			
	historiques.	Capital social	210,6	210,6	

Participation de l'associé passif	122,7	122,7
Réserves de capital	195,8	193,8
Réserve légale	33,0	33,0
Autres bénéfices mis en réserve	27,9	27,9

De plus, dans le cadre de l'intégration de nouvelles règles au titre de BilMoG en vertu du §340g du Code allemand du commerce (HGB), un nouveau poste séparé a été créé (« Fonds pour les risques bancaires généraux ») pour un montant de 9,4 millions d'euros (6,6 millions d'euros l'année précédente).

Le capital réglementaire imputé sous BIZ se compose d'un capital de base et de capital supplémentaire (passifs subordonnés) après approbation, comme suit :

	30.11.2012 en millions d'euros	Exercice précédent (30.11.2011) en millions d'euros
Fonds propres au bilan	590,0	588,0
Moins immobilisations	0	-1,2
Capital de base	599,3	594,3
Capitaux supplémentaires	0,0	0,0
Fonds propres	599,3	594,3
Ratios de capitaux		
Fonds propres Tier one en %	33,6	29,3
Ratio de capitaux totaux en %	33,6	29,3

En dépit de la crise de dette dans l'Eurozone et de la volatilité concomitante sur les marchés financiers internationaux, Citigroup Global Markets Deutschland AG a de nouveau réussi à dégager un bénéfice au cours de l'exercice clôturé récemment.

Informations financières semestrielles clés de Citigroup Global Markets Deutschland AG

Le tableau ci-dessous présente une comparaison de certaines statistiques financières significatives pour le premier semestre de l'exercice financier fournies dans les états financiers non-audités de 2013 entre l'exercice budgétaire antérieur et/ou les chiffres des années précédentes et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG:

	31.05.2013 en million d'Euro	30.11.2012 en million d' Euro
Total du bilan	11.147	9.543
Volume d'activité	12.628	11.162
Fonds propres	590	590
Portefeuille des prêts	5.179	5.365

Nombre d'employés à la date	263	334
du bilan		

	01.12.2012 - 31.05.2013 en million d'Euro	01.12.2011 - 31.05.2012 en million d'Euro
Revenus d'intérêt de l'exploitation	3	7
Commissions de courtage	20	33
Commissions d'opérations sur valeurs mobilières	8	9
Revenu net des opérations financières de négoce	29	16
Frais généraux et administratifs	72	70

Etats en ce qui concerne l'information tendancielle et la situation financière et commerciale.

L'Emetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2012, aucune détérioration significative n'a affecté les perspectives de l'Emetteur.

En outre, l'Emetteur déclare que depuis la date des états financiers provisoires au 31 mai 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale de l'Emetteur.

B.13 Décrire tout événement récent propre à l'émetteur et présentant un intérêt significatif pour l'évaluation de sa solvabilité.

Aucun événement présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur n'est identifié à ce moment. Cependant, Citigroup Global Markets Deutschland AG est actuellement sujet à un audit extraordinaire sur les retenues à la source fiscales par l'autorité fiscale Francfort-Hoeschst pour les années 2007-2008. Dans ce contexte l'autorité fiscale a explicité ses vues quant au fait que Citigroup Global Markets Deutschland AG aurait dû déduire et payer la retenue à la source des dividendes reçus en relation avec transactions communément appelées cum-ex transactions. S'appuyant sur ces observations l'autorité fiscale est actuellement de l'avis que Citigroup Global Markets Deutschland AG est responsable de la non déduction de la retenue à la source d'un montant supérieur à 706 Millions d'Euro pour les années 2007 et 2008. Dans le cas où l'autorité fiscale a raison, la responsabilité fiscale pour les années 2009 à 2011 pourrait se poser ce qui est impossible d'estimer pour le moment.

The principal point de départ de l'action en responsabilité des autorités fiscales est de savoir si Citigroup Global Markets Deutschland AG est qualifié de banque allemande exécutant un transaction (die den Verkaufsauftrag ausführende Stelle) durant ces années. De plus, la méthode appliquée pour identifier le montant des dommages et intérêts est débattue comme celle de savoir si Citigroup Global Markets Deutschland AG peut être tenu responsable comme débiteur principal.

De plus, il devrait être noté que . Citigroup envisage actuellement des mesures visant à optimiser sa structure d'organisation.

B.14	Si l'émetteur fait partie
	d'un groupe, décrire ce
	groupe et la place qu'y
	occupe l'émetteur. Si
	l'émetteur est
	dépendant d'autres
	entités du groupe, ce
	fait doit être clairement
	stipulé.

Citigroup Global Markets Finance Corporation à titre de société holding allemande possède 100 % des actions de l'Émetteur. En vertu du § 17 (2) de la Loi allemande sur les sociétés par actions (*Aktiengesetz*, « AktG »), il est considéré qu'une société dont la majorité des actions est détenue par une autre société est dépendante de cette autre société.

B.15 Fournir une description des principales activités de l'émetteur.

L'Émetteur est une banque d'affaire et d'investissement qui propose des solutions financières complètes dans les secteurs des opérations bancaires de l'investissement, des titres à revenu fixe, des opérations de change, des valeurs mobilières et des dérivés ainsi que des services de transactions internationales aux entreprises, aux pouvoirs publics et aux investisseurs institutionnels ; c'est en outre un émetteur majeur de warrants et de certificats dont les investisseurs finaux sont principalement des clients particuliers. Depuis la fin de l'année 2012, l'activité de l'Émetteur intègre également Citi Private Bank – Family Office Coverage Germany et Covered Bond Research.

B.16 Dans la mesure où ces informations sont connues de l'émetteur, indiquer si celui-ci est détenu ou contrôlé, directement ou indirectement, et par qui; décrire la nature de ce contrôle.

En plus de l'intégration de l'Émetteur dans le groupe de sociétés Citigroup Inc. mentionné ci-dessus, l'Émetteur est également partie liée à sa maison mère directe par un accord de transfert de pouvoir et de pertes et profits.

En vertu de cet accord, l'Émetteur a conféré la gestion de ses affaires à sa maison mère directe. De ce fait, la société holding dont dépend directement l'Émetteur, a le droit de lui donner des instructions.

L'accord impose également à l'Émetteur de transférer la totalité de son bénéfice à sa maison mère directe. En contrepartie, la maison mère directe est tenue de compenser toute perte annuelle éventuelle de l'Émetteur durant la période de validité de l'accord, comme prévu en détail par les § 302 (1) et (3) d'AktG.

Section C - Valeurs mobilières

C.1 Décrire la nature et la catégorie des valeurs mobilières offertes et/ou admises à la négociation et donner tout numéro d'identification des valeurs mobilières.

Type/forme des Warrants

Les warrants sont des instruments dérivés qui peuvent comporter un droit d'option et qui peuvent donc présenter beaucoup de points communs avec les options. L'une des principales caractéristiques des Warrants est l'effet de levier: une évolution du cours du sous-jacent peut entraîner une variation disproportionnée du cours du Warrant. L'effet de levier du Warrant joue dans les deux sens – non seulement à l'avantage de l'investisseur en cas de bonnes performances des facteurs déterminant la valeur, mais également en sa défaveur en cas de performances défavorables. Le paiement du au titre d'un Warrant lors de son exercice ou de sa liquidation prématurée dépend de la valeur du sous-jacent à ce moment.

Les Warrants seront émis sous une forme dématerialisée au porteur et seront enregistrés dans les livres du dépôt central des valeurs mobilières qui créditera les comptes des titulaires de compte. Aucun document physique attestant de la possession (notamment des *certificats représentatifs* conformément à l'Article

C.2	Indiquer dans quelle monnaie l'émission a eu lieu. Décrire toute	R.211-7 du Code monétaire et financier français) ne sera émis concernant les Warrants. Numéro d'identification des titres ISIN: DE000CF6Z576 Numéro d'identification local : 5053C Euro Chaque Warrant est transmissible selon les lois s'appliquant à chaque cas et, le
	restriction imposée à la libre négociabilité des valeurs mobilières.	cas échéant, les réglementations et les procédures respectives applicables du dépositaire central de titres dans les livres duquel le transfert est enregistré.
C.8	Décrire les droits attachés aux valeurs mobilières y compris leur rang, y compris toute restriction qui leur est applicable.	Les Warrants sont régis par la loi allemande. La constitution des Warrants peut être régie par les lois de la juridiction du dépositaire central de titres. Droits attachés aux Warrants Chaque Warrant confère à son détenteur le droit au montant en espèces détaillé à la section C.15. Statut des Warrants Les Warrants créent des obligations non garanties et non subordonnées de l'Émetteur qui se classent pari passu les unes par rapport aux autres et par rapport à toutes autres obligations actuelles et futures non garanties et non subordonnées de l'Émetteur, à l'exception des obligations qui ont priorité en raison de dispositions statutaires obligatoires. Limitations de droits L'Emetteur a le droit de résilier les Warrants et de modifier par voie d'avenant les termes et conditions en application des dispositions prévues aux termes et conditions des Warrants.
C.11	Indiquer si les valeurs mobilières offertes font ou feront l'objet d'une demande d'admission à la négociation, en vue de leur distribution sur un marché réglementé ou sur des marchés équivalents — les marchés en question	Les Warrants ont été admis sur le marché réglementé à la bourse de valeurs de Eurolist, Euronext Paris S.A., qui est un marché réglementé au sens de la Directive 2004/39/CE.

	devant alors être nommés.	
C.15	Décrire comment la valeur de l'investissement est influencée par celle du ou des instrument(s) sous-jacent(s), sauf lorsque les valeurs mobilières ont une valeur nominale d'au moins 100 000 EUR.	Description des Warrants Turbo Bull à barrière désactivante (désactivation) Les Warrants Turbo Bull à barrière désactivante permettent aux investisseurs de participer avec un effet de levier à la performance positive de la valeur sousjacente. En contrepartie, cependant, ils participent également sur une base à effet multiplicateur à toute performance négative de la valeur sous-jacente en prenant en plus le risque que le Warrant Turbo Bull à barrière désactivante perde sa valeur ou quasiment sa valeur immédiatement (événement knock-out) si le prix d'observation de la valeur sous-jacente chute au niveau ou au-dessous de la barrière désactivante à tout moment pendant la période d'observation au cours des heures d'observation. À la date d'échéance, le montant reçu par les investisseurs est égal à l'excédent, multiplié par le coefficient multiplicateur, entre le prix de référence de la valeur sous-jacente à la date d'évaluation et le prix d'exercice correspondant. Si le prix d'observation de la valeur sous-jacente atteint ou chute au-dessous de la barrière désactivante à tout moment pendant la période d'observation au cours des heures d'observation (moment de désactivation), le Warrant Turbo Bull à barrière désactivante expire, soit sans valeur, soit, si les Conditions Définitives le prévoient, presque sans valeur à un faible montant.
C.16	Indiquer la date d'expiration ou d'échéance des instruments dérivés ainsi que la date d'exercice ou la date finale de référence.	Date d'échéance: 26.06.2014 Date d'exercice: Date d'évaluation Date d'évaluation: 19.06.2014
C.17	Décrire la procédure de règlement des instruments dérivés.	Dans le cas de Warrants à exercice automatique, cà-d. d'une modalité d'exercice européenne, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au crédit des détenteurs du warrant enregistrés auprès du dépositaire central à la clôture du jour ouvrable bancaire précédent au siège social du dépositaire central de titres. Le dépositaire central de titres s'est engagé auprès de l'Émetteur à faire un transfert ultérieur correspondant.
C.18	Indiquer les modalités relatives au produit des instruments dérivés.	Dans le cas de Warrants à modalité d'exercice européenne, le droit d'option ne peut être exercé par le détenteur du warrant qu'à la date d'évaluation pour le warrant concerné. Si le montant en numéraire aboutit à une valeur positive, le droit d'option attaché au warrant concerné est considéré exercé à la date d'évaluation sans autres conditions préalables et sans soumission d'une notification explicite d'exercice (« Exercice Automatique »).
C.19	Indiquer le prix	Prix de référence à la date d'évaluation : Cours de clôture

C.20	d'exercice ou le prix de référence final du sous-jacent. Décrire le type de sous-jacent utilisé et indiquer où trouver les informations à son sujet.	Type: action ou titre représentant des actions WKN (Numéro d'identification des valeurs mobilières allemandes): 887771 ISIN: FR0000131104 Société: BNP Paribas Bourse de valeurs mobilières concernée: Euronext Paris Page de Reuters: BNPP.PA
		Site Web: www.bnpparibas.com
Section	n D – Risques	
D.2	Fournir les	Risque d'arrêt ou de restriction de la fixation du prix par l'Emetteur
	informations clés concernant les principaux risques propres à l'émetteur.	Si l'Émetteur devait limiter ou abandonner complètement son intention de fixer les prix de l'offre et de la demande, le danger existerait, au cas où les prix des Warrants ne seraient pas fixés par aucune autre partie, que les investisseurs doivent attendre l'échéance finale des Warrants ou, lorsque l'exercice est possible, qu'ils doivent exercer leur droit d'option.
		Risque de liquidité en dépit d'un accord de transfert de pouvoir et de pertes et profits
		L'Émetteur ne serait également pas en mesure d'honorer les obligations liées aux titres en dépit d'un accord de transfert de pouvoir et de pertes et profits si, dans le cas où l'Émetteur générait une perte nette, bien que la maison mère directe soit en principe tenue de prendre cette perte à son compte, il était incapable ou non disposé à se conformer à cet engagement contractuel en raison de ses propres difficultés de trésorerie ou de surendettement.
		Courtage de transactions pour d'autres sociétés du Groupe et répartition du travail au sein de Citigroup
		L'essentiel du revenu de commission de l'Émetteur se compose du revenu des prix de cession des transactions de courtage avec les sociétés apparentées. Les coûts pour l'Émetteur résultant de l'échange de services avec différentes sociétés du Groupe sont remboursés sur la base des accords existants en utilisant les prix de cession. À cette fin, le revenu et les dépenses, en particulier le revenu de commission pour les transactions réalisées avec l'assistance de la banque à titre de conseiller dans le cadre de ses activités commerciales, sont déterminés et alloués aux différents secteurs fournissant les services. Les transactions se rapportent à la négociation sur les titres, les émissions d'obligations et la gestion financière d'entreprise ainsi qu'à la vente de produits structurés, dérivés de titres de sociétés et les produits de gestion de devises, et aux opérations bancaires internationales. Ce processus est coordonné étroitement dans l'ensemble des secteurs avec Citigroup Global Markets Limited, Londres, en particulier, et également avec Citibank, N.A., Londres.

Si une décision était prise au sein de Citigroup pour réaffecter les activités concernées à d'autres sociétés du Groupe, l'Émetteur pourrait perdre une importante source de revenu.

Les risques de l'activité de prêt

Le portefeuille de prêt de l'Émetteur consiste principalement en prêts accordés à des clients internationaux dans les secteurs de l'industrie et des services financiers ayant des notations de crédit de qualité. Les défauts de remboursement de prêt ont été évités ces dernières années grâce à cette politique commerciale. Le portefeuille de prêts consiste principalement en un nombre raisonnable d'unités empruntrices, comme le prescrit la loi allemande sur les opérations bancaires. Si des emprunteurs individuels importants du portefeuille de l'Émetteur n'étaient pas en mesure d'honorer leurs obligations, une forte hausse des provisions pour pertes sur prêt serait envisageable en principe et des défauts de remboursement sur prêts pourraient se produire.

Risque de taux d'intérêt

Le département des risques et trésorerie évalue et maîtrise le risque sur taux d'intérêt de l'Émetteur. L'exposition de l'Émetteur à des fluctuations des taux d'intérêt peut être un risque à moyen ou à long terme pour la détention de titres liquides si ceux-ci n'étaient pas à l'origine couverts par des transactions de couverture telles que des accords de swap de taux d'intérêt. Il en va de même pour les emprunts à moyen et long terme accordés par l'Émetteur. Un risque significatif de fluctuation des taux d'intérêt pourrait survenir lorsque les taux d'intérêt ne font pas l'objet d'un suivi attentif et en temps opportun, ce qui peut générer le danger concomitant qu'une mesure pour couvrir une telle exposition au risque de taux d'intérêt ne soit pas prise suffisamment tôt.

Risque opérationnel

L'Émetteur a transféré un certain nombre de domaines qui sont importants pour une gestion et un contrôle appropriés de ses activités économiques et les risques qui s'y rapportent à d'autres sociétés au sein et à l'extérieur de Citigroup. Au cas où les sociétés auxquelles ces domaines ont été transférés ne s'acquitteraient pas de leurs obligations contractuelles ou ne le feraient pas en temps opportun, la capacité de l'Émetteur à assumer ses propres obligations découlant des titres qu'il a émis aux dates prévues pourrait également être compromise.

Risque fiscal

Les décisions fiscales prises concernant l'Émetteur sont régulièrement soumises à un examen ultérieur sous forme d'audit fiscal externe ou d'arbitrage des affaires individuelles par les tribunaux compétents. Cette pratique est courante et signifie qu'un rappel d'impôts peut être décidé par l'administration fiscale des années après l'évaluation initiale en raison d'un contrôle fiscal ou d'une décision à portée générale rendue par un tribunal fiscal.

Risques généraux liés à l'activité

Risque de règlement

Le risque qu'une transaction soit traitée de manière incorrecte, ou qu'une transaction soit exécutée différemment des intentions et des attentes de la

direction de l'Emetteur.

• Risque en matière d'information

Le risque que l'information, qui a été produite, reçue, transmise ou conservée au sein ou à l'extérieur du siège social de l'Émetteur ne soit plus accessible. En outre, de telles informations peuvent être de qualité médiocre ou avoir été mal exploitées ou encore avoir été obtenues sans autorisation. Le risque en matière d'information inclut également les risques provenant des systèmes en tant que tels et utilisés pour le traitement de l'information.

• Risque de réputation

Il représente le risque pour l'Emetteur que la relation avec ses clients se détériore si le niveau de qualité de ses services est insuffisant ou le risque que les transactions soient traitées de manière incorrecte. Ce risque inclut également le risque de développer des relations d'affaires avec des contreparties dont les pratiques ne sont pas conformes aux normes ou à l'éthique de l'Émetteur.

Risque lié au personnel

L'Émetteur fait appel à des professionnels et des cadres dirigeants qualifiés. Le risque lié au personnel inclut le risque d'une rotation importante du personnel et le risque que l'Émetteur ne soit pas en mesure de retenir un personnel qualifié en nombre suffisant, mais également le risque que les employés de l'Émetteur enfreignent en connaissance de cause ou par négligence les règles fixées ou les standards éthiques de pratique établis par la société.

• Risques juridiques et réglementaires

L'Émetteur considère les risques juridiques comme tout risque résultant des contrats engageant sa responsabilité et de la loi applicable. Les risques réglementaires résultent de l'environnement juridique dans lequel l'Émetteur réalise ses opérations.

Risques de fraude

Risques internes et externes de fraude tels que la corruption, le délit d'initié et le vol de données.

informations clés concernant les principaux risques propres aux valeurs mobilières. Inclure un avertissement

Fournir

D.6

informant
l'investisseur qu'il
pourrait perdre tout
ou partie, selon le
cas, de la valeur de
son investissement

les

Facteurs généraux de risque des Warrants

Risque de perte totale

Les Warrants constituent des instruments d'investissement particulièrement risqués. Ils impliquent un niveau de risque particulièrement élevé de perdre le capital investi, y compris une perte totale, plus les coûts de transaction encourus et tous les coûts d'emprunt.

Risque de défaillance de l'Émetteur des Warrants

Au cas où l'Émetteur deviendrait insolvable, les investisseurs pourraient subir une perte pouvant aller jusqu'à une perte totale. En tant que titres au porteur, les Warrants n'entrent pas dans le champ des dispositions prévues pour la protection

et/ou, si le risque encouru par l'investisseur ne se limite pas à la valeur investissement, une mention de ce fait, assortie d'une description des cas où ce surcroît de risque se matérialise ainsi effets que des financiers probables cette matérialisation.

des dépôts.

Risque résultant de fluctuations de prix des Warrants supérieures à la moyenne (effet de levier)

L'une des principales caractéristiques des Warrants est l'effet de levier : une évolution du cours de la valeur sous-jacente peut entraîner une variation disproportionnée du cours du Warrant. En même temps, les Warrants génèrent également des risques de perte supérieurs à la moyenne.

Risque d'absence ou de non-fonctionnement d'un marché secondaire de Warrants ou de manque de disponibilité du système de transactions électroniques de l'Émetteur

Les investisseurs ne devraient pas présumer qu'ils seront en mesure de vendre un Warrant à un moment particulier ou à un prix particulier pendant sa période de validité. Les investisseurs devraient plutôt partir de l'hypothèse que le prix en bourse ne peut se situer que dans les limites de la fourchette de prix acheteur et vendeur indiquée par l'Émetteur, si elle est disponible, et que leurs ordres d'achat ou de vente en bourse seront exécutés avec l'Émetteur en qualité de contrepartie directe ou indirecte.

Risque lié à la cessation du négoce sur le marché secondaire immédiatement avant une échéance finale

L'Emetteur et/ou le marché cessent de négocier les Warrants juste avant leur date d'évaluation. Cependant, le prix de référence de la valeur sous-jacente à la date d'évaluation et/ou le taux de change applicable, lesquels sont importants dans la détermination du montant des Warrants, peuvent varier entre le dernier jour de cotation et la date d'échéance, dans un sens défavorable à l'investisseur. Il existe un risque particulier que le prix de la valeur sous-jacente atteigne, chute audessous ou dépasse une barrière pour la première fois juste avant que le prix de référence à la date d'évaluation soit déterminé et après la clôture de la cotation sur le marché secondaire.

Risque sur la devise relatif à la valeur intrinsèque des Warrants

La performance de l'investissement est soumise à un risque sur la devise si la valeur sous-jacente sur laquelle les Warrants sont basés est libellée dans une devise autre que la devise dans laquelle le montant en numéraire est versé (devise de règlement).

Risques d'événements perturbant le fonctionnement du marché

En cas de survenue d'événements perturbant le fonctionnement du marché pour la valeur sous-jacente, l'Émetteur a le droit de repousser la date d'évaluation du prix de référence de l'exercice. Ceci peut entraîner un risque supplémentaire pour les investisseurs si la valeur sous-jacente réalise une performance négative pendant la durée du report ou, le cas échéant, si le taux de change utilisé pour convertir la valeur intrinsèque en devise de règlement fluctue dans un sens défavorable à l'investisseur.

Facteurs de risque spécifiques au produit

Risque relatif à la perte de la valeur temps des Warrants en fonction de la durée résiduelle

Le prix des Warrants est calculé sur la base de deux composants du prix (la valeur intrinsèque et la valeur temps) La valeur intrinsèque des Warrants pendant leur période de validité est égale à la différence (si elle est positive), multipliée par le coefficient multiplicateur, entre la valeur sous-jacente et le prix d'exercice (warrants Call). Le montant de la valeur temps, d'autre part, est essentiellement déterminée en fonction de la durée résiduelle du Warrant et de la fréquence et de l'intensité des fluctuations du prix de la valeur sous-jacente attendues par l'Émetteur pendant la durée résiduelle du Warrant (volatilité implicite).

Risques relatifs à d'autres facteurs affectant la valeur comme les taux d'intérêt du marché monétaire, les dividendes attendus et les coûts de refinancement de l'Émetteur

Les autres facteurs affectant le prix des Warrants comprennent, notamment, les taux d'intérêt sur le marché monétaire pour la durée résiduelle, le revenu attendu des transactions de couverture de l'Émetteur concernant la valeur sous-jacente et le niveau des coûts de refinancement de l'Émetteur pour réaliser ces transactions de couverture.

Même si le prix de la valeur sous-jacente s'élève, dans le cas d'une option call, ou chute, dans le cas d'une option put, la valeur du Warrant peut diminuer en raison des autres facteurs affectant la valeur. Compte tenu de la durée de validité limitée du Warrant, aucune garantie ne peut être donnée quant à une remontée du prix du Warrant dans les délais. Plus la durée résiduelle est courte, plus le risque est grand.

Risque relatif aux transactions de couverture sur la valeur sous-jacente dans le cas de Warrants à barrière désactivante

Dans le cas de Warrants à barrière désactivante, on ne peut exclure l'éventualité que les activités de l'Émetteur pour la prise ou le débouclement de positions de couverture puissent intensifier les fluctuations de prix de la valeur sous-jacente des Warrants au point qu'un événement désactivant soit déclenché et qu'en conséquence les droits d'option expirent prématurément sans valeur.

Risque de survenue d'un événement désactivant en dehors des heures de négociation sur le marché secondaire

Les investisseurs sont en principe exposés au risque qu'un événement désactivant puisse également se produire en dehors des heures où les Warrants sont habituellement négociés. Ce risque est particulièrement significatif dans les circonstances où les heures de négociation pour les Warrants diffèrent des heures de négociation normales des valeurs sous-jacentes.

Risque de perte totale avant l'échéance en raison de la survenue d'un événement désactivant

La période de validité des Warrants Turbo Bull expire prématurément au moment de la désactivation et les droits d'option Turbo expirent sans valeur, au cas où le prix de la valeur sous-jacente défini dans les termes et conditions est égal à ou inférieur (Bull) la barrière désactivante du Warrant Turbo au cours d'une période d'observation définie dans les termes et conditions. Si un événement désactivant se produit, les investisseurs subiront une perte totale de leur capital investi.

Risque sur le prix relatif à un accroissement de la volatilité implicite

Dans le cas des Warrants Turbo, le prix des Warrants pendant leur période de validité est influencé par d'autres facteurs affectant la valeur en plus du prix de la valeur sous-jacente, notamment la volatilité implicite de la valeur sous-jacente. Du point de vue de l'investisseur, une augmentation de la volatilité implicite de la valeur sous-jacente représente un risque sur le prix si le prix de la valeur sous-jacente est proche de la barrière désactivante.

Risque de perte totale en raison de bonds du prix de la valeur sous-jacente (risque de gap)

Le risque d'un bond du prix de la valeur sous-jacente, par exemple entre l'heure de clôture des négociations la veille et l'heure d'ouverture des cours le lendemain, qui pourrait déclencher un événement désactivant, est dénommé risque de gap.

Section E - Offre

E.2b Indiquer les raisons de l'offre et l'utilisation prévue du produit de celle-ci, lorsqu'il s'agit de raisons autres que la réalisation d'un bénéfice et/ou la couverture de certains risques.

Sans objet; les raisons de l'offre sont de réaliser des profits et/ou de prendre une couverture par rapport à certains risques et le produit net de l'émission de Warrants présentés dans le Prospectus de Base seront utilisés par l'Émetteur à des fins générales.

E.3 Décrire les modalités et les conditions de l'offre.

Méthode de présentation de l'offre, offreur et date d'émission des Warrants

Les Warrants sont offerts de gré à gré en continu.

L'offre des Warrants commence en France le 22.01.2014.

Les offreur des Warrants est: l'Émetteur

La date d'émission est: 22.01.2014

Restriction imposée à la libre négociabilité des valeurs mobilières

Les Warrants peuvent être offerts ou vendus seulement si l'ensemble des lois et règlementations relatives aux valeurs mobilières en vigueur dans la juridiction dans laquelle un achat, une offre, une vente ou une livraison de Warrants est effectué ou dans laquelle le présent document est diffusé ou conservé pour inspection ont été respectées, et si tous les consentements ou autorisations nécessaires pour l'achat, l'offre, la vente ou la livraison des Warrants conformément aux normes légales en vigueur dans cette juridiction ont été obtenus.

En particulier, les Warrants ne sont pas et ne seront pas enregistrés conformément à la Loi sur les valeurs mobilières des États-Unis (*United States Securities Act*) de 1933 telle qu'amendée. Ils ne peuvent être offerts, vendus, négociés ou livrés au sein des États-Unis directement ou indirectement par ou

pour le compte d'un ressortissant des États-Unis (comme défini dans la Réglementation S conformément à la Loi sur les valeurs mobilières des États-Unis de 1933), excepté dans le cas d'exemption des conditions d'enregistrement de la Loi sur les valeurs mobilières. Toute personne recevant le montant de liquidités correspondant aux termes et conditions est considérée comme ayant fait une déclaration indiquant que la personne titulaire des droits découlant des Warrants n'est pas un ressortissant des États-Unis.

Prix d'émission, frais et taxes relatifs à l'achat

Le prix d'émission initial est de EUR 0,15.

Sans objet, l'achat de Warrants ne faisant supporter aucun coût ou taxe à l'Émetteur notamment pour les acheteurs ou les souscripteurs.

E.4 Décrire tout intérêt, y compris les intérêts conflictuels, pouvant influer sensiblement sur l'émission/l'offre.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui agissent généralement en qualité d'agent de calcul des Warrants. Cette activité peut entraîner des conflits d'intérêt dans la mesure où les responsabilités de l'agent de calcul comprennent certaines déterminations et décisions qui pourraient avoir un effet négatif sur le prix des Warrants ou le montant des liquidités.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent s'engager dans des transactions de négoce sur la valeur sous-jacente, sur d'autres instruments qui s'y rapportent, ou sur des dérivés, des options boursières ou des contrats à terme en bourse, ou peuvent émettre d'autres valeurs et dérivés fondés sur la valeur sous-jacente. Les sociétés peuvent également intervenir dans l'acquisition de nouvelles parts ou d'autres titres de la valeur sous-jacente ou, dans le cas d'indices de valeurs, de sociétés individuelles incluses dans l'indice, ou agir en qualité de conseillers financiers pour les entités auxquelles il est fait référence ou collaborer avec elle dans le secteur de la banque d'affaires. Les sociétés sont tenues de s'acquitter de leurs obligations à ce titre, indépendamment des conséquences qui peuvent en résulter pour les détenteurs de warrants et, le cas échéant, devront prendre les mesures qu'elles considèrent nécessaires ou appropriées pour se protéger ou sauvegarder leurs intérêts dans le cadre de ces relations d'affaires. Les activités visées ci-dessus pourraient entraîner des conflits d'intérêt et avoir un effet négatif sur le prix de la valeur sous-jacente ou des titres qui lui sont associés comme les Warrants.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent émettre des titres dérivés supplémentaires fondés sur la valeur sous-jacente, ou sur des éléments constitutifs de la valeur sous-jacente, notamment des titres dont les caractéristiques sont identiques ou similaires à celles des Warrants. L'introduction de tels produits, qui concurrencent les Warrants, peuvent avoir un effet sur le prix de la valeur sous-jacente ou les éléments constitutifs de la valeur sous-jacente et donc aussi sur le prix des Warrants. L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent recevoir des informations de nature non publique se rapportant à la valeur sous-jacente, ou à des éléments constitutifs de la valeur sous-jacente, mais ne sont pas tenus de les communiquer aux détenteurs de warrants. De plus, les sociétés appartenant à Citigroup ou affiliées à lui peuvent publier des rapports de recherche se rapportant à la valeur sous-

		jacente ou aux éléments constitutifs de la valeur sous-jacente. Les activités de ce type peuvent créer certains conflits d'intérêt et affecter le prix des Warrants.
E.7	Donner une estimation des dépenses facturées à l'investisseur par l'émetteur ou l'offreur.	Les dépenses estimées pour les Warrants, y compris le coût d'admission à la négociation sont compris(es) dans le prix d'émission ou au prix de vente, le cas échéant. Si l'investisseur achète des Warrants auprès d'un distributeur, le prix d'achat à payer par l'investisseur pourra comprendre des commissions de vente devant être communiquées au distributeur.

Citigroup Global Markets Deutschland AG

Frankfurt am Main

(Issuer)

Final Terms dated

21 January 2014

to the

Tripartite Base Prospectus dated 13 May 2013 as amended (the "Tripartite Base Prospectus")

TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT

based on the following underlying:

Chevron

ISIN: DE000CF6Z584

The respective Final Terms to the Tripartite Base Prospectus will be made available as a separate document in paper form free of charge at the address of the relevant paying agent and published on the Issuer's website (www.citifirst.com).

The subject matter of the Final Terms is Turbo Warrants with knock-out (Product No. 2) (the "Warrants" or the "Series") based on a share or a security representing shares, issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer").

The Final Terms were prepared in accordance with Article 5 (4) of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (as most recently amended by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010) (the "Prospectus Directive") and must be read in conjunction with the Tripartite Base Prospectus (consisting of the Summary and the Securities Note, each dated 13 May 2013, and the Registration Form of Citigroup Global Markets Deutschland AG dated 3 May 2013, including any supplements). Complete information about the Issuer and the offer of the Warrants can be obtained only from a synopsis of these Final Terms together with the Tripartite Base Prospectus (including all related supplements, if any).

The Final Terms to the Tripartite Base Prospectus take the form of a separate document within the meaning of Article 26 (5) of Commission Regulation (EC) No. 809/2004 of 29 April 2004 as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012 and Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012 (the "**Prospectus Regulation**").

An issue specific summary that has been completed for the Warrants is attached to these Final Terms.

INFORMATION ABOUT THE TERMS AND CONDITIONS – ISSUE SPECIFIC CONDITIONS

With respect to the Series of Warrants, the Issue Specific Conditions applicable to the Turbo Bull or Bear Warrants with Knock-Out, as replicated in the following from the Tripartite Base Prospectus and supplemented by the information in the Annex to the Issue Specific Conditions as set out below, and the General Conditions contain the conditions applicable to the Warrants (referred to together as the "Conditions"). The Issue Specific Conditions should be read in conjunction with the General Conditions.

Part A. Product Specific Conditions

No. 1 Option Right

Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer") hereby grants the holder (each a "Warrant Holder") of Turbo Bull or Bear Warrants with Knock-Out (the "Warrants"), based on the Underlying as specified in detail in each case in Table 1 and Table 2 of the Annex to the Issue Specific Conditions, the right (the "Option Right") to require the Issuer to pay the Cash Amount (No. 2 (1) of the Issue Specific Conditions) or the Termination Amount (No. 2 of the General Conditions) in accordance with these Terms and Conditions.

No. 2 Cash Amount; Definitions

- (1) The "Cash Amount" for each Warrant, subject to the occurrence of a Knock-Out Event (No. 2a of the Issue Specific Conditions) or the early redemption of the Warrants by the Issuer (No. 2 of the General Conditions), shall be the Intrinsic Value of a Warrant, if the latter is already expressed in the Settlement Currency, or the Intrinsic Value of a Warrant converted into the Settlement Currency using the Reference Rate for Currency Conversion.
- (2) The "Intrinsic Value" of a Warrant shall be the difference, expressed in the Reference Currency and multiplied by the Multiplier, by which the Reference Price of the Underlying determined on the Valuation Date is higher than (Bull Warrants) or lower than (Bear Warrants) the respective Strike.
- (3) The following definitions shall apply in these Terms and Conditions:

"Additional Securities Euroclear System, Brussels; Clearstream Banking S.A.,

Depositaries": Luxembourg

"Auxiliary Location": London, United Kingdom

"Banking Day": Every day on which the commercial banks in Paris and

Frankfurt am Main are open for business, including trade

in foreign currencies and the receipt of foreign currency deposits (except for Saturdays and Sundays), the TARGET2-System is open and the Central Securities Depositary settles payments. "TARGET2-System" shall mean the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) payment system or any successor system.

"Central Securities Depositary": Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

France

France

"Clearing Territory of the

Central Securities Depositary":

"Currency Conversion Date": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Exchange Rate Reference

Agent":

EURO-FX reference rate system, whose reference exchange rates are published on Reuters page

EUROFX/1.

"Exercise Date": Valuation Date.

"Form of the Warrants": The Warrants will be issued in dematerialized bearer form

(au porteur) and inscribed in the books of the Central Securities Depositary which shall credit the accounts of the Account Holders. No physical document of title (including certificats représentatifs pursuant to Article R.211-7 of the French Monetary and Financial Code (Code monétaire et financier)) will be issued in respect of

the Warrants.

"Issue Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Issuer's Website": www.citifirst.com

"**Knock-Out Barrier**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Knock-Out Cash Amount": zero

"Maturity Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Minimum Exercise Volume": 1 Warrant(s) per ISIN or an integral multiple thereof

"Minimum Trading Volume": 1 Warrant(s) per ISIN or an integral multiple thereof

"Modified Valuation Date + 1": The first day following the Valuation Date on which the

Reference Rate for Currency Conversion is determined and published by the Exchange Rate Reference Agent.

"Modified Valuation Date": The first Valuation Date on which the Reference Rate for

Currency Conversion is determined and published by the

Exchange Rate Reference Agent.

"Multiplier": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Number": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Observation Period": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"**Reference Currency**": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"**Reference Price**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Reference Rate for Currency

Conversion":

The conversion of the Reference Currency into the Settlement Currency will be effected at the offered rate, expressed in indirect quotation, calculated an published on the Currency Conversion Date by the Exchange Rate Reference Agent at approximately 1:00 p.m. Frankfurt am Main local time.

If the method of calculating the Reference Rate for the Currency Conversion by the Exchange Rate Reference Agent changes materially or the Reference Rate is discontinued entirely, the Issuer is entitled to name a writeble content of the fair discontinued.

suitable replacement at its fair discretion.

"Settlement Currency": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Strike": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type of Exercise": European

"Underlying": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Valuation Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation

Date.

"Valuation Date + 1": not applicable

No. 2a Knock-Out

If the Observation Price of the Underlying (No. 5 (2) of the Issue Specific Conditions) expressed in the Reference Currency is equal to or falls below (Bull Warrants) or is equal to or exceeds (Bear Warrants) the Knock-Out Barrier of the Warrant specified in Table 1 of the Annex to the Issue Specific Conditions (the "**Knock-Out Event**") during the Observation Period (No. 2 (3) of the Issue Specific Conditions) during the Observation Hours (No. 5 (2) of the Issue Specific Conditions) at any time (referred to in the following as the "**Knock-Out Time**"), the term of the Warrants shall end early at the Knock-Out Time. In this event, the Cash Amount for each Warrant shall be equal to the Knock-Out Cash Amount (No. 2 (3) of the Issue Specific Conditions). The Issuer will give notice without delay in accordance with No. 4 of the General Conditions that the price of the Underlying has reached or fallen below (Bull Warrants) or reached or exceeded (Bear Warrants) the Knock-Out Barrier.

No. 3 Exercise of the Option Rights

- I. Applicable in the case of Warrants with a European Type of Exercise (as indicated for the respective series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):
- (1) The Option Right may be exercised by the Warrant Holder only with effect as of the Valuation Date for the respective Warrant.
 - If the Cash Amount results in a positive value, the Option Right attaching to the respective Warrant shall be deemed to be exercised on the Valuation Date without further preconditions and without the submission of an explicit Exercise Notice (referred to in the following as "Automatic Exercise").
- (2) The Issuer will transfer any positive Cash Amount to the Central Securities Depositary on the Maturity Date for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid.
- (3) The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer. In the event that the onward transfer of the Cash Amount or of the fair market value is not possible within three months after the Maturity Date ("Presentation Period"), the Issuer shall be entitled to deposit the relevant amounts with the Frankfurt am Main Local Court for the Warrant Holders at their risk and expense with a waiver of its right to reclaim those amounts. Upon the deposit of the relevant amounts with the Court, the claims of the Warrant Holders against the Issuer shall expire.
- (4) All taxes or other levies that may be incurred in connection with the payment of the Cash Amount or of the fair market value shall be borne by the Warrant Holders.

- (5) If the Valuation Date falls between the date on which the Issuer determines that there are grounds for making an Adjustment in accordance with No. 6 of the Issue Specific Conditions and the date on which the Issuer has given notice of the Adjustments (referred to in the following as the "Adjustment Period"), the Valuation Date shall be the first Banking Day common to the head office of the Issuer and to the location of the Central Securities Depositary following the date on which the Issuer has given notice of the Adjustments for the Valuation Date. The calculation of the Cash Amount in accordance with No. 2 of the Issue Specific Conditions shall be based on the relevant Reference Price of the Underlying on the Valuation Date together with the Adjustments made by the Issuer.
- (6) The Cash Amount and the fair market value shall be paid in the Settlement Currency without a requirement for the Issuer to give notice of any kind.
- (7) A declaration shall be deemed to have been made automatically that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell, resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the respective series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

(1) For the exercise of the Warrants to be effective, the holder of the respective Warrant must comply with the preconditions set out below with respect to the relevant Exercise Agent within the Exercise Period for the respective Warrant. The Exercise Period for the Warrants shall begin in each case on the third Banking Day after the Issue Date and shall end in each case at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the Valuation Date or, if the Reference Price of the Underlying is usually determined before 11.00 a.m. (local time at the location of the relevant Exercise Agent), the Exercise Period ends at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the last Trading Day preceding the last Valuation Date. The provisions of paragraphs (2) to (4) of this No. 3 II shall also apply.

If the Option Rights are exercised via the Exercise Agent in **France**, the Warrant Holder must submit to Citibank International plc., France (the "**Exercise Agent**") at the following address:

Citibank International plc. - Service Titres, 1-5 Rue Paul Cezanne, 75008 Paris, France

a properly completed "Paris" Exercise Notice for the respective ISIN (International Securities Identification Number) using the form available from the Issuer (referred to in the following as "Exercise Notice") and must have transferred the Warrants which it is intended to exercise

- to the Issuer crediting its account No. 186 at Euroclear France, account nature 51 or its account No. 67098 at Clearstream Luxembourg.

The Exercise Notice must specify:

- the ISIN (International Securities Identification Number) of the Warrant series and the number of Warrants intended to be exercised and
- the account of the Warrant Holder with a bank in France into which the Cash Amount is to be paid. If the Exercise Notice does not specify an account or specifies an account outside France, a check for the Cash Amount will be sent to the Warrant Holder at his risk by normal post to the address given in the Exercise Notice within five (5) Banking Days in Frankfurt am Main and Paris following the Valuation Date.
- Confirmation must also be given that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell, resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.
- (2) The Exercise Notice shall become effective on the Exercise Date according to No. 2 (3) of the Issue Specific Conditions. The Exercise Notice may not be revoked, including during the period prior to the date on which it becomes effective. All of the preconditions set out in No. 3 (1) of the Issue Specific Conditions must be satisfied within five (5) Banking Days of the occurrence of the first precondition. In any other circumstances, the Issuer shall have the right to return any payments already made to the Warrant Holder without interest at his risk and expense; in this event the Exercise Notice shall not become effective.
- (3) Option Rights that have not been exercised effectively in accordance with paragraphs (1) and (2) shall be deemed, subject to early termination by means of extraordinary Termination pursuant to No. 2 of the General Conditions, to be exercised on the final day of the Exercise Period without further preconditions, if the Cash Amount is positive ("Automatic Exercise"). In the event of Automatic Exercise, the confirmation referred to in the last subparagraph of paragraph (1) shall be deemed to have been given automatically. In any other circumstances, all rights arising from the Warrants that have not been exercised effectively by then shall expire on that day and the Warrants shall become invalid.
- (4) All taxes or other levies that may be incurred in connection with the exercise of the Warrants shall be borne by the Warrant Holder.
 - The exercise or settlement amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.
- (5) The Issuer will transfer any Cash Amount to the Central Securities Depositary on the Payment Date upon Exercise for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head

office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid.

The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer.

No. 4 (not applicable)

Part B. Underlying Specific Conditions

No. 5 Underlying

- (1) The "Underlying" shall be the share or security representing shares specified as the Underlying in Table 2 of the Annex to the Issue Specific Conditions of the Company specified in Table 2 of the Annex to the Issue Specific Conditions (the "Company").
- (2) The "Reference Price" of the Underlying shall correspond to the price specified as the Reference Price of the Underlying in Table 1 of the Annex to the Issue Specific Conditions, as calculated and published on Trading Days on the Relevant Exchange specified in Table 2 of the Annex to the Issue Specific Conditions (the "Relevant Exchange"). The "Observation Price" of the Underlying shall correspond to the prices for the Underlying calculated and published on an ongoing basis on the Relevant Exchange on Trading Days. "Observation Hours" shall be the Trading Hours. "Trading Days" shall be days on which the Underlying is normally traded on the Relevant Exchange on Trading Days.

No. 6 Adjustments

(1) If an Adjustment Event pursuant to paragraph (2) of this No. 6 occurs, the Issuer shall determine whether the relevant Adjustment Event has a diluting, concentrative or other effect on the computed value of the Underlying and, if such is the case, shall if necessary make a corresponding Adjustment to the affected features of the Warrants, which in its reasonable discretion is appropriate in order to take account of the diluting, concentrative or other effect and to leave the Warrant Holders as far as possible in the same position in financial terms as they were in before the Adjustment Event took effect. The Adjustments may relate, *inter alia*, to the Strike, the Multiplier and other relevant features, as well as to the replacement of the Underlying by a basket of shares or other assets or, in the event of a merger, by an adjusted number of shares of the absorbing or newly formed company and, where relevant, the specification of a different exchange as the Relevant Exchange and/or a different currency as the Reference Currency. The Issuer may (but is not obliged to) base the determination of this appropriate Adjustment on the adjustment made in response to the relevant Adjustment Event by a futures exchange, on which options or futures contracts on the Underlying are traded at

the time of the Adjustment Event, in respect of options or futures contracts on the relevant share traded on that futures exchange.

(2) An "Adjustment Event" shall be:

- (a) the subdivision (stock split), combination (reverse stock split) or reclassification of the respective shares or the distribution of dividends in the form of bonus shares or stock dividends or a comparable issue;
- (b) the increase in the capital of the Company by means of the issue of new shares in return for capital contributions, with the grant of a direct or indirect subscription right to its shareholders (capital increase for capital contributions);
- (c) the increase of the capital of the Company from its own financial resources (capital increase from corporate funds);
- (d) the grant by the Company to its shareholders of the right to subscribe for bonds or other securities with option or conversion rights (issue of securities with option or conversion rights);
- (e) the distribution of an extraordinary dividend;
- (f) the spin-off of a division of the Company in such a way that a new, independent company is formed or the division is absorbed by a third company, with the grant to the shareholders of the Company of shares in either the new company or the absorbing company for no consideration;
- (g) the permanent delisting of the Underlying on the Relevant Exchange as a result of a merger by absorption or new company formation or for another reason;
- (h) other comparable events that could have a diluting, concentrative or other effect on the calculated value of the Underlying.
- (3) The rules described in the preceding paragraphs shall apply analogously to securities representing shares as the Underlying (such as ADRs, ADSs or GDRs).
- (4) Changes in the method of calculating the Reference Price or other prices for the Underlying that are relevant in accordance with these Terms and Conditions, including a change in the Trading Days or Trading Hours relevant for the Underlying, shall entitle the Issuer to adjust the Option Right accordingly in its reasonable discretion. The Issuer shall determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change.
- (5) In the event that the Underlying is permanently delisted on the Relevant Exchange but continues to be listed on another exchange or another market which the Issuer in its reasonable discretion considers to be suitable (the "New Relevant Exchange"), then, subject to extraordinary Termination of the Warrants by the Issuer pursuant to No. 2 of the General Conditions, the Cash Amount shall be calculated on the basis of the corresponding prices for the Underlying calculated and published on the New Relevant Exchange. In addition, all references in these Terms and Conditions to the Relevant Exchange shall then be deemed, insofar as the context allows, to be references to the New Relevant Exchange.

- (6) In the event that a voluntary or compulsory liquidation, bankruptcy, insolvency, winding up, dissolution or comparable procedure affecting the Company is initiated, or in the event of a process as a result of which all of the shares in the Company or all or substantially all of the assets of the Company are nationalized or expropriated or required to be transferred in some other way to government bodies, authorities or institutions, or if following the occurrence of an event of another kind the Issuer reaches the conclusion that it is not possible to make an Adjustment that would reflect the changes that have occurred appropriately from a financial point of view, then the Issuer will terminate the Warrants pursuant to No. 2 of the General Conditions.
- (7) The Issuer shall give notice of the Adjustments and the date on which the Adjustments become effective in accordance with No. 4 of the General Conditions.

No. 7 Market Disruption Events

(1) If a Market Disruption Event in accordance with paragraph (2) of this No. 7 exists on the Valuation Date, then the Valuation Date shall be postponed to the next following day which fulfills the criteria for a Valuation Date in accordance with No. 2 of the Issue Specific Conditions and on which a Market Disruption Event no longer exists. The Issuer shall endeavor to give notice to the Warrant Holders without delay in accordance with No. 4 of the General Conditions that a Market Disruption Event has occurred. However, there shall be no obligation to give notice. If, as a result of the provisions of this paragraph, the Valuation Date has been postponed for five (5) consecutive days that fulfill the criteria for a Valuation Date in accordance with No. 2 (3) of the Issue Specific Conditions and if the Market Disruption Event continues to exist on that day as well, then that day shall be deemed to be the Valuation Date and the Issuer shall determine the Cash Amount in its reasonable discretion taking account of the market conditions prevailing on any such deemed Valuation Date.

(2) "Market Disruption Event" shall mean

- (i) the suspension or restriction of trading in the Underlying on the Relevant Exchange, or
- (ii) the suspension or restriction of trading (including the lending market) in a futures or options contract based on the Underlying on a Futures Exchange on which futures or options contracts based on the Underlying are traded (the "Futures Exchange");

if that suspension or restriction occurs or exists in the last half-hour before the calculation of the closing price of the Underlying that would normally take place and is material as determined by the Issuer in its reasonable discretion. A change in the Trading Days or Trading Hours on or during which the Underlying is traded does not constitute a Market Disruption Event, provided that the change takes place as the result of a previously announced change in the trading regulations by the Relevant Exchange.

ANNEX TO THE ISSUE SPECIFIC CONDITIONS

Table 1 – supplementary to Part A. Product Specific Conditions

Issue Date: 22/01/2014

Initial value date in France: 27/01/2014

ISIN / Local Trading Code	Underlying	Type	Quanto	Initial Issue Price	Settlement Currency (also	Strike / Knock-Out Barrier	Multiplier	Observation Period / Valuation Date /	Type of Exercise	Number	Reference Price of the Underlying
					"Currency of the Issue")			Maturity Date			("Reference Price")
DE000CF6Z584 / 5054C	Chevron	BULL	No	EUR 0.21	Euro (EUR)	USD 115.00 / USD 115.00	0.02	22/01/2014 to 19/06/2014 / 19/06/2014 / 26/06/2014	European	3,000,000	Closing price

Table 2 – supplementary to Part B. Underlying Specific Conditions

ſ	Underlying (Company) / Share type	ISIN or Reuters Code	Relevant Stock Exchange	Currency Conversion Date	Currency in which the	
١		of the Underlying			Reference Price is expressed	
					("Reference Currency")	
ſ	Chevron Corp. / Common Shares	US1667641005	NYSE	Modified Valuation Date + 1	US Dollar (USD)	

The following specific meanings shall apply in this context:

Deutsche Börse AG, Frankfurt, Germany (XETRA®)

EUREX : EUREX, Frankfurt, Germany

STOXX Limited, Zurich : STOXX Limited, Zurich, Switzerland

Dow Jones & Company, Inc., New York, U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

Nikkei Inc. : Nikkei Inc., Tokyo, Japan

Standard & Poor's Corp., New York, N.Y., U.S.A.

AEX Options and Futures Exchange, Amsterdam, The Netherlands

Bolsa de Derivados Portugal : Bolsa de Derivados Portugal, Lisbon, Portugal

EUREX : EUREX, Zurich, Switzerland

Euronext Amsterdam/ Euronext Lisbon/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext Paris

Euronext Amsterdam N.V., Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext Paris

Paris S.A., Paris, France

Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.) : Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.), Helsinki, Finland

Helsinki Derivatives Exchange (HEX Ltd.) : Helsinki Derivatives Exchange (HEX Ltd.), Helsinki, Finland

HSIL : Hang Seng Indexes Company Limited ("HSIL"), Hong Kong, China

Madrid stock exchange : Bolsa de Madrid, Madrid, Spain

MEFF:Mercado de Futures Financieros Madrid, Madrid, SpainNYSE:New York Stock Exchange, New York, NY, USAOCC:Options Clearing Corporation, Chicago, Illinois, USA

OSE : Osaka Securities Exchange, Osaka, Japan TSE : Tokyo Stock Exchange, Tokyo, Japan

SIX Swiss Exchange, Swiss Exchange : SIX Swiss Exchange, Switzerland

RISK FACTORS

Investors should read carefully the risk factors set out under "I. Risk factors of Warrants" in the Securities Note and under 1. in the Registration Form.

In particular, the following optional risk factors that relate only to certain types of Warrants are applicable to these Warrants (please refer to "I. Risk factors of Warrants" in the Securities Note):

- Risk relating to the loss of time value of Warrants depending on the remaining term
- Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs
- Risk relating to hedging transactions in the underlying in the case of Warrants with knock-out
- Risk from the occurrence of a knock-out event outside the trading hours in the secondary market

In the case of Turbo Warrants for which the knock-out barrier is equal to the strike, the following risk factors also apply:

- Risk of total loss prior to maturity if a knock-out event occurs
- Price risk in connection with rising implied volatility
- Risk of jumps in the price of the underlying (gap risk)

ADDITIONAL INFORMATION

Name and address of the paying agents and the calculation agent

Paying Agent(s):

Citigroup Global Markets Ltd., 1-5 Rue Paul Cézanne, 75008 Paris, France

Calculation Agent:

Citigroup Global Markets Deutschland AG, Frankfurter Welle, Reuterweg 16, D-60323 Frankfurt am Main, Federal Republic of Germany

Conflicts of interest

With respect to interests of natural and legal persons involved in the issue and resulting potential conflicts of interest, please refer to "4. Risk of conflicts of interest" under "I. Risk factors of Warrants" in the Securities Note.

Offer method

The Warrants are being offered over-the-counter on a continuous basis in one series.

The offer of the Warrants begins in France on 22/01/2014.

Stock exchange listing

The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.

Consent to the use of the Prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*, "WpPG").

Issue price, price calculation and costs and taxes on purchase

The initial issue price is specified in Table 1 of the annex to the Issue Specific Conditions.

Both the initial issue price and the bid and offered prices quoted by the Issuer during the term of the Warrants are calculated using theoretical pricing models. In this context, the bid and offered prices for the Warrants are determined on the basis, among other things, of the mathematical value of the Warrants, the costs of hedging and accepting risk and the expected return. Please see also the information provided under "Risk relating to the calculation of the warrant prices" and "4. Risk of conflicts of interest", both in Section "I. Risk factors of Warrants".

No costs or taxes of any kind for the warrant holders will be deducted by the Issuer whether the

Warrants are purchased off-market (in countries where this is permitted by law) or via a stock exchange. Such costs or taxes should be distinguished from the fees and costs charged to the purchaser of the Warrants by his bank for executing the securities order, which are generally shown separately on the statement for the purchase transaction in addition to the price of the Warrants. The latter costs depend solely on the particular terms of business of the warrant purchaser's bank. In the case of a purchase via a stock exchange, additional fees and expenses are also incurred. Furthermore, warrant holders are generally charged an individual fee in each case by their bank for managing the securities account. Notwithstanding the foregoing, profits arising from the Warrants or capital represented by the Warrants may be subject to taxation.

Information on the underlying

Website: www.chevron.com

Disclaimers in relation to Share Prices used as Underlyings

Insofar as share prices are the underlying of Warrants issued by the issuer and described in this Final Terms document, the respective public limited company that has issued the relevant shares, to whose reference price the Warrants relate (the "Issuer of the Underlying"), does not express any recommendation for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main. The Issuer of the underlying neither directly nor indirectly assumes any liability for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main.

The Warrants are the sole obligation of Citigroup Global Markets Deutschland AG and do not involve liability on the part of the Issuer of the underlying. This is not an offer of shares. The Issuer of the underlying has not been and does not want to be involved, neither directly nor indirectly, in deciding the timing of the issue, or the preparation of this document, or the constitution of the option rights under these securities. Furthermore, the Warrant Holder will not have any right through the Warrant to any information, votes or dividends in the Issuer of the underlying.

Publication of additional information

The Issuer does not intend to provide any additional information about the underlying.

The Issuer will publish additional notices described in detail in the terms and conditions. Examples of such notices are adjustments of the features of the Warrants as a result of adjustments relating to the underlying which may, for example, affect the conditions for calculating the cash amount or a replacement of the underlying. A further example is the early redemption of the Warrants if an adjustment cannot be made.

Notices under these terms and conditions are generally published on the Issuer's website. If and to the extent that mandatory provisions of the applicable laws or exchange regulations require notices to be published elsewhere, they will also be published, where necessary, in the place prescribed in each case.

Selling restrictions

Information on selling restrictions can be found under "VI. Selling restrictions" in the Securities Note.

ANNEX – ISSUE SPECIFIC SUMMARY

Section A – Introduction and warnings

This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the A.1 "Issuer") and of the Warrants issued under the Tripartite Base Prospectus. The Summary is intended as an introduction to the Tripartite Base Prospectus, which comprises this Summary, the Registration Form of Citigroup Global Markets Deutschland AG dated 3 May 2013 including any supplements and the Securities Note of Citigroup Global Markets Deutschland AG dated 13 May 2013. Investors should therefore ensure that any decision to invest in the Warrants is based on a review of the entire Prospectus, including any supplements, and the Final Terms. Where claims relating to the information contained in a base prospectus, any supplements, and the respective Final Terms are brought before a court, the investor acting as plaintiff may, as a result of the laws of individual member states of the European Economic Area, have to bear the costs of translating the base prospectus, any supplements, and the Final Terms into the language of the court prior to the commencement of legal proceedings. The Issuer can be held liable for the content of this Summary, including any translation prepared, but only in the event that the Summary is misleading, inaccurate or inconsistent when read in conjunction with the other parts of the Prospectus, or, when read in conjunction with the other parts of the Tripartite Base Prospectus, does not convey all of the key information required.

A.2 – Consent to the use of the prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent) for offers in France (the "Offer State"). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (Wertpapierprospektgesetz, "WpPG").

In the event of an offer by a financial intermediary, the terms and conditions of the offer must be provided to investors at the time of the offer by the financial intermediary.

Section B – Issuer and any guarantors

B.1 The legal and The legal and commercial name of the Issuer is Citigroup Global Markets Deutschland AG. commercial name of the issuer, B.2 The domicile and **Domicile** legal form of the Frankfurt am Main; the address of Citigroup Global Markets Deutschland AG is issuer, the Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, Federal Republic of legislation under Germany (telephone +49 (0)69-1366-0). which the issuer operates and its Legal form and jurisdiction country of The Issuer is a stock corporation (Aktiengesellschaft, "AG") under German law. incorporation.

Place of registration

The Issuer is entered in the commercial register of the Frankfurt am Main Local

		Court under the number HRB 88301.
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Bank expects world economic growth in 2013 to increase slightly from 2.5 per cent to 2.6 per cent. In 2014 growth should increase to 3.2 per cent. The slowdown in worldwide economic growth was principally due to the slowdown of growth in the industrialized countries. The Bank expects moderate growth of 1.0 per cent for industrialized countries in 2013 and a modest increase to 1.6 per cent in 2014.
		Overall the Bank expects continued significant variations between different regions in the world.
		The Bank expects a mild recession in the Eurozone (the Bank's growth forecasts are for -0.6 per cent and -0.4 per cent for 2013 and 2014). This is seen to be due to the continuing sovereign debt crisis and the high level of private sector indebtedness in the peripheral European countries. The ECB is expected to continue to act to stabilise markets and to reduce interest rates in the second quarter of 2013 depending on further economic growth in the Eurozone, which could be followed by a forecast final interest rate reduction in the second half of the year. The Bank considers it likely that Southern Europe and Ireland will only gradually reach a common sustainable fiscal path. If the core countries in future are no longer prepared to increase their support for the peripheral states, this could lead to a raft of debt restructurings (with likely longer maturities and interest rate reductions), but probably not before 2015. In the Warrants and Certificates Division, the competition is expected to remain intense among leading issuers. Further regulatory challenges are expected, which have to be integrated into the business in a timely manner.
		Given the forecasts made by the individual business divisions and a restrictive cost management approach, the Bank is expecting continued overall profits in fiscal years 2013 and 2014.
B.5	If the issuer is part of a group, a description of the group and the issuer's position	The Issuer is a member of the German subgroup of Citigroup. As a public limited company, it is managed by the executive board. The Issuer is wholly-owned by the German holding company, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, a limited partnership with registered offices in Frankfurt/Main.
	within the group.	Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is also a silent partner of the Issuer, having a silent equity interest ("Stille Einlage") totalling EUR 122,710,051.49 as of 30 November 2012. The general partner of Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is Citigroup Global Markets Finance LLC (USA). The sole limited partner is Citi Overseas Investment Bahamas Inc.
		All shares of Citigroup Global Markets Finance LLC are held by Citi Overseas Investment Bahamas Inc., the sole shareholder of which is Citibank Overseas Investment Corporation (USA). This company is in turn 100 per cent owned by Citibank, N.A. (USA). Citibank, N.A. (USA) is a 100 per cent owned subsidiary of Citicorp (USA), which in turn is a 100 per cent owned subsidiary of Citigroup, Inc. (USA).

B.9	Where a profit forecast or estimate is made, state the figure.	Not applicable; the Issuer estimates in the Base Prosp		o make any profi	t forecasts or profit
B.10	A description of the nature of any qualifications in the audit report on the historical financial information.	The annual financial state December 2011 to 30 Nov 2011 were audited by the unqualified auditor's opinion	vember 2012 and ne Issuer's statut	1 December 201	10 to 30 November
B.12 Selected historical key financial information regarding the issuer, presented for each financial year of the period		Key Annual Financial Deutschland AG The table below provides a which have been taken fro prior fiscal year (fiscal yea business development of Ci	a comparison of community the audited find the audited find the community and fiscal the community are community to the community are community are community and the community are community are compared to the comparison of co	ertain noteworthy ancial statements	s 2012 between the thereby reveals the
	of the period covered by the historical financial information and any		30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro	
	subsequent interim	Balance sheet total	9,543	8,690	
	financial period accompanied by	Business volume	11,162	10,163	
	comparative data	Equity capital	590	588	
	from the same period in the prior	Loan portfolio	5,365	5,196	
	financial year, except that the	Number of employees	348	361	
	requirement for comparative balance sheet information is satisfied by		01.12.2011 - 30.11.2012 in million Euro	prior fiscal year (01.12.2012 - 30.11.2011) in million Euro	
	presenting the year- end balance sheet	Interest income from operations	11	29	
	information. A statement that there	Commissions from brokerage business	111	96	
	material adverse	Commissions from securities business	18	17	
	change in the prospects of the issuer since the date	Net income from financial trading operations	25	60	
	of its last published audited financial	General administrative expenses	161	137	
	statements or a description of any material adverse change.	As of the balance sheet da following components:	ate, the balance s	sheet equity cap	ital consists of the

A description of significant changes in the financial or trading position of the issuer subsequent to the period covered by the historical financial information.

	30.11.2012 in million Euro (audited)	prior fiscal year (30.11.2011) in million Euro (audited)
Subscribed capital		
Share capital	210.6	210.6
Silent partner capital	122.7	122.7
Capital reserves	195.8	193.8
Legal reserves	33.0	33.0
Other earnings reserves	27.9	27.9

In addition, as part of incorporating the new rules under the BilMoG pursuant to § 340g of the German Commercial Code (HGB), a new separate item was created ("Fund for general banking risks") in the amount of EUR 9.4m (EUR 6.6m in the previous year).

The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows:

	30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro
Equity capital on balance sheet	590.0	588.0
Less intangible assets	0	-1.2
Core capital	599.3	594.3
Supplementary capital	0.0	0.0
Equity capital	599.3	594.3
Capital ratios		
Tier one capital in %	33.6	29.3
Total capital ratio in %	33.6	29.3

Despite the debt crisis in the Eurozone and the concomitant volatility on the international financial markets, Citigroup Global Markets Deutschland AG was once again able to earn a profit in the recently completed fiscal year.

Key Semi-Annual Financial Information of Citigroup Global Markets Deutschland AG

The table below provides a comparison of certain noteworthy financial statistics for the first half of the financial year 2013 which have been taken from the unaudited interim financial statements 2013 between the prior fiscal year and/or the previous year's figures and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

	31.05.2013	30.11.2012	
	in million Euro	in million Euro	

Balance sheet total	11,147	9,543
Business volume	12,628	11,162
Equity capital	590	590
Loan portfolio	5,179	5,365
Number of employees on the balance sheet date	263	334

	01.12.2012 - 31.05.2013 in million Euro	01.12.2011 - 31.05.2012 in million Euro
Interest income from operations	3	7
Commissions from brokerage business	20	33
Commissions from securities business	8	9
Net income from financial trading operations	29	16
General administrative expenses	72	70

Statements as regards trend information and financial or trading position

The Issuer declares that since the date of the last audited annual financial statements on 30 November 2012 no material adverse change in the prospects of the Issuer has occurred.

Furthermore, the Issuer declares that since the date of the last interim financial statements on 31 May 2013 no significant change has occurred in the financial or trading position of the Issuer.

B.13 A description of any recent events particular to the issuer which are to a material extent relevant to the evaluation of the issuer's solvency.

Significant events that may have a material impact on the assessment of the Issuer's solvency can not be determined at the moment. However, Citigroup Global Markets Deutschland AG is currently subject to an extra-ordinary audit on withholding taxes by the Frankfurt-Hoechst tax authority for the years 2007-2008. In this context the tax authority has expressed its view that Citigroup Global Markets Deutschland AG may not have deducted and paid withholding taxes from dividends received in connection with so called cum-ex transactions for shares held by it in custody for its clients as required. Based on these findings the tax authority is currently of the view that Citigroup Global Markets Deutschland AG is liable for non deducted withholding taxes in the amount of more than Euro 706 million for the years 2007 and 2008. In case the tax authority's view should succeed further tax liability for the years 2009 to 2011 may arise which can not be estimated at the moment.

The main starting point for the liability claim of the tax authorities is the question if Citigroup Global Markets Deutschland AG is to be qualified as a German bank

		executing the trade (<i>die den Verkaufsauftrag ausführende Stelle</i>) in the respective years. Furthermore, the method applied to identify the amount of the liability claim is debatable as well as the question if Citigroup Global Markets Deutschland AG can be held liable as principal debtor. Citigroup Global Markets Deutschland AG has obtained legal advice from a reputable tax consultant office as well as from a reputable accounting firm. Based thereon, the management of Citigroup Global Markets Deutschland AG is of the view that the likelihood to win any legal proceedings in this matter exceeds 50 per. cent. On this basis, Citigroup Global Markets Deutschland AG's management has decided to put up a reserve only for expected legal advice and litigation expenses, if any, and has decided that 2 million Euro is an adequate figure in this respect. Furthermore, it should be noted that Citigroup is currently evaluating measures to
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	optimize its organizational structure. Citigroup Global Markets Finance Corporation as the German holding company owns 100% of the shares of the Issuer. Pursuant to § 17 (2) of the German Stock Corporation Act (<i>Aktiengesetz</i> , "AktG"), it is assumed that a company in which a majority of the shares is held by another company is dependent upon that other company.
B.15	A description of the issuer's principal activities.	The Issuer is engaged in the business of corporate and investment banking and offers companies, governments and institutional investors comprehensive financial solutions in the areas of investment banking, fixed income, foreign exchange, equities and derivatives, and global transaction services; in addition it is a leading issuer of warrants and certificates whose end investors are predominantly retail clients. Since the end of 2012 the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.
B.16	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control.	In addition to the inclusion of the Issuer in the Citigroup Inc. group of companies referred to above, the Issuer is also party to a control and profit and loss transfer agreement with its immediate parent company. Under the terms of the agreement, the Issuer has placed the management of its business under the control of its immediate parent company. Accordingly, the immediate holding company has the right to give instructions to the Issuer. The agreement also requires the Issuer to transfer its entire profit to its immediate parent company. In return, the immediate parent company is required to make up any annual loss of the Issuer arising during the period of the agreement, as provided in detail by § 302 (1) and (3) AktG.

Section C – Securities		
C.1	A description of the	Type/form of the Warrants
	type and the class of the securities being offered and/or	

	admitted to trading, including any security identification number.	One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. The leverage effect of the Warrant operates in both directions – not only to the investor's advantage in the event of the favorable performance of the factors determining the value, but also to the investor's disadvantage in the event of their unfavorable performance. The payment due under a Warrant on exercise or early termination depends on the value of the underlying at the relevant time. The Warrants will be issued in dematerialized bearer form (<i>au porteur</i>) and inscribed in the books of the central securities depositary which shall credit the accounts of the account holders. No physical document of title (including <i>certificats représentatifs</i> pursuant to Article R.211-7 of the French Monetary and Financial Code (<i>Code monétaire et financier</i>)) will be issued in respect of the Warrants.
		Security identification number
		ISIN: DE000CF6Z584
		Local Code: 5054C
C.2	Currency of the securities issue.	Euro
C.5	A description of any restrictions on the free transferability of the securities.	Each Warrant is transferable in accordance with the laws applying in each case and, where relevant, the respective applicable regulations and procedures of the securities depositary in whose records the transfer is registered.
C.8	A description of the	Applicable law for the securities
	rights attached to the securities including ranking and including	The Warrants are subject to German law. The constituting of the Warrants may be governed by the laws of the jurisdiction of the central securities depository.
	limitations to those	Rights attached to the Warrants
	rights.	Each Warrant grants the holder the right to the cash amount as described in more detail under C.15.
		Status of the Warrants
		The Warrants create direct, unsecured and unsubordinated obligations of the Issuer that rank <i>pari passu</i> in relation to one another and in relation to all other current and future unsecured and unsubordinated obligations of the Issuer, with the exception of obligations that have priority due to mandatory statutory provisions.
		Limitations to the rights
		The Issuer has the right to terminate the Warrants and to amend the terms and conditions pursuant to the provisions specified in the terms and conditions of the Warrants.
C.11	An indication as to whether the	The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the

C.15	securities offered are or will be the object of an application for admission to trading, with a view to their distribution in a regulated market or other equivalent markets with an indication of the markets in question. A description of how the value of the investment is affected by the value of the underlying instrument(s), unless the securities have a	Description of Turbo Bull Warrants with knock-out Turbo Bull Warrants with knock-out enable investors to participate on a disproportionate (leveraged) basis in the positive performance of the underlying. In return, however, they also participate on a leveraged basis in any negative performance of the underlying and in addition bear the risk that the Turbo Bull Warrant with knock-out may expire worthless or almost worthless immediately.
	denomination of at least EUR 100,000.	Warrant with knock-out may expire worthless or almost worthless immediately (knock-out event) if the observation price of the underlying reaches or falls below the knock-out barrier at any time during the observation period within the observation hours. On the maturity date, the cash amount received by the investors is the difference, multiplied by the multiplier, by which the reference price of the underlying determined on the valuation date is higher than the respective strike, converted into the settlement currency. If the observation price of the underlying reaches or falls below the knock-out barrier at any time during the observation period within the observation hours (knock-out time), the Turbo Bull Warrant with knock-out expires either worthless or, if so provided in the Final Terms, almost worthless with a low knock-out cash amount.
C.16	The expiration or maturity date of the derivative securities – the exercise date or final reference date.	Maturity date: 26/06/2014 Exercise date: Valuation date Valuation date: 19/06/2014
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants with automatic exercise, i.e. a European type of exercise, the Issuer will transfer any positive cash amount to the central securities depositary on the maturity date for the credit of the warrant holders registered with the central securities depositary at the close of business on the preceding banking day at the head office of the central securities depositary. The central securities depositary has given an undertaking to the Issuer to make a corresponding onward transfer.
C.18	A description of how the return on	In the case of Warrants with a European type of exercise, the option right may be exercised by the warrant holder only with effect as of the valuation date for

	derivative securities takes place.	the respective Warrant. If the cash amount results in a positive value, the option right attaching to the respective Warrant is deemed to be exercised on the valuation date without further preconditions and without the submission of an explicit exercise notice ("Automatic Exercise").
C.19	The exercise price or the final reference price of the underlying.	Reference price on the valuation date: Closing price
C.20	A description of the type of the underlying and where the information on the underlying can be found.	Type: share or security representing shares WKN: 852552 ISIN: US1667641005 Company: Chevron Corp. Relevant stock exchange: NYSE Reuters page: CVX.N Website: www.chevron.com
Section	n D – Risks	

D.2 Key information on the key risks that are specific to the issuer.

Risk of the cessation or limitation of price-setting by the Issuer

If the Issuer were to limit or completely abandon its voluntary intention to set bid and offered prices, there would be a danger, if prices for Warrants were not set by any other party that investors would have to wait for the final maturity of the Warrants or, where early exercise is possible, exercise the option right.

Liquidity risk despite control and profit and loss transfer agreement

The Issuer would also be unable to meet its obligations arising from the securities despite the control and profit and loss transfer agreement if, in the event that the Issuer generated a net loss, while the immediate parent company would in principle be required to assume that loss, it was unable or unwilling to comply with this contractual obligation as a result of its own liquidity difficulties or overindebtedness.

Brokerage of transactions for other Group companies and allocation of work within Citigroup

The great majority of the Issuer's commission income consists of transfer pricing income from brokerage transactions with affiliated companies. The Issuer's costs arising from the exchange of services with individual Group companies are reimbursed on the basis of existing agreements using transfer prices. For this purpose, income and expenses, in particular commission income for transactions assisted by the bank in an advisory capacity in the context of its sales activities, are determined and allocated to the relevant areas providing the services. The transactions relate to equity trading, bond issues and corporate finance as well as to the sale of structured products, corporate derivatives and currency management products, and also global relationship banking. This

process is coordinated closely across all areas with Citigroup Global Markets Limited, London, in particular, and also with Citibank, N.A., London.

If a decision were made within Citigroup to reallocate the relevant activities to other Group companies, the Issuer could lose a material source of income.

Risks in the lending business

The Issuer's loan portfolio consists mainly of loans to international customers in the industrial and financial services sectors with investment grade credit ratings. Loan defaults have been avoided in recent years thanks to this business policy. The loan portfolio is mainly concentrated on a manageable number of borrower units, as defined by German banking law. If significant individual borrowers in the Issuer's portfolio were unable to meet their obligations, therefore, a substantial increase in loan loss provisions would be conceivable in principle and loan defaults could occur.

Interest rate risk

Risk-Treasury assesses and controls the Issuer's interest rate risk. The Issuer's exposure to changes in interest rates maybe a mid to long-term risk in holdings in liquid securities if these were not originally covered by hedging transactions like interest rate swap agreements. The same applies to medium and long-term loans granted by the Issuer. A significant risk from interest rate changes could arise where interest rates are not monitored in a timely or sensitive manner, which may produce the concomitant danger that action to cover such interest rate exposure is not taken early enough.

Operating risk

The Issuer has transferred a number of areas that are significant for the proper management and control of its business activities and the risks associated with them to other companies within and outside Citigroup. In the event that the companies to which these areas have been transferred do not fulfill their contractual obligations or do not do so at the proper time, the ability of the Issuer to meet its own obligations arising from the securities it has issued on the due dates could also be adversely affected.

Tax risks

The tax decisions issued to the Issuer are regularly subject to subsequent review in the form of an external tax audit or to the resolution of individual issues by the relevant courts. This is normal practice and means that an additional tax demand can be issued by the tax authorities years after the original assessment as a result of a tax audit or a generally applicable decision by a tax court.

General business risks

Settlement risk

The risk that a business transaction is incorrectly processed or that a transaction is executed which is different from the intentions and expectations of the Issuer's management.

Information risk

The risk that information, which was generated, received, transmitted or stored within or outside the Issuer's place of business, can no longer be accessed. Furthermore, such information may be of poor quality, or have been wrongly handled or improperly obtained. The information risk also includes risks that are generated by systems and used for processing information.

Reputation risk

This represents the Issuer's risk that its relations with its customers could be harmed if its services are poor or transactions are incorrectly executed. This risk also includes the risk of entering into business relations with counterparties, whose business practices do not conform to the standards or business ethics of the Issuer.

Personnel risk

The Issuer has a high demand for qualified and specially trained professionals and managers. Personnel risk entails the risk of high staff turnover and the risk that the Issuer will be unable to retain a sufficient staff of qualified personnel, as well as the risk that the Issuer's employees may knowingly or negligently violate established regulations or the firm's business ethics standards.

Legal and regulatory risks

The Issuer views legal risks as any and all risks resulting from binding contracts and governing legislation. Regulatory risks result from the legal environment in which the Issuer does business.

Risk of fraud

These are both internal and external risks of fraud such as bribery, insider trading and theft of data.

.6 Key information on General risk factors of Warrants

Risk of total loss

Warrants represent particularly risky investment instruments. They entail a particularly high risk of losing the capital invested, up to and including a total loss, plus the transaction costs incurred and any borrowing costs.

Risk of default by the Issuer of the Warrants

In the event of the Issuer becoming insolvent, investors could suffer a loss up to and including a total loss. As bearer securities, Warrants do not fall within the scope of the deposit protection arrangements.

Risk arising from above-average fluctuations in the prices of Warrants (leverage effect)

One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. At the same time, Warrants also entail above-average risks of loss.

D.6

the key risks that are specific to the securities. This must include а risk warning to the effect that investors may lose the value of their entire investment or part of it, as the case may be, and/or, if the investor's liability is not limited to the value of his investment, statement of that fact, together with description of the circumstances in which such additional liability arises and the likely financial effect.

Risk of the absence or non-functioning of a secondary market in the Warrants or restricted availability of the Issuer's electronic trading system

Investors should not assume that they will be able to sell a Warrant at a particular time or at a particular price during its term. Investors should assume instead that pricing on the exchange can only take place within the spread of bid and offered prices quoted by the Issuer, if available, and that their buy or sell orders on the exchange will be executed with the Issuer as the direct or indirect counterparty.

Risk in connection with the cessation of secondary trading immediately prior to final maturity

The Issuer and/or the exchange cease trading in the Warrants shortly before their valuation date. However, the reference price of the underlying on the valuation date and/or the applicable exchange rate, both of which are important for the purpose of determining the cash amount of the Warrants, may still change between the last exchange trading day and the maturity date, which may be to the disadvantage of the investor. There is a particular risk that the price of the underlying may reach, fall below or exceed a barrier for the first time shortly before the reference price on the valuation date is determined and after trading in the secondary market has already finished.

Currency risk with respect to the intrinsic value of the Warrants

The performance of the investment is subject to a currency risk if the underlying on which the Warrants are based is expressed in a currency other than the currency in which the cash amount is paid out (settlement currency).

Risks relating to market disruption events

In the event of market disruption events with respect to the underlying, the Issuer has the right to postpone the valuation date for the reference price on exercise. This may result in an additional risk for investors if the underlying performs negatively during the time delay or, where applicable, if the exchange rate for converting the intrinsic value into the settlement currency moves in an unfavourable direction for the investor.

Product specific risk factors

Risk relating to the loss of time value of Warrants depending on the remaining term

The price of Warrants is calculated on the basis of two components of price (intrinsic value and time value). The intrinsic value of Warrants during their term is equal to the difference (if positive), multiplied by the multiplier, between the value of the underlying and the strike (Call Warrants). The amount of the time value, on the other hand, is essentially determined on the basis of the remaining term of the Warrant and the expected frequency and intensity of the fluctuations in the price of the underlying expected by the Issuer during the remaining term of the Warrant (implied volatility).

Risks relating to other factors affecting value such as money market

interest rates, expected dividends and the Issuer's refinancing costs

The other factors affecting the price of the Warrants include, *inter alia*, interest rates on the money market relating to the remaining term, expected income from the Issuer's hedging transactions in or related to the underlying and the level of the Issuer's refinancing costs for entering into those hedging transactions.

Even if the price of the underlying rises in the case of a call option or falls in the case of a put option, therefore, the value of the Warrant may decline as a result of the other factors affecting value. Given the limited term of the Warrant, there is no guarantee that the price of the Warrant will recover in sufficient time. The shorter the remaining term, the greater the risk.

Risk relating to hedging transactions in the underlying in the case of Warrants with knock-out

In the case of Warrants with knock-out, the possibility cannot be excluded that the Issuer's activities in setting up or unwinding hedging positions may reinforce movements in the price of the underlying for the Warrants to such an extent that a knock-out event is triggered and the option rights therefore expire early with no value.

Risk from the occurrence of a knock-out event outside the trading hours in the secondary market

Investors in principle face the risk that a knock-out event may also occur outside the times when the Warrants are normally traded. This risk is particularly relevant in circumstances where the trading hours for the Warrants differ from the trading hours during which trading in the underlying normally takes place.

Risk of total loss prior to maturity due to the occurrence of a knock-out event

The term of Turbo Bull Warrants ends early at the knock-out time and the Turbo option rights expire worthless, in the event that the price of the underlying defined in the terms and conditions is equal to or lower than (bull) the knock-out barrier of the Turbo Warrant within an observation period defined in the terms and conditions. If a knock-out event occurs, investors will suffer a total loss of their capital invested.

Price risk in connection with rising implied volatility

In the case of these Turbo Warrants, the price of the Warrants during their term is influenced by other factors affecting value in addition to the price of the underlying, including in particular the implied volatility of the underlying. From the point of view of the investor, an increase in the implied volatility of the underlying represents a price risk if the price of the underlying is close to the knock-out barrier.

Risk of total loss due to jumps in the price of the underlying (gap risk)

The risk of jumps in the price of the underlying, for example between the close

		of trading on the previous day and the start of trading on the following trading day, that could trigger a knock-out event is known as gap risk.
Section	n E – Offer	
E.2b	Reasons for the offer and use of proceeds when different from making profit and/or hedging certain risks.	Not applicable; the reasons for the offer are making profit and/or hedging certain risks and the net proceeds from the issuance of Warrants presented in this base prospectus will be used by the Issuer for its general business purposes.
E.3	A description of the	Offer method, offeror and issue date of the Warrants
	terms and conditions of the offer.	The Warrants are being offered over-the-counter on a continuous basis.
		The offer of the Warrants begins in France on 22/01/2014.
		The offeror of the Warrants is the Issuer.
		The issue date is: 22/01/2014
		Restrictions on the free transferability of the securities
		The Warrants may be offered or sold only if all applicable securities laws and regulations in force in the jurisdiction in which a purchase, offer, sale or delivery of Warrants is made or in which this document is circulated or kept for inspection have been complied with, and if all consents or authorizations required for the purchase, offer, sale or delivery of the Warrants in accordance with the legal norms in force in that jurisdiction have been obtained.
		In particular, the Warrants are not and will not be registered pursuant to the United States Securities Act of 1933 as amended. They may not be offered, sold, traded or delivered within the United States either directly or indirectly by or to or for the account of a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933), except in the case of exemption from the registration requirements of the Securities Act. Any person receiving the cash amount in accordance with these terms and conditions is deemed to have made a declaration that the person entitled to the rights arising from the Warrants is not a US person.
		Issue price and costs and taxes on purchase
		The initial issue price is EUR 0.21.
		Not applicable, as the purchase of the Warrants entails no costs or taxes that are incurred by the Issuer specifically for purchasers or subscribers.
E.4	A description of any interest that is material to the issue/offer including conflicting interests.	The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it generally act as the calculation agent for the Warrants. This activity can lead to conflicts of interest since the responsibilities of the calculation agent include making certain determinations and decisions which could have a negative effect on the price of the Warrants or the level of the cash amount.

The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may engage in trading transactions in the underlying, other instruments linked to it, or derivatives, stock exchange options or stock exchange forward contracts, or may issue other securities and derivatives based on the underlying. The companies may also be involved in the acquisition of new shares or other securities of the underlying or, in the case of stock indices, of individual companies included in the index, or act as financial advisors to the entities referred to or work with them in the commercial banking business. The companies are required to fulfill their obligations arising in this connection irrespective of the consequences resulting for the warrant holders and, where necessary, to take actions they consider necessary or appropriate in order to protect themselves or safeguard their interests arising from these business relationships. The activities referred to above could lead to conflicts of interest and have a negative effect on the price of the underlying or securities linked to it such as the Warrants.

The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may issue additional derivative securities based on the respective underlying or constituents of the underlying, including securities whose features are the same as or similar to those of the Warrants. The introduction of such products that compete with the Warrants may impact the price of the underlying or the constituents of the underlying and thus also the price of the Warrants. The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may receive non-public information relating to the underlying or the constituents of the underlying, but are under no obligation to pass on such information to the warrant holders. Furthermore, companies belonging to Citigroup, Inc. or affiliated to it may publish research reports relating to the underlying or constituents of the underlying. These types of activities may entail certain conflicts of interest and affect the price of the Warrants.

E.7 Estimated expenses charged to the investor by the issuer or the offeror.

The estimated expenses for the Warrants, including the cost for admission to exchange trading, are included in the issue price or the selling price, as the case may be. If the investor purchases the Warrants from a distributor, the purchase price to be paid by the investor may include sales commissions that have to be disclosed by the distributor.

ANNEXE - RÉSUMÉ EN FRANÇAIS

Section A – Introduction et mises en garde

A.1 Le présent Résumé présente les caractéristiques et les risques principaux de Citigroup Global Markets Deutschland AG (« l'Émetteur ») et les Warrants émis au titre de Prospectus Tripartite de Base. Le Résumé a pour finalité de servir d'introduction au Prospectus Tripartite de Base, qui comporte ce Résumé, le Formulaire d'Enregistrement de Citigroup Global Markets Deutschland AG daté du 3 mai 2013 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG daté du 13 mai 2013. Les investisseurs devraient donc veiller à ne prendre aucune décision d'investir dans les Warrants avant d'avoir pris connaissance du Prospectus dans sa totalité, y compris de tous les suppléments et des Conditions Définitives. Dans le cas où un recours relatif aux informations contenues dans un prospectus de base, dans tous les suppléments ou dans les Conditions Définitives respectives serait intenté auprès d'un

tribunal, l'investisseur agissant en tant que plaignant pourrait, en vertu des lois de différents États membres de l'Espace économique européen, être contraint de prendre en charge le coût de la traduction du prospectus de base, de tous les suppléments et des Conditions Définitives, dans la langue de travail du tribunal avant le commencement de la procédure judiciaire. L'Émetteur peut être jugé responsable du contenu de ce Résumé, y compris de toute traduction en étant faite, mais seulement dans le cas où le Résumé serait trompeur, inexact ou contradictoire par rapport aux autres parties du Prospectus, ou, dans le cas où il est lu en même temps que les autres parties du Prospectus Tripartite de Base, s'il ne donne pas toutes les informations clés nécessaires. A.2 En ce qui concerne les Offres non-dispensées, en vertu de l'Article 3 (2) de la Directive Consentement à l'utilisation Prospectus, l'Émetteur consent à l'utilisation du Prospectus par tous les intermédiaires financiers (consentement général) pour les offres faites en France (le ou les « État(s) du prospectus. concerné(s) par l'Offre »). Le consentement général à la revente ultérieure et au placement final des valeurs mobilières par le ou les intermédiaires financiers est donné en ce qui concerne France. La revente ultérieure et le placement final des valeurs mobilières par les intermédiaires financiers peuvent être effectués pendant la période de validité du Prospectus Tripartite de Base en vertu du §9 de la Loi allemande sur les prospectus de valeurs mobilières (Wertpapierprospektgesetz, « WpPG »). Dans le cas d'une offre faite par un intermédiaire financier, les modalités et conditions de l'offre doivent être précisées aux investisseurs au moment où l'offre est faite par l'intermédiaire financier. Section B – Émetteur et garants B.1 Indiquer la raison La raison sociale et le nom commercial de l'Émetteur est Citigroup Global sociale et le nom Markets Deutschland AG. commercial de l'émetteur. B.2 Indiquer le siège social Siège social et la forme juridique de Francfort-sur-le-Main; l'adresse de Citigroup Global Markets Deutschland AG l'émetteur, la législation est Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, République régissant ses activités fédérale d'Allemagne (téléphone +49 (0)69-1366-0). ainsi que son pays d'origine. Forme juridique et législation régissant les activités L'Émetteur est une société anonyme (Aktiengesellschaft, « AG ») au sens de la législation allemande. Pays d'origine L'Émetteur est immatriculé au Registre de commerce du Tribunal local de Francfort-sur-le-Main sous le numéro HRB 88301. B.4b Décrire toute tendance La Banque prévoit une légère accélération de la croissance économique mondiale connue ayant des en 2013, de 2,5% à 2,6 %. En 2014, la croissance devrait atteindre 3,2 %. Le ralentissement de la croissance économique mondiale observée est principalement répercussions sur l'émetteur imputable à la détérioration de la croissance des pays industrialisés. La Banque et ses prévoit une croissance modérée de 1 pour cent pour les pays industrialisés en secteurs d'activité. 2013 et une légère progression à 1,6 % en 2014. De façon générale, la Banque s'attend à un maintien d'écarts significatifs entre les différentes régions dans le monde.

		La Banque s'attend à une légère récession dans l'Eurozone (les prévisions de croissance de la Banque sont de -0,6 % et -0,4 % pour 2013 et 2014). Ceci est attribué à la poursuite de la crise de la dette souveraine et au niveau élevé de l'endettement du secteur privé dans les pays européens périphériques. La BCE devrait continuer à intervenir pour stabiliser les marchés et faire baisser les taux d'intérêt au cours du deuxième trimestre 2013 en fonction de la poursuite de la croissance économique de l'Eurozone, qui pourrait être suivie par une réduction finale de taux d'intérêt prévue pour le deuxième semestre. La Banque estime probable que le Sud de l'Europe et l'Irlande n'aboutiront que progressivement à des solutions communes durables en matière fiscale. Si les pays fondateurs ne sont plus déterminés à renforcer leur soutien aux États périphériques à l'avenir, ceci pourrait aboutir à un ensemble de restructurations de dette (avec probablement des échéances à plus long terme et des réductions de taux d'intérêt), mais probablement pas avant 2015. Dans la Division warrants et certificats, la concurrence devrait rester intense entre les principaux émetteurs. D'autres modifications de la réglementation devraient intervenir, qui devront être prises en compte en temps opportun pour l'activité. Compte tenu des prévisions faites par les différentes divisions et d'une approche restrictive de la gestion des coûts, la Banque s'attend à un maintien global des bénéfices au cours des exercices 2013 et 2014.
B.5	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur.	L'Émetteur est membre du sous-groupe allemand de Citigroup. En tant que société anonyme, il est géré par un conseil d'administration. L'Émetteur est entièrement détenu par une société holding allemande, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, une société en commandite domiciliée à Francfort-sur-le-Main.
		Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est également un associé passif de l'Émetteur, dans la mesure où il détient une participation passive (« Stille Einlage ») d'un montant total de 122 710 051,49 EUR au 30 novembre 2012. L'associé responsable de la société Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est la société Citigroup Global Markets Finance LLC (États-Unis). Le commanditaire unique est Citi Overseas Investment Bahamas Inc.
		Toutes les actions de Citigroup Global Markets Finance LLC sont détenues par Citi Overseas Investment Bahamas Inc., dont le seul actionnaire est Citibank Overseas Investment Corporation (États-Unis). Cette société est elle-même détenue à 100 % par Citibank, N.A. (États-Unis). Citibank, N.A. (États-Unis) est détenue à 100 % par Citicorp (États-Unis), qui est elle-même détenue à 100 % par Citigroup, Inc (États-Unis).
B.9	Lorsqu'une prévision ou une estimation du bénéfice est réalisée, en indiquer le montant.	Sans objet ; l'Émetteur a décidé de ne publier aucune prévision de bénéfice ou estimation de bénéfice dans le Prospectus de Base.
B.10	Décrire la nature des éventuelles réserves sur les informations financières historiques	Les états financiers annuels de l'Émetteur pour les exercices du 1er décembre 2011 au 30 novembre 2012 et du 1er décembre 2010 au 30 novembre 2011 ont été audités par l'auditeur statutaire de l'Émetteur et ont obtenu une mention sans réserve de la part de l'auditeur.

	contenues dans le rapport d'audit.				
B.12	Présenter les informations financières historiques clés sélectionnées pour l'émetteur, pour chaque exercice de la période couverte par ces informations financières	Informations financières Deutschland AG Le tableau ci-dessous p financières significatives fo l'exercice budgétaire antér compte du développement AG:	résente une com ournies dans les ét ieur (exercice 201	paraison de ce tats financiers au (11) et l'exercice	rtaines statistiques dités de 2012 entre 2012 et rend donc
	historiques et pour toute période intermédiaire ultérieure, accompagnées de		30.11.2012 en millions d'euros	Exercice précédent (30.11.2011) en millions d'euros	
	données comparatives	Total du bilan	9.543	8.690	
	couvrant la même période de l'exercice	Volume d'activité	11.162	10.163	
	précédent; la	Fonds propres	590	588	
	présentation des bilans	Volume des prêts	5.365	5.196	
	de clôture suffit toutefois à remplir	Nombre d'employés	348	361	
	l'exigence	- consecutive property to			
	d'informations bilancielles comparables. Une déclaration		01.12.2011 - 30.11.2012 en millions d'euros	Exercice précédent (01.12.2010 – 30.11.2011) en millions d'euros	
attestant qu'aucune détérioration	Revenus d'intérêt de l'exploitation	11	29		
	significative n'a eue de répercussions sur les	Commissions de courtage	111	96	
	perspectives de l'émetteur depuis la	Commissions d'opérations sur valeurs mobilières	18	17	
	date de ses derniers états financiers vérifiés	Revenu net des opérations financières de négoce	25	60	
détérioration significative. Une descrip	description de toute	Frais généraux et administratifs	161	137	
	significative. Une description des	À la date du bilan, les fond suivants :	ls propres inscrits	s au bilan compre	ennent les éléments
	changements significatifs de la situation financière ou commerciale de l'émetteur survenus après la période couverte par les		30.11.2012 en millions d'euros (audité)	Exercice précédent (30.11.2011) en millions d'euros (audité)	
	informations financières	Capital souscrit			
	historiques.	Capital social	210,6	210,6	

Participation de l'associé passif	122,7	122,7
Réserves de capital	195,8	193,8
Réserve légale	33,0	33,0
Autres bénéfices mis en réserve	27,9	27,9

De plus, dans le cadre de l'intégration de nouvelles règles au titre de BilMoG en vertu du §340g du Code allemand du commerce (HGB), un nouveau poste séparé a été créé (« Fonds pour les risques bancaires généraux ») pour un montant de 9,4 millions d'euros (6,6 millions d'euros l'année précédente).

Le capital réglementaire imputé sous BIZ se compose d'un capital de base et de capital supplémentaire (passifs subordonnés) après approbation, comme suit :

	30.11.2012 en millions d'euros	Exercice précédent (30.11.2011) en millions d'euros
Fonds propres au bilan	590,0	588,0
Moins immobilisations	0	-1,2
Capital de base	599,3	594,3
Capitaux supplémentaires	0,0	0,0
Fonds propres	599,3	594,3
Ratios de capitaux		
Fonds propres Tier one en %	33,6	29,3
Ratio de capitaux totaux en %	33,6	29,3

En dépit de la crise de dette dans l'Eurozone et de la volatilité concomitante sur les marchés financiers internationaux, Citigroup Global Markets Deutschland AG a de nouveau réussi à dégager un bénéfice au cours de l'exercice clôturé récemment.

Informations financières semestrielles clés de Citigroup Global Markets Deutschland AG

Le tableau ci-dessous présente une comparaison de certaines statistiques financières significatives pour le premier semestre de l'exercice financier fournies dans les états financiers non-audités de 2013 entre l'exercice budgétaire antérieur et/ou les chiffres des années précédentes et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG:

	31.05.2013 en million d'Euro	30.11.2012 en million d' Euro
Total du bilan	11.147	9.543
Volume d'activité	12.628	11.162
Fonds propres	590	590
Portefeuille des prêts	5.179	5.365

Nombre d'employés à la date	263	334
du bilan		

	01.12.2012 - 31.05.2013 en million d'Euro	01.12.2011 - 31.05.2012 en million d'Euro
Revenus d'intérêt de l'exploitation	3	7
Commissions de courtage	20	33
Commissions d'opérations sur valeurs mobilières	8	9
Revenu net des opérations financières de négoce	29	16
Frais généraux et administratifs	72	70

Etats en ce qui concerne l'information tendancielle et la situation financière et commerciale.

L'Emetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2012, aucune détérioration significative n'a affecté les perspectives de l'Emetteur.

En outre, l'Emetteur déclare que depuis la date des états financiers provisoires au 31 mai 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale de l'Emetteur.

B.13 Décrire tout événement récent propre à l'émetteur et présentant un intérêt significatif pour l'évaluation de sa solvabilité.

Aucun événement présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur n'est identifié à ce moment. Cependant, Citigroup Global Markets Deutschland AG est actuellement sujet à un audit extraordinaire sur les retenues à la source fiscales par l'autorité fiscale Francfort-Hoeschst pour les années 2007-2008. Dans ce contexte l'autorité fiscale a explicité ses vues quant au fait que Citigroup Global Markets Deutschland AG aurait dû déduire et payer la retenue à la source des dividendes reçus en relation avec transactions communément appelées cum-ex transactions. S'appuyant sur ces observations l'autorité fiscale est actuellement de l'avis que Citigroup Global Markets Deutschland AG est responsable de la non déduction de la retenue à la source d'un montant supérieur à 706 Millions d'Euro pour les années 2007 et 2008. Dans le cas où l'autorité fiscale a raison, la responsabilité fiscale pour les années 2009 à 2011 pourrait se poser ce qui est impossible d'estimer pour le moment.

The principal point de départ de l'action en responsabilité des autorités fiscales est de savoir si Citigroup Global Markets Deutschland AG est qualifié de banque allemande exécutant un transaction (die den Verkaufsauftrag ausführende Stelle) durant ces années. De plus, la méthode appliquée pour identifier le montant des dommages et intérêts est débattue comme celle de savoir si Citigroup Global Markets Deutschland AG peut être tenu responsable comme débiteur principal.

De plus, il devrait être noté que . Citigroup envisage actuellement des mesures visant à optimiser sa structure d'organisation.

B.14	Si l'émetteur fait partie
	d'un groupe, décrire ce
	groupe et la place qu'y
	occupe l'émetteur. Si
	l'émetteur est
	dépendant d'autres
	entités du groupe, ce
	fait doit être clairement
	stipulé.

Citigroup Global Markets Finance Corporation à titre de société holding allemande possède 100 % des actions de l'Émetteur. En vertu du § 17 (2) de la Loi allemande sur les sociétés par actions (*Aktiengesetz*, « AktG »), il est considéré qu'une société dont la majorité des actions est détenue par une autre société est dépendante de cette autre société.

B.15 Fournir une description des principales activités de l'émetteur.

L'Émetteur est une banque d'affaire et d'investissement qui propose des solutions financières complètes dans les secteurs des opérations bancaires de l'investissement, des titres à revenu fixe, des opérations de change, des valeurs mobilières et des dérivés ainsi que des services de transactions internationales aux entreprises, aux pouvoirs publics et aux investisseurs institutionnels ; c'est en outre un émetteur majeur de warrants et de certificats dont les investisseurs finaux sont principalement des clients particuliers. Depuis la fin de l'année 2012, l'activité de l'Émetteur intègre également Citi Private Bank – Family Office Coverage Germany et Covered Bond Research.

B.16 Dans la mesure où ces informations sont connues de l'émetteur, indiquer si celui-ci est détenu ou contrôlé, directement ou indirectement, et par qui; décrire la nature de ce contrôle.

En plus de l'intégration de l'Émetteur dans le groupe de sociétés Citigroup Inc. mentionné ci-dessus, l'Émetteur est également partie liée à sa maison mère directe par un accord de transfert de pouvoir et de pertes et profits.

En vertu de cet accord, l'Émetteur a conféré la gestion de ses affaires à sa maison mère directe. De ce fait, la société holding dont dépend directement l'Émetteur, a le droit de lui donner des instructions.

L'accord impose également à l'Émetteur de transférer la totalité de son bénéfice à sa maison mère directe. En contrepartie, la maison mère directe est tenue de compenser toute perte annuelle éventuelle de l'Émetteur durant la période de validité de l'accord, comme prévu en détail par les § 302 (1) et (3) d'AktG.

Section C - Valeurs mobilières

C.1 Décrire la nature et la catégorie des valeurs mobilières offertes et/ou admises à la négociation et donner tout numéro d'identification des valeurs mobilières.

Type/forme des Warrants

Les warrants sont des instruments dérivés qui peuvent comporter un droit d'option et qui peuvent donc présenter beaucoup de points communs avec les options. L'une des principales caractéristiques des Warrants est l'effet de levier: une évolution du cours du sous-jacent peut entraîner une variation disproportionnée du cours du Warrant. L'effet de levier du Warrant joue dans les deux sens – non seulement à l'avantage de l'investisseur en cas de bonnes performances des facteurs déterminant la valeur, mais également en sa défaveur en cas de performances défavorables. Le paiement du au titre d'un Warrant lors de son exercice ou de sa liquidation prématurée dépend de la valeur du sous-jacent à ce moment.

Les Warrants seront émis sous une forme dématerialisée au porteur et seront enregistrés dans les livres du dépôt central des valeurs mobilières qui créditera les comptes des titulaires de compte. Aucun document physique attestant de la possession (notamment des *certificats représentatifs* conformément à l'Article

C.2	Indiquer dans quelle monnaie l'émission a eu lieu.	R.211-7 du Code monétaire et financier français) ne sera émis concernant les Warrants. Numéro d'identification des titres ISIN: DE000CF6Z584 Numéro d'identification local : 5054C Euro
C.5	Décrire toute restriction imposée à la libre négociabilité des valeurs mobilières.	Chaque Warrant est transmissible selon les lois s'appliquant à chaque cas et, le cas échéant, les réglementations et les procédures respectives applicables du dépositaire central de titres dans les livres duquel le transfert est enregistré.
C.8	Décrire les droits attachés aux valeurs mobilières y compris leur rang, y compris toute restriction qui leur est applicable.	Les Warrants sont régis par la loi allemande. La constitution des Warrants peut être régie par les lois de la juridiction du dépositaire central de titres. Droits attachés aux Warrants Chaque Warrant confère à son détenteur le droit au montant en espèces détaillé à la section C.15. Statut des Warrants Les Warrants Les Warrants créent des obligations non garanties et non subordonnées de l'Émetteur qui se classent pari passu les unes par rapport aux autres et par rapport à toutes autres obligations actuelles et futures non garanties et non subordonnées de l'Émetteur, à l'exception des obligations qui ont priorité en raison de dispositions statutaires obligatoires. Limitations de droits L'Emetteur a le droit de résilier les Warrants et de modifier par voie d'avenant les termes et conditions en application des dispositions prévues aux termes et conditions des Warrants.
C.11	Indiquer si les valeurs mobilières offertes font ou feront l'objet d'une demande d'admission à la négociation, en vue de leur distribution sur un marché réglementé ou sur des marchés équivalents — les marchés en question	Les Warrants ont été admis sur le marché réglementé à la bourse de valeurs de Eurolist, Euronext Paris S.A., qui est un marché réglementé au sens de la Directive 2004/39/CE.

	devant alors être nommés.	
C.15	Décrire comment la valeur de l'investissement est influencée par celle du ou des instrument(s) sous-jacent(s), sauf lorsque les valeurs mobilières ont une valeur nominale d'au moins 100 000 EUR.	Description des Warrants Turbo Bull à barrière désactivante (désactivation) Les Warrants Turbo Bull à barrière désactivante permettent aux investisseurs de participer avec un effet de levier à la performance positive de la valeur sousjacente. En contrepartie, cependant, ils participent également sur une base à effet multiplicateur à toute performance négative de la valeur sous-jacente en prenant en plus le risque que le Warrant Turbo Bull à barrière désactivante perde sa valeur ou quasiment sa valeur immédiatement (événement knock-out) si le prix d'observation de la valeur sous-jacente chute au niveau ou au-dessous de la barrière désactivante à tout moment pendant la période d'observation au cours des heures d'observation. À la date d'échéance, le montant reçu par les investisseurs est égal à l'excédent, multiplié par le coefficient multiplicateur, entre le prix de référence de la valeur sous-jacente à la date d'évaluation et le prix d'exercice correspondant, converti dans la devise de règlement. Si le prix d'observation de la valeur sous-jacente atteint ou chute au-dessous de la barrière désactivante à tout moment pendant la période d'observation au cours des heures d'observation (moment de désactivation), le Warrant Turbo Bull à barrière désactivante expire, soit sans valeur, soit, si les Conditions Définitives le prévoient, presque sans valeur à un faible montant.
C.16	Indiquer la date d'expiration ou d'échéance des instruments dérivés ainsi que la date d'exercice ou la date finale de référence.	Date d'échéance: 26.06.2014 Date d'exercice: Date d'évaluation Date d'évaluation: 19.06.2014
C.17	Décrire la procédure de règlement des instruments dérivés.	Dans le cas de Warrants à exercice automatique, cà-d. d'une modalité d'exercice européenne, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au crédit des détenteurs du warrant enregistrés auprès du dépositaire central à la clôture du jour ouvrable bancaire précédent au siège social du dépositaire central de titres. Le dépositaire central de titres s'est engagé auprès de l'Émetteur à faire un
C.18	Indiquer les modalités relatives au produit des instruments dérivés.	transfert ultérieur correspondant. Dans le cas de Warrants à modalité d'exercice européenne, le droit d'option ne peut être exercé par le détenteur du warrant qu'à la date d'évaluation pour le warrant concerné. Si le montant en numéraire aboutit à une valeur positive, le droit d'option attaché au warrant concerné est considéré exercé à la date d'évaluation sans autres conditions préalables et sans soumission d'une notification explicite d'exercice (« Exercice Automatique »).

C.19	Indiquer le prix d'exercice ou le prix de référence final du sous-jacent.	Prix de référence à la date d'évaluation : Cours de clôture
C.20	Décrire le type de sous-jacent utilisé et indiquer où trouver les informations à son sujet.	Type: action ou titre représentant des actions WKN (Numéro d'identification des valeurs mobilières allemandes): 852552 ISIN: US1667641005 Société: Chevron Corp. Bourse de valeurs mobilières concernée: NYSE Page de Reuters: CVX.N Site Web: www.chevron.com
Section	n D – Risques	
D.2	Fournir les informations clés concernant les principaux risques propres à l'émetteur.	Risque d'arrêt ou de restriction de la fixation du prix par l'Emetteur Si l'Émetteur devait limiter ou abandonner complètement son intention de fixer les prix de l'offre et de la demande, le danger existerait, au cas où les prix des Warrants ne seraient pas fixés par aucune autre partie, que les investisseurs doivent attendre l'échéance finale des Warrants ou, lorsque l'exercice est possible, qu'ils doivent exercer leur droit d'option. Risque de liquidité en dépit d'un accord de transfert de pouvoir et de pertes et profits L'Émetteur ne serait également pas en mesure d'honorer les obligations liées aux titres en dépit d'un accord de transfert de pouvoir et de pertes et profits si, dans le cas où l'Émetteur générait une perte nette, bien que la maison mère directe soit en principe tenue de prendre cette perte à son compte, il était incapable ou non disposé à se conformer à cet engagement contractuel en raison de ses propres difficultés de trésorerie ou de surendettement.
		Courtage de transactions pour d'autres sociétés du Groupe et répartition du travail au sein de Citigroup L'essentiel du revenu de commission de l'Émetteur se compose du revenu des prix de cession des transactions de courtage avec les sociétés apparentées. Les coûts pour l'Émetteur résultant de l'échange de services avec différentes sociétés du Groupe sont remboursés sur la base des accords existants en utilisant les prix de cession. À cette fin, le revenu et les dépenses, en particulier le revenu de commission pour les transactions réalisées avec l'assistance de la banque à titre de conseiller dans le cadre de ses activités commerciales, sont déterminés et alloués aux différents secteurs fournissant les services. Les transactions se rapportent à la négociation sur les titres, les émissions d'obligations et la gestion financière d'entreprise ainsi qu'à la vente de produits structurés, dérivés de titres de sociétés et les produits de gestion de devises, et aux opérations bancaires internationales. Ce processus est coordonné étroitement dans l'ensemble des secteurs avec Citigroup Global Markets Limited, Londres, en particulier, et également avec

Citibank, N.A., Londres.

Si une décision était prise au sein de Citigroup pour réaffecter les activités concernées à d'autres sociétés du Groupe, l'Émetteur pourrait perdre une importante source de revenu.

Les risques de l'activité de prêt

Le portefeuille de prêt de l'Émetteur consiste principalement en prêts accordés à des clients internationaux dans les secteurs de l'industrie et des services financiers ayant des notations de crédit de qualité. Les défauts de remboursement de prêt ont été évités ces dernières années grâce à cette politique commerciale. Le portefeuille de prêts consiste principalement en un nombre raisonnable d'unités empruntrices, comme le prescrit la loi allemande sur les opérations bancaires. Si des emprunteurs individuels importants du portefeuille de l'Émetteur n'étaient pas en mesure d'honorer leurs obligations, une forte hausse des provisions pour pertes sur prêt serait envisageable en principe et des défauts de remboursement sur prêts pourraient se produire.

Risque de taux d'intérêt

Le département des risques et trésorerie évalue et maîtrise le risque sur taux d'intérêt de l'Émetteur. L'exposition de l'Émetteur à des fluctuations des taux d'intérêt peut être un risque à moyen ou à long terme pour la détention de titres liquides si ceux-ci n'étaient pas à l'origine couverts par des transactions de couverture telles que des accords de swap de taux d'intérêt. Il en va de même pour les emprunts à moyen et long terme accordés par l'Émetteur. Un risque significatif de fluctuation des taux d'intérêt pourrait survenir lorsque les taux d'intérêt ne font pas l'objet d'un suivi attentif et en temps opportun, ce qui peut générer le danger concomitant qu'une mesure pour couvrir une telle exposition au risque de taux d'intérêt ne soit pas prise suffisamment tôt.

Risque opérationnel

L'Émetteur a transféré un certain nombre de domaines qui sont importants pour une gestion et un contrôle appropriés de ses activités économiques et les risques qui s'y rapportent à d'autres sociétés au sein et à l'extérieur de Citigroup. Au cas où les sociétés auxquelles ces domaines ont été transférés ne s'acquitteraient pas de leurs obligations contractuelles ou ne le feraient pas en temps opportun, la capacité de l'Émetteur à assumer ses propres obligations découlant des titres qu'il a émis aux dates prévues pourrait également être compromise.

Risque fiscal

Les décisions fiscales prises concernant l'Émetteur sont régulièrement soumises à un examen ultérieur sous forme d'audit fiscal externe ou d'arbitrage des affaires individuelles par les tribunaux compétents. Cette pratique est courante et signifie qu'un rappel d'impôts peut être décidé par l'administration fiscale des années après l'évaluation initiale en raison d'un contrôle fiscal ou d'une décision à portée générale rendue par un tribunal fiscal.

Risques généraux liés à l'activité

Risque de règlement

Le risque qu'une transaction soit traitée de manière incorrecte, ou qu'une

transaction soit exécutée différemment des intentions et des attentes de la direction de l'Emetteur.

• Risque en matière d'information

Le risque que l'information, qui a été produite, reçue, transmise ou conservée au sein ou à l'extérieur du siège social de l'Émetteur ne soit plus accessible. En outre, de telles informations peuvent être de qualité médiocre ou avoir été mal exploitées ou encore avoir été obtenues sans autorisation. Le risque en matière d'information inclut également les risques provenant des systèmes en tant que tels et utilisés pour le traitement de l'information.

Risque de réputation

Il représente le risque pour l'Emetteur que la relation avec ses clients se détériore si le niveau de qualité de ses services est insuffisant ou le risque que les transactions soient traitées de manière incorrecte. Ce risque inclut également le risque de développer des relations d'affaires avec des contreparties dont les pratiques ne sont pas conformes aux normes ou à l'éthique de l'Émetteur.

• Risque lié au personnel

L'Émetteur fait appel à des professionnels et des cadres dirigeants qualifiés. Le risque lié au personnel inclut le risque d'une rotation importante du personnel et le risque que l'Émetteur ne soit pas en mesure de retenir un personnel qualifié en nombre suffisant, mais également le risque que les employés de l'Émetteur enfreignent en connaissance de cause ou par négligence les règles fixées ou les standards éthiques de pratique établis par la société.

• Risques juridiques et réglementaires

L'Émetteur considère les risques juridiques comme tout risque résultant des contrats engageant sa responsabilité et de la loi applicable. Les risques réglementaires résultent de l'environnement juridique dans lequel l'Émetteur réalise ses opérations.

• Risques de fraude

Risques internes et externes de fraude tels que la corruption, le délit d'initié et le vol de données.

D.6 Fournir les informations clés concernant les principaux risques propres aux valeurs mobilières. Inclure un avertissement informant l'investisseur au'il pourrait perdre tout ou partie, selon le

cas, de la valeur de

Facteurs généraux de risque des Warrants

Risque de perte totale

Les Warrants constituent des instruments d'investissement particulièrement risqués. Ils impliquent un niveau de risque particulièrement élevé de perdre le capital investi, y compris une perte totale, plus les coûts de transaction encourus et tous les coûts d'emprunt.

Risque de défaillance de l'Émetteur des Warrants

Au cas où l'Émetteur deviendrait insolvable, les investisseurs pourraient subir une perte pouvant aller jusqu'à une perte totale. En tant que titres au porteur, les

investissement son et/ou, si le risque encouru par l'investisseur ne se limite pas à la valeur son investissement, une mention de ce fait, assortie d'une description des cas où ce surcroît de risque se matérialise ainsi que des effets financiers probables de cette matérialisation.

Warrants n'entrent pas dans le champ des dispositions prévues pour la protection des dépôts.

Risque résultant de fluctuations de prix des Warrants supérieures à la moyenne (effet de levier)

L'une des principales caractéristiques des Warrants est l'effet de levier : une évolution du cours de la valeur sous-jacente peut entraîner une variation disproportionnée du cours du Warrant. En même temps, les Warrants génèrent également des risques de perte supérieurs à la moyenne.

Risque d'absence ou de non-fonctionnement d'un marché secondaire de Warrants ou de manque de disponibilité du système de transactions électroniques de l'Émetteur

Les investisseurs ne devraient pas présumer qu'ils seront en mesure de vendre un Warrant à un moment particulier ou à un prix particulier pendant sa période de validité. Les investisseurs devraient plutôt partir de l'hypothèse que le prix en bourse ne peut se situer que dans les limites de la fourchette de prix acheteur et vendeur indiquée par l'Émetteur, si elle est disponible, et que leurs ordres d'achat ou de vente en bourse seront exécutés avec l'Émetteur en qualité de contrepartie directe ou indirecte.

Risque lié à la cessation du négoce sur le marché secondaire immédiatement avant une échéance finale

L'Emetteur et/ou le marché cessent de négocier les Warrants juste avant leur date d'évaluation. Cependant, le prix de référence de la valeur sous-jacente à la date d'évaluation et/ou le taux de change applicable, lesquels sont importants dans la détermination du montant des Warrants, peuvent varier entre le dernier jour de cotation et la date d'échéance, dans un sens défavorable à l'investisseur. Il existe un risque particulier que le prix de la valeur sous-jacente atteigne, chute audessous ou dépasse une barrière pour la première fois juste avant que le prix de référence à la date d'évaluation soit déterminé et après la clôture de la cotation sur le marché secondaire.

Risque sur la devise relatif à la valeur intrinsèque des Warrants

La performance de l'investissement est soumise à un risque sur la devise si la valeur sous-jacente sur laquelle les Warrants sont basés est libellée dans une devise autre que la devise dans laquelle le montant en numéraire est versé (devise de règlement).

Risques d'événements perturbant le fonctionnement du marché

En cas de survenue d'événements perturbant le fonctionnement du marché pour la valeur sous-jacente, l'Émetteur a le droit de repousser la date d'évaluation du prix de référence de l'exercice. Ceci peut entraîner un risque supplémentaire pour les investisseurs si la valeur sous-jacente réalise une performance négative pendant la durée du report ou, le cas échéant, si le taux de change utilisé pour convertir la valeur intrinsèque en devise de règlement fluctue dans un sens défavorable à l'investisseur.

Facteurs de risque spécifiques au produit

Risque relatif à la perte de la valeur temps des Warrants en fonction de la

durée résiduelle

Le prix des Warrants est calculé sur la base de deux composants du prix (la valeur intrinsèque et la valeur temps) La valeur intrinsèque des Warrants pendant leur période de validité est égale à la différence (si elle est positive), multipliée par le coefficient multiplicateur, entre la valeur sous-jacente et le prix d'exercice (warrants Call). Le montant de la valeur temps, d'autre part, est essentiellement déterminée en fonction de la durée résiduelle du Warrant et de la fréquence et de l'intensité des fluctuations du prix de la valeur sous-jacente attendues par l'Émetteur pendant la durée résiduelle du Warrant (volatilité implicite).

Risques relatifs à d'autres facteurs affectant la valeur comme les taux d'intérêt du marché monétaire, les dividendes attendus et les coûts de refinancement de l'Émetteur

Les autres facteurs affectant le prix des Warrants comprennent, notamment, les taux d'intérêt sur le marché monétaire pour la durée résiduelle, le revenu attendu des transactions de couverture de l'Émetteur concernant la valeur sous-jacente et le niveau des coûts de refinancement de l'Émetteur pour réaliser ces transactions de couverture.

Même si le prix de la valeur sous-jacente s'élève, dans le cas d'une option call, ou chute, dans le cas d'une option put, la valeur du Warrant peut diminuer en raison des autres facteurs affectant la valeur. Compte tenu de la durée de validité limitée du Warrant, aucune garantie ne peut être donnée quant à une remontée du prix du Warrant dans les délais. Plus la durée résiduelle est courte, plus le risque est grand.

Risque relatif aux transactions de couverture sur la valeur sous-jacente dans le cas de Warrants à barrière désactivante

Dans le cas de Warrants à barrière désactivante, on ne peut exclure l'éventualité que les activités de l'Émetteur pour la prise ou le débouclement de positions de couverture puissent intensifier les fluctuations de prix de la valeur sous-jacente des Warrants au point qu'un événement désactivant soit déclenché et qu'en conséquence les droits d'option expirent prématurément sans valeur.

Risque de survenue d'un événement désactivant en dehors des heures de négociation sur le marché secondaire

Les investisseurs sont en principe exposés au risque qu'un événement désactivant puisse également se produire en dehors des heures où les Warrants sont habituellement négociés. Ce risque est particulièrement significatif dans les circonstances où les heures de négociation pour les Warrants diffèrent des heures de négociation normales des valeurs sous-jacentes.

Risque de perte totale avant l'échéance en raison de la survenue d'un événement désactivant

La période de validité des Warrants Turbo Bull expire prématurément au moment de la désactivation et les droits d'option Turbo expirent sans valeur, au cas où le prix de la valeur sous-jacente défini dans les termes et conditions est égal à ou inférieur (Bull) la barrière désactivante du Warrant Turbo au cours d'une période d'observation définie dans les termes et conditions. Si un événement désactivant se produit, les investisseurs subiront une perte totale de leur capital investi.

Risque sur le prix relatif à un accroissement de la volatilité implicite

Dans le cas des Warrants Turbo, le prix des Warrants pendant leur période de validité est influencé par d'autres facteurs affectant la valeur en plus du prix de la valeur sous-jacente, notamment la volatilité implicite de la valeur sous-jacente. Du point de vue de l'investisseur, une augmentation de la volatilité implicite de la valeur sous-jacente représente un risque sur le prix si le prix de la valeur sous-jacente est proche de la barrière désactivante.

Risque de perte totale en raison de bonds du prix de la valeur sous-jacente (risque de gap)

Le risque d'un bond du prix de la valeur sous-jacente, par exemple entre l'heure de clôture des négociations la veille et l'heure d'ouverture des cours le lendemain, qui pourrait déclencher un événement désactivant, est dénommé risque de gap.

Section E - Offre

E.2b Indiquer les raisons de l'offre et l'utilisation prévue du produit de celle-ci, lorsqu'il s'agit de raisons autres que la réalisation d'un bénéfice et/ou la couverture de certains risques.

Sans objet; les raisons de l'offre sont de réaliser des profits et/ou de prendre une couverture par rapport à certains risques et le produit net de l'émission de Warrants présentés dans le Prospectus de Base seront utilisés par l'Émetteur à des fins générales.

E.3 Décrire les modalités et les conditions de l'offre.

Méthode de présentation de l'offre, offreur et date d'émission des Warrants

Les Warrants sont offerts de gré à gré en continu.

L'offre des Warrants commence en France le 22.01.2014.

Les offreur des Warrants est: l'Émetteur

La date d'émission est: 22.01.2014

Restriction imposée à la libre négociabilité des valeurs mobilières

Les Warrants peuvent être offerts ou vendus seulement si l'ensemble des lois et règlementations relatives aux valeurs mobilières en vigueur dans la juridiction dans laquelle un achat, une offre, une vente ou une livraison de Warrants est effectué ou dans laquelle le présent document est diffusé ou conservé pour inspection ont été respectées, et si tous les consentements ou autorisations nécessaires pour l'achat, l'offre, la vente ou la livraison des Warrants conformément aux normes légales en vigueur dans cette juridiction ont été obtenus.

En particulier, les Warrants ne sont pas et ne seront pas enregistrés conformément à la Loi sur les valeurs mobilières des États-Unis (*United States Securities Act*) de 1933 telle qu'amendée. Ils ne peuvent être offerts, vendus, négociés ou livrés au sein des États-Unis directement ou indirectement par ou

pour le compte d'un ressortissant des États-Unis (comme défini dans la Réglementation S conformément à la Loi sur les valeurs mobilières des États-Unis de 1933), excepté dans le cas d'exemption des conditions d'enregistrement de la Loi sur les valeurs mobilières. Toute personne recevant le montant de liquidités correspondant aux termes et conditions est considérée comme ayant fait une déclaration indiquant que la personne titulaire des droits découlant des Warrants n'est pas un ressortissant des États-Unis.

Prix d'émission, frais et taxes relatifs à l'achat

Le prix d'émission initial est de EUR 0,21.

Sans objet, l'achat de Warrants ne faisant supporter aucun coût ou taxe à l'Émetteur notamment pour les acheteurs ou les souscripteurs.

E.4 Décrire tout intérêt, y compris les intérêts conflictuels, pouvant influer sensiblement sur l'émission/l'offre.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui agissent généralement en qualité d'agent de calcul des Warrants. Cette activité peut entraîner des conflits d'intérêt dans la mesure où les responsabilités de l'agent de calcul comprennent certaines déterminations et décisions qui pourraient avoir un effet négatif sur le prix des Warrants ou le montant des liquidités.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent s'engager dans des transactions de négoce sur la valeur sous-jacente, sur d'autres instruments qui s'y rapportent, ou sur des dérivés, des options boursières ou des contrats à terme en bourse, ou peuvent émettre d'autres valeurs et dérivés fondés sur la valeur sous-jacente. Les sociétés peuvent également intervenir dans l'acquisition de nouvelles parts ou d'autres titres de la valeur sous-jacente ou, dans le cas d'indices de valeurs, de sociétés individuelles incluses dans l'indice, ou agir en qualité de conseillers financiers pour les entités auxquelles il est fait référence ou collaborer avec elle dans le secteur de la banque d'affaires. Les sociétés sont tenues de s'acquitter de leurs obligations à ce titre, indépendamment des conséquences qui peuvent en résulter pour les détenteurs de warrants et, le cas échéant, devront prendre les mesures qu'elles considèrent nécessaires ou appropriées pour se protéger ou sauvegarder leurs intérêts dans le cadre de ces relations d'affaires. Les activités visées ci-dessus pourraient entraîner des conflits d'intérêt et avoir un effet négatif sur le prix de la valeur sous-jacente ou des titres qui lui sont associés comme les Warrants.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent émettre des titres dérivés supplémentaires fondés sur la valeur sous-jacente, ou sur des éléments constitutifs de la valeur sous-jacente, notamment des titres dont les caractéristiques sont identiques ou similaires à celles des Warrants. L'introduction de tels produits, qui concurrencent les Warrants, peuvent avoir un effet sur le prix de la valeur sous-jacente ou les éléments constitutifs de la valeur sous-jacente et donc aussi sur le prix des Warrants. L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent recevoir des informations de nature non publique se rapportant à la valeur sous-jacente, ou à des éléments constitutifs de la valeur sous-jacente, mais ne sont pas tenus de les communiquer aux détenteurs de warrants. De plus, les sociétés appartenant à Citigroup ou affiliées à lui peuvent publier des rapports de recherche se rapportant à la valeur sous-

		jacente ou aux éléments constitutifs de la valeur sous-jacente. Les activités de ce type peuvent créer certains conflits d'intérêt et affecter le prix des Warrants.
E.7	Donner une estimation des dépenses facturées à l'investisseur par l'émetteur ou l'offreur.	Les dépenses estimées pour les Warrants, y compris le coût d'admission à la négociation sont compris(es) dans le prix d'émission ou au prix de vente, le cas échéant. Si l'investisseur achète des Warrants auprès d'un distributeur, le prix d'achat à payer par l'investisseur pourra comprendre des commissions de vente devant être communiquées au distributeur.

Citigroup Global Markets Deutschland AG

Frankfurt am Main

(Issuer)

Final Terms dated

21 January 2014

to the

Tripartite Base Prospectus dated 13 May 2013 as amended (the "Tripartite Base Prospectus")

TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT

based on the following underlying:

Cisco Systems

ISIN: DE000CF6Z592

The respective Final Terms to the Tripartite Base Prospectus will be made available as a separate document in paper form free of charge at the address of the relevant paying agent and published on the Issuer's website (www.citifirst.com).

The subject matter of the Final Terms is Turbo Warrants with knock-out (Product No. 2) (the "Warrants" or the "Series") based on a share or a security representing shares, issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer").

The Final Terms were prepared in accordance with Article 5 (4) of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (as most recently amended by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010) (the "Prospectus Directive") and must be read in conjunction with the Tripartite Base Prospectus (consisting of the Summary and the Securities Note, each dated 13 May 2013, and the Registration Form of Citigroup Global Markets Deutschland AG dated 3 May 2013, including any supplements). Complete information about the Issuer and the offer of the Warrants can be obtained only from a synopsis of these Final Terms together with the Tripartite Base Prospectus (including all related supplements, if any).

The Final Terms to the Tripartite Base Prospectus take the form of a separate document within the meaning of Article 26 (5) of Commission Regulation (EC) No. 809/2004 of 29 April 2004 as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012 and Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012 (the "**Prospectus Regulation**").

An issue specific summary that has been completed for the Warrants is attached to these Final Terms.

INFORMATION ABOUT THE TERMS AND CONDITIONS – ISSUE SPECIFIC CONDITIONS

With respect to the Series of Warrants, the Issue Specific Conditions applicable to the Turbo Bull or Bear Warrants with Knock-Out, as replicated in the following from the Tripartite Base Prospectus and supplemented by the information in the Annex to the Issue Specific Conditions as set out below, and the General Conditions contain the conditions applicable to the Warrants (referred to together as the "Conditions"). The Issue Specific Conditions should be read in conjunction with the General Conditions.

Part A. Product Specific Conditions

No. 1 Option Right

Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer") hereby grants the holder (each a "Warrant Holder") of Turbo Bull or Bear Warrants with Knock-Out (the "Warrants"), based on the Underlying as specified in detail in each case in Table 1 and Table 2 of the Annex to the Issue Specific Conditions, the right (the "Option Right") to require the Issuer to pay the Cash Amount (No. 2 (1) of the Issue Specific Conditions) or the Termination Amount (No. 2 of the General Conditions) in accordance with these Terms and Conditions.

No. 2 Cash Amount; Definitions

- (1) The "Cash Amount" for each Warrant, subject to the occurrence of a Knock-Out Event (No. 2a of the Issue Specific Conditions) or the early redemption of the Warrants by the Issuer (No. 2 of the General Conditions), shall be the Intrinsic Value of a Warrant, if the latter is already expressed in the Settlement Currency, or the Intrinsic Value of a Warrant converted into the Settlement Currency using the Reference Rate for Currency Conversion.
- (2) The "Intrinsic Value" of a Warrant shall be the difference, expressed in the Reference Currency and multiplied by the Multiplier, by which the Reference Price of the Underlying determined on the Valuation Date is higher than (Bull Warrants) or lower than (Bear Warrants) the respective Strike.
- (3) The following definitions shall apply in these Terms and Conditions:

"Additional Securities Euroclear System, Brussels; Clearstream Banking S.A.,

Depositaries": Luxembourg

"Auxiliary Location": London, United Kingdom

"Banking Day": Every day on which the commercial banks in Paris and

Frankfurt am Main are open for business, including trade

in foreign currencies and the receipt of foreign currency deposits (except for Saturdays and Sundays), the TARGET2-System is open and the Central Securities Depositary settles payments. "TARGET2-System" shall mean the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) payment system or any successor system.

"Central Securities Depositary": Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

France

France

"Clearing Territory of the

Central Securities Depositary":

"Currency Conversion Date": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Exchange Rate Reference

Agent":

EURO-FX reference rate system, whose reference exchange rates are published on Reuters page

EUROFX/1.

"Exercise Date": Valuation Date.

"Form of the Warrants": The Warrants will be issued in dematerialized bearer form

(au porteur) and inscribed in the books of the Central Securities Depositary which shall credit the accounts of the Account Holders. No physical document of title (including certificats représentatifs pursuant to Article R.211-7 of the French Monetary and Financial Code (Code monétaire et financier)) will be issued in respect of

the Warrants.

"Issue Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Issuer's Website": www.citifirst.com

"**Knock-Out Barrier**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Knock-Out Cash Amount": zero

"Maturity Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Minimum Exercise Volume": 1 Warrant(s) per ISIN or an integral multiple thereof

"Minimum Trading Volume": 1 Warrant(s) per ISIN or an integral multiple thereof

"Modified Valuation Date + 1": The first day following the Valuation Date on which the

Reference Rate for Currency Conversion is determined and published by the Exchange Rate Reference Agent.

"Modified Valuation Date": The first Valuation Date on which the Reference Rate for

Currency Conversion is determined and published by the

Exchange Rate Reference Agent.

"Multiplier": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Number": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Observation Period": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"**Reference Currency**": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"**Reference Price**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Reference Rate for Currency

Conversion":

The conversion of the Reference Currency into the Settlement Currency will be effected at the offered rate, expressed in indirect quotation, calculated an published on the Currency Conversion Date by the Exchange Rate Reference Agent at approximately 1:00 p.m. Frankfurt am Main local time.

If the method of calculating the Reference Rate for the Currency Conversion by the Exchange Rate Reference Agent changes materially or the Reference Rate is discontinued entirely, the Issuer is entitled to name a writeble content of the fair discontinued.

suitable replacement at its fair discretion.

"Settlement Currency": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Strike": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type of Exercise": European

"Underlying": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Valuation Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation

Date.

"Valuation Date + 1": not applicable

No. 2a Knock-Out

If the Observation Price of the Underlying (No. 5 (2) of the Issue Specific Conditions) expressed in the Reference Currency is equal to or falls below (Bull Warrants) or is equal to or exceeds (Bear Warrants) the Knock-Out Barrier of the Warrant specified in Table 1 of the Annex to the Issue Specific Conditions (the "**Knock-Out Event**") during the Observation Period (No. 2 (3) of the Issue Specific Conditions) during the Observation Hours (No. 5 (2) of the Issue Specific Conditions) at any time (referred to in the following as the "**Knock-Out Time**"), the term of the Warrants shall end early at the Knock-Out Time. In this event, the Cash Amount for each Warrant shall be equal to the Knock-Out Cash Amount (No. 2 (3) of the Issue Specific Conditions). The Issuer will give notice without delay in accordance with No. 4 of the General Conditions that the price of the Underlying has reached or fallen below (Bull Warrants) or reached or exceeded (Bear Warrants) the Knock-Out Barrier.

No. 3 Exercise of the Option Rights

- I. Applicable in the case of Warrants with a European Type of Exercise (as indicated for the respective series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):
- (1) The Option Right may be exercised by the Warrant Holder only with effect as of the Valuation Date for the respective Warrant.
 - If the Cash Amount results in a positive value, the Option Right attaching to the respective Warrant shall be deemed to be exercised on the Valuation Date without further preconditions and without the submission of an explicit Exercise Notice (referred to in the following as "Automatic Exercise").
- (2) The Issuer will transfer any positive Cash Amount to the Central Securities Depositary on the Maturity Date for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid.
- (3) The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer. In the event that the onward transfer of the Cash Amount or of the fair market value is not possible within three months after the Maturity Date ("Presentation Period"), the Issuer shall be entitled to deposit the relevant amounts with the Frankfurt am Main Local Court for the Warrant Holders at their risk and expense with a waiver of its right to reclaim those amounts. Upon the deposit of the relevant amounts with the Court, the claims of the Warrant Holders against the Issuer shall expire.
- (4) All taxes or other levies that may be incurred in connection with the payment of the Cash Amount or of the fair market value shall be borne by the Warrant Holders.

- (5) If the Valuation Date falls between the date on which the Issuer determines that there are grounds for making an Adjustment in accordance with No. 6 of the Issue Specific Conditions and the date on which the Issuer has given notice of the Adjustments (referred to in the following as the "Adjustment Period"), the Valuation Date shall be the first Banking Day common to the head office of the Issuer and to the location of the Central Securities Depositary following the date on which the Issuer has given notice of the Adjustments for the Valuation Date. The calculation of the Cash Amount in accordance with No. 2 of the Issue Specific Conditions shall be based on the relevant Reference Price of the Underlying on the Valuation Date together with the Adjustments made by the Issuer.
- (6) The Cash Amount and the fair market value shall be paid in the Settlement Currency without a requirement for the Issuer to give notice of any kind.
- (7) A declaration shall be deemed to have been made automatically that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell, resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the respective series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

(1) For the exercise of the Warrants to be effective, the holder of the respective Warrant must comply with the preconditions set out below with respect to the relevant Exercise Agent within the Exercise Period for the respective Warrant. The Exercise Period for the Warrants shall begin in each case on the third Banking Day after the Issue Date and shall end in each case at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the Valuation Date or, if the Reference Price of the Underlying is usually determined before 11.00 a.m. (local time at the location of the relevant Exercise Agent), the Exercise Period ends at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the last Trading Day preceding the last Valuation Date. The provisions of paragraphs (2) to (4) of this No. 3 II shall also apply.

If the Option Rights are exercised via the Exercise Agent in **France**, the Warrant Holder must submit to Citibank International plc., France (the "**Exercise Agent**") at the following address:

Citibank International plc. - Service Titres, 1-5 Rue Paul Cezanne, 75008 Paris, France

a properly completed "Paris" Exercise Notice for the respective ISIN (International Securities Identification Number) using the form available from the Issuer (referred to in the following as "Exercise Notice") and must have transferred the Warrants which it is intended to exercise

- to the Issuer crediting its account No. 186 at Euroclear France, account nature 51 or its account No. 67098 at Clearstream Luxembourg.

The Exercise Notice must specify:

- the ISIN (International Securities Identification Number) of the Warrant series and the number of Warrants intended to be exercised and
- the account of the Warrant Holder with a bank in France into which the Cash Amount is to be paid. If the Exercise Notice does not specify an account or specifies an account outside France, a check for the Cash Amount will be sent to the Warrant Holder at his risk by normal post to the address given in the Exercise Notice within five (5) Banking Days in Frankfurt am Main and Paris following the Valuation Date.
- Confirmation must also be given that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell, resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.
- (2) The Exercise Notice shall become effective on the Exercise Date according to No. 2 (3) of the Issue Specific Conditions. The Exercise Notice may not be revoked, including during the period prior to the date on which it becomes effective. All of the preconditions set out in No. 3 (1) of the Issue Specific Conditions must be satisfied within five (5) Banking Days of the occurrence of the first precondition. In any other circumstances, the Issuer shall have the right to return any payments already made to the Warrant Holder without interest at his risk and expense; in this event the Exercise Notice shall not become effective.
- (3) Option Rights that have not been exercised effectively in accordance with paragraphs (1) and (2) shall be deemed, subject to early termination by means of extraordinary Termination pursuant to No. 2 of the General Conditions, to be exercised on the final day of the Exercise Period without further preconditions, if the Cash Amount is positive ("Automatic Exercise"). In the event of Automatic Exercise, the confirmation referred to in the last subparagraph of paragraph (1) shall be deemed to have been given automatically. In any other circumstances, all rights arising from the Warrants that have not been exercised effectively by then shall expire on that day and the Warrants shall become invalid.
- (4) All taxes or other levies that may be incurred in connection with the exercise of the Warrants shall be borne by the Warrant Holder.
 - The exercise or settlement amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.
- (5) The Issuer will transfer any Cash Amount to the Central Securities Depositary on the Payment Date upon Exercise for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head

office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid.

The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer.

No. 4 (not applicable)

Part B. Underlying Specific Conditions

No. 5 Underlying

- (1) The "Underlying" shall be the share or security representing shares specified as the Underlying in Table 2 of the Annex to the Issue Specific Conditions of the Company specified in Table 2 of the Annex to the Issue Specific Conditions (the "Company").
- (2) The "Reference Price" of the Underlying shall correspond to the price specified as the Reference Price of the Underlying in Table 1 of the Annex to the Issue Specific Conditions, as calculated and published on Trading Days on the Relevant Exchange specified in Table 2 of the Annex to the Issue Specific Conditions (the "Relevant Exchange"). The "Observation Price" of the Underlying shall correspond to the prices for the Underlying calculated and published on an ongoing basis on the Relevant Exchange on Trading Days. "Observation Hours" shall be the Trading Hours. "Trading Days" shall be days on which the Underlying is normally traded on the Relevant Exchange on Trading Days.

No. 6 Adjustments

(1) If an Adjustment Event pursuant to paragraph (2) of this No. 6 occurs, the Issuer shall determine whether the relevant Adjustment Event has a diluting, concentrative or other effect on the computed value of the Underlying and, if such is the case, shall if necessary make a corresponding Adjustment to the affected features of the Warrants, which in its reasonable discretion is appropriate in order to take account of the diluting, concentrative or other effect and to leave the Warrant Holders as far as possible in the same position in financial terms as they were in before the Adjustment Event took effect. The Adjustments may relate, *inter alia*, to the Strike, the Multiplier and other relevant features, as well as to the replacement of the Underlying by a basket of shares or other assets or, in the event of a merger, by an adjusted number of shares of the absorbing or newly formed company and, where relevant, the specification of a different exchange as the Relevant Exchange and/or a different currency as the Reference Currency. The Issuer may (but is not obliged to) base the determination of this appropriate Adjustment on the adjustment made in response to the relevant Adjustment Event by a futures exchange, on which options or futures contracts on the Underlying are traded at

the time of the Adjustment Event, in respect of options or futures contracts on the relevant share traded on that futures exchange.

(2) An "Adjustment Event" shall be:

- (a) the subdivision (stock split), combination (reverse stock split) or reclassification of the respective shares or the distribution of dividends in the form of bonus shares or stock dividends or a comparable issue;
- (b) the increase in the capital of the Company by means of the issue of new shares in return for capital contributions, with the grant of a direct or indirect subscription right to its shareholders (capital increase for capital contributions);
- (c) the increase of the capital of the Company from its own financial resources (capital increase from corporate funds);
- (d) the grant by the Company to its shareholders of the right to subscribe for bonds or other securities with option or conversion rights (issue of securities with option or conversion rights);
- (e) the distribution of an extraordinary dividend;
- (f) the spin-off of a division of the Company in such a way that a new, independent company is formed or the division is absorbed by a third company, with the grant to the shareholders of the Company of shares in either the new company or the absorbing company for no consideration;
- (g) the permanent delisting of the Underlying on the Relevant Exchange as a result of a merger by absorption or new company formation or for another reason;
- (h) other comparable events that could have a diluting, concentrative or other effect on the calculated value of the Underlying.
- (3) The rules described in the preceding paragraphs shall apply analogously to securities representing shares as the Underlying (such as ADRs, ADSs or GDRs).
- (4) Changes in the method of calculating the Reference Price or other prices for the Underlying that are relevant in accordance with these Terms and Conditions, including a change in the Trading Days or Trading Hours relevant for the Underlying, shall entitle the Issuer to adjust the Option Right accordingly in its reasonable discretion. The Issuer shall determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change.
- (5) In the event that the Underlying is permanently delisted on the Relevant Exchange but continues to be listed on another exchange or another market which the Issuer in its reasonable discretion considers to be suitable (the "New Relevant Exchange"), then, subject to extraordinary Termination of the Warrants by the Issuer pursuant to No. 2 of the General Conditions, the Cash Amount shall be calculated on the basis of the corresponding prices for the Underlying calculated and published on the New Relevant Exchange. In addition, all references in these Terms and Conditions to the Relevant Exchange shall then be deemed, insofar as the context allows, to be references to the New Relevant Exchange.

- (6) In the event that a voluntary or compulsory liquidation, bankruptcy, insolvency, winding up, dissolution or comparable procedure affecting the Company is initiated, or in the event of a process as a result of which all of the shares in the Company or all or substantially all of the assets of the Company are nationalized or expropriated or required to be transferred in some other way to government bodies, authorities or institutions, or if following the occurrence of an event of another kind the Issuer reaches the conclusion that it is not possible to make an Adjustment that would reflect the changes that have occurred appropriately from a financial point of view, then the Issuer will terminate the Warrants pursuant to No. 2 of the General Conditions.
- (7) The Issuer shall give notice of the Adjustments and the date on which the Adjustments become effective in accordance with No. 4 of the General Conditions.

No. 7 Market Disruption Events

(1) If a Market Disruption Event in accordance with paragraph (2) of this No. 7 exists on the Valuation Date, then the Valuation Date shall be postponed to the next following day which fulfills the criteria for a Valuation Date in accordance with No. 2 of the Issue Specific Conditions and on which a Market Disruption Event no longer exists. The Issuer shall endeavor to give notice to the Warrant Holders without delay in accordance with No. 4 of the General Conditions that a Market Disruption Event has occurred. However, there shall be no obligation to give notice. If, as a result of the provisions of this paragraph, the Valuation Date has been postponed for five (5) consecutive days that fulfill the criteria for a Valuation Date in accordance with No. 2 (3) of the Issue Specific Conditions and if the Market Disruption Event continues to exist on that day as well, then that day shall be deemed to be the Valuation Date and the Issuer shall determine the Cash Amount in its reasonable discretion taking account of the market conditions prevailing on any such deemed Valuation Date.

(2) "Market Disruption Event" shall mean

- (i) the suspension or restriction of trading in the Underlying on the Relevant Exchange, or
- (ii) the suspension or restriction of trading (including the lending market) in a futures or options contract based on the Underlying on a Futures Exchange on which futures or options contracts based on the Underlying are traded (the "Futures Exchange");

if that suspension or restriction occurs or exists in the last half-hour before the calculation of the closing price of the Underlying that would normally take place and is material as determined by the Issuer in its reasonable discretion. A change in the Trading Days or Trading Hours on or during which the Underlying is traded does not constitute a Market Disruption Event, provided that the change takes place as the result of a previously announced change in the trading regulations by the Relevant Exchange.

ANNEX TO THE ISSUE SPECIFIC CONDITIONS

Table 1 – supplementary to Part A. Product Specific Conditions

Issue Date: 22/01/2014

Initial value date in France: 27/01/2014

ISIN / Local Trading Code	Underlying	Туре	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike / Knock-Out Barrier	Multiplier	Observation Period / Valuation Date / Maturity Date	Type of Exercise	Number	Reference Price of the Underlying ("Reference Price")
DE000CF6Z592 / 5055C	Cisco Systems	BULL	No	EUR 0.20	Euro (EUR)	USD 22.00 / USD 22.00	0.1	22/01/2014 to 19/06/2014 / 19/06/2014 / 26/06/2014	European	3,000,000	Closing price

Table 2 – supplementary to Part B. Underlying Specific Conditions

Underlying (Company) / Share type	ISIN or Reuters Code of the Underlying	Relevant Stock Exchange	Currency Conversion Date	Currency in which the Reference Price is expressed ("Reference Currency")
Cisco Systems Inc. / Common Shares	US17275R1023	NASDAQ	Modified Valuation Date + 1	US Dollar (USD)

The following specific meanings shall apply in this context:

Deutsche Börse AG, Frankfurt, Germany (XETRA®)

EUREX : EUREX, Frankfurt, Germany

STOXX Limited, Zurich : STOXX Limited, Zurich, Switzerland

Dow Jones & Company, Inc., New York, U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

Nikkei Inc. : Nikkei Inc., Tokyo, Japan

Standard & Poor's Corp., New York, N.Y., U.S.A.

AEX Options and Futures Exchange : AEX Options and Futures Exchange, Amsterdam, The Netherlands

Bolsa de Derivados Portugal : Bolsa de Derivados Portugal, Lisbon, Portugal

EUREX : EUREX, Zurich, Switzerland

Euronext Amsterdam/ Euronext Lisbon/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext Paris

Euronext Amsterdam N.V., Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext Paris

Paris S.A., Paris, France

Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.) : Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.), Helsinki, Finland

Helsinki Derivatives Exchange (HEX Ltd.) : Helsinki Derivatives Exchange (HEX Ltd.), Helsinki, Finland

HSIL : Hang Seng Indexes Company Limited ("HSIL"), Hong Kong, China

Madrid stock exchange : Bolsa de Madrid, Madrid, Spain

MEFF: Mercado de Futures Financieros Madrid, Madrid, SpainNYSE: New York Stock Exchange, New York, NY, USAOCC: Options Clearing Corporation, Chicago, Illinois, USA

OSE : Osaka Securities Exchange, Osaka, Japan TSE : Tokyo Stock Exchange, Tokyo, Japan SIX Swiss Exchange, Swiss Exchange : SIX Swiss Exchange, Switzerland

RISK FACTORS

Investors should read carefully the risk factors set out under "I. Risk factors of Warrants" in the Securities Note and under 1. in the Registration Form.

In particular, the following optional risk factors that relate only to certain types of Warrants are applicable to these Warrants (please refer to "I. Risk factors of Warrants" in the Securities Note):

- Risk relating to the loss of time value of Warrants depending on the remaining term
- Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs
- Risk relating to hedging transactions in the underlying in the case of Warrants with knock-out
- Risk from the occurrence of a knock-out event outside the trading hours in the secondary market

In the case of Turbo Warrants for which the knock-out barrier is equal to the strike, the following risk factors also apply:

- Risk of total loss prior to maturity if a knock-out event occurs
- Price risk in connection with rising implied volatility
- Risk of jumps in the price of the underlying (gap risk)

ADDITIONAL INFORMATION

Name and address of the paying agents and the calculation agent

Paying Agent(s):

Citigroup Global Markets Ltd., 1-5 Rue Paul Cézanne, 75008 Paris, France

Calculation Agent:

Citigroup Global Markets Deutschland AG, Frankfurter Welle, Reuterweg 16, D-60323 Frankfurt am Main, Federal Republic of Germany

Conflicts of interest

With respect to interests of natural and legal persons involved in the issue and resulting potential conflicts of interest, please refer to "4. Risk of conflicts of interest" under "I. Risk factors of Warrants" in the Securities Note.

Offer method

The Warrants are being offered over-the-counter on a continuous basis in one series.

The offer of the Warrants begins in France on 22/01/2014.

Stock exchange listing

The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.

Consent to the use of the Prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*, "WpPG").

Issue price, price calculation and costs and taxes on purchase

The initial issue price is specified in Table 1 of the annex to the Issue Specific Conditions.

Both the initial issue price and the bid and offered prices quoted by the Issuer during the term of the Warrants are calculated using theoretical pricing models. In this context, the bid and offered prices for the Warrants are determined on the basis, among other things, of the mathematical value of the Warrants, the costs of hedging and accepting risk and the expected return. Please see also the information provided under "Risk relating to the calculation of the warrant prices" and "4. Risk of conflicts of interest", both in Section "I. Risk factors of Warrants".

No costs or taxes of any kind for the warrant holders will be deducted by the Issuer whether the

Warrants are purchased off-market (in countries where this is permitted by law) or via a stock exchange. Such costs or taxes should be distinguished from the fees and costs charged to the purchaser of the Warrants by his bank for executing the securities order, which are generally shown separately on the statement for the purchase transaction in addition to the price of the Warrants. The latter costs depend solely on the particular terms of business of the warrant purchaser's bank. In the case of a purchase via a stock exchange, additional fees and expenses are also incurred. Furthermore, warrant holders are generally charged an individual fee in each case by their bank for managing the securities account. Notwithstanding the foregoing, profits arising from the Warrants or capital represented by the Warrants may be subject to taxation.

Information on the underlying

Website: www.cisco.com

Disclaimers in relation to Share Prices used as Underlyings

Insofar as share prices are the underlying of Warrants issued by the issuer and described in this Final Terms document, the respective public limited company that has issued the relevant shares, to whose reference price the Warrants relate (the "Issuer of the Underlying"), does not express any recommendation for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main. The Issuer of the underlying neither directly nor indirectly assumes any liability for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main.

The Warrants are the sole obligation of Citigroup Global Markets Deutschland AG and do not involve liability on the part of the Issuer of the underlying. This is not an offer of shares. The Issuer of the underlying has not been and does not want to be involved, neither directly nor indirectly, in deciding the timing of the issue, or the preparation of this document, or the constitution of the option rights under these securities. Furthermore, the Warrant Holder will not have any right through the Warrant to any information, votes or dividends in the Issuer of the underlying.

Publication of additional information

The Issuer does not intend to provide any additional information about the underlying.

The Issuer will publish additional notices described in detail in the terms and conditions. Examples of such notices are adjustments of the features of the Warrants as a result of adjustments relating to the underlying which may, for example, affect the conditions for calculating the cash amount or a replacement of the underlying. A further example is the early redemption of the Warrants if an adjustment cannot be made.

Notices under these terms and conditions are generally published on the Issuer's website. If and to the extent that mandatory provisions of the applicable laws or exchange regulations require notices to be published elsewhere, they will also be published, where necessary, in the place prescribed in each case.

Selling restrictions

Information on selling restrictions can be found under "VI. Selling restrictions" in the Securities Note.

ANNEX – ISSUE SPECIFIC SUMMARY

Section A – Introduction and warnings

This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the A.1 "Issuer") and of the Warrants issued under the Tripartite Base Prospectus. The Summary is intended as an introduction to the Tripartite Base Prospectus, which comprises this Summary, the Registration Form of Citigroup Global Markets Deutschland AG dated 3 May 2013 including any supplements and the Securities Note of Citigroup Global Markets Deutschland AG dated 13 May 2013. Investors should therefore ensure that any decision to invest in the Warrants is based on a review of the entire Prospectus, including any supplements, and the Final Terms. Where claims relating to the information contained in a base prospectus, any supplements, and the respective Final Terms are brought before a court, the investor acting as plaintiff may, as a result of the laws of individual member states of the European Economic Area, have to bear the costs of translating the base prospectus, any supplements, and the Final Terms into the language of the court prior to the commencement of legal proceedings. The Issuer can be held liable for the content of this Summary, including any translation prepared, but only in the event that the Summary is misleading, inaccurate or inconsistent when read in conjunction with the other parts of the Prospectus, or, when read in conjunction with the other parts of the Tripartite Base Prospectus, does not convey all of the key information required.

A.2 – Consent to the use of the prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent) for offers in France (the "Offer State"). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (Wertpapierprospektgesetz, "WpPG").

In the event of an offer by a financial intermediary, the terms and conditions of the offer must be provided to investors at the time of the offer by the financial intermediary.

Section B – Issuer and any guarantors

B.1 The legal and The legal and commercial name of the Issuer is Citigroup Global Markets Deutschland AG. commercial name of the issuer, B.2 The domicile and **Domicile** legal form of the Frankfurt am Main; the address of Citigroup Global Markets Deutschland AG is issuer, the Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, Federal Republic of legislation under Germany (telephone +49 (0)69-1366-0). which the issuer operates and its Legal form and jurisdiction country of The Issuer is a stock corporation (Aktiengesellschaft, "AG") under German law. incorporation.

Place of registration

The Issuer is entered in the commercial register of the Frankfurt am Main Local

		Court under the number HRB 88301.
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Bank expects world economic growth in 2013 to increase slightly from 2.5 per cent to 2.6 per cent. In 2014 growth should increase to 3.2 per cent. The slowdown in worldwide economic growth was principally due to the slowdown of growth in the industrialized countries. The Bank expects moderate growth of 1.0 per cent for industrialized countries in 2013 and a modest increase to 1.6 per cent in 2014.
		Overall the Bank expects continued significant variations between different regions in the world.
		The Bank expects a mild recession in the Eurozone (the Bank's growth forecasts are for -0.6 per cent and -0.4 per cent for 2013 and 2014). This is seen to be due to the continuing sovereign debt crisis and the high level of private sector indebtedness in the peripheral European countries. The ECB is expected to continue to act to stabilise markets and to reduce interest rates in the second quarter of 2013 depending on further economic growth in the Eurozone, which could be followed by a forecast final interest rate reduction in the second half of the year. The Bank considers it likely that Southern Europe and Ireland will only gradually reach a common sustainable fiscal path. If the core countries in future are no longer prepared to increase their support for the peripheral states, this could lead to a raft of debt restructurings (with likely longer maturities and interest rate reductions), but probably not before 2015. In the Warrants and Certificates Division, the competition is expected to remain intense among leading issuers. Further regulatory challenges are expected, which have to be integrated into the business in a timely manner.
		Given the forecasts made by the individual business divisions and a restrictive cost management approach, the Bank is expecting continued overall profits in fiscal years 2013 and 2014.
B.5	If the issuer is part of a group, a description of the group and the issuer's position	The Issuer is a member of the German subgroup of Citigroup. As a public limited company, it is managed by the executive board. The Issuer is wholly-owned by the German holding company, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, a limited partnership with registered offices in Frankfurt/Main.
	within the group.	Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is also a silent partner of the Issuer, having a silent equity interest ("Stille Einlage") totalling EUR 122,710,051.49 as of 30 November 2012. The general partner of Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is Citigroup Global Markets Finance LLC (USA). The sole limited partner is Citi Overseas Investment Bahamas Inc.
		All shares of Citigroup Global Markets Finance LLC are held by Citi Overseas Investment Bahamas Inc., the sole shareholder of which is Citibank Overseas Investment Corporation (USA). This company is in turn 100 per cent owned by Citibank, N.A. (USA). Citibank, N.A. (USA) is a 100 per cent owned subsidiary of Citicorp (USA), which in turn is a 100 per cent owned subsidiary of Citigroup, Inc. (USA).

B.9	Where a profit forecast or estimate is made, state the figure.	Not applicable; the Issuer estimates in the Base Prosp		o make any profi	t forecasts or profit
B.10	A description of the nature of any qualifications in the audit report on the historical financial information.	The annual financial state December 2011 to 30 Nov 2011 were audited by the unqualified auditor's opinion	vember 2012 and ne Issuer's statut	1 December 201	10 to 30 November
B.12	Selected historical key financial information regarding the issuer, presented for each financial year of the period	Key Annual Financial Deutschland AG The table below provides a which have been taken fro prior fiscal year (fiscal yea business development of Ci	a comparison of community the audited find the audited find the community and fiscal the community are community to the community are community are community and the community are community are compared to the comparison of co	ertain noteworthy ancial statements	s 2012 between the thereby reveals the
	covered by the historical financial information and any		30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro	
	subsequent interim financial period accompanied by comparative data	Balance sheet total	9,543	8,690	
		Business volume	11,162	10,163	
		Equity capital	590	588	
	from the same period in the prior	Loan portfolio	5,365	5,196	
	financial year, except that the requirement for comparative balance sheet information is satisfied by	Number of employees	348	361	
			01.12.2011 - 30.11.2012 in million Euro	prior fiscal year (01.12.2012 - 30.11.2011) in million Euro	
	presenting the year- end balance sheet	Interest income from operations	11	29	
	information. A statement that there	Commissions from brokerage business	111	96	
	has been no material adverse	Commissions from securities business	18	17	
	change in the prospects of the issuer since the date	Net income from financial trading operations	25	60	
	of its last published audited financial	General administrative expenses	161	137	
	statements or a description of any material adverse change.	As of the balance sheet da following components:	ate, the balance s	sheet equity cap	ital consists of the

A description of significant changes in the financial or trading position of the issuer subsequent to the period covered by the historical financial information.

	30.11.2012 in million Euro (audited)	prior fiscal year (30.11.2011) in million Euro (audited)
Subscribed capital		
Share capital	210.6	210.6
Silent partner capital	122.7	122.7
Capital reserves	195.8	193.8
Legal reserves	33.0	33.0
Other earnings reserves	27.9	27.9

In addition, as part of incorporating the new rules under the BilMoG pursuant to § 340g of the German Commercial Code (HGB), a new separate item was created ("Fund for general banking risks") in the amount of EUR 9.4m (EUR 6.6m in the previous year).

The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows:

	30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro
Equity capital on balance sheet	590.0	588.0
Less intangible assets	0	-1.2
Core capital	599.3	594.3
Supplementary capital	0.0	0.0
Equity capital	599.3	594.3
Capital ratios		
Tier one capital in %	33.6	29.3
Total capital ratio in %	33.6	29.3

Despite the debt crisis in the Eurozone and the concomitant volatility on the international financial markets, Citigroup Global Markets Deutschland AG was once again able to earn a profit in the recently completed fiscal year.

Key Semi-Annual Financial Information of Citigroup Global Markets Deutschland AG

The table below provides a comparison of certain noteworthy financial statistics for the first half of the financial year 2013 which have been taken from the unaudited interim financial statements 2013 between the prior fiscal year and/or the previous year's figures and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

	31.05.2013	30.11.2012	
	in million Euro	in million Euro	

Balance sheet total	11,147	9,543
Business volume	12,628	11,162
Equity capital	590	590
Loan portfolio	5,179	5,365
Number of employees on the balance sheet date	263	334

	01.12.2012 - 31.05.2013 in million Euro	01.12.2011 - 31.05.2012 in million Euro
Interest income from operations	3	7
Commissions from brokerage business	20	33
Commissions from securities business	8	9
Net income from financial trading operations	29	16
General administrative expenses	72	70

Statements as regards trend information and financial or trading position

The Issuer declares that since the date of the last audited annual financial statements on 30 November 2012 no material adverse change in the prospects of the Issuer has occurred.

Furthermore, the Issuer declares that since the date of the last interim financial statements on 31 May 2013 no significant change has occurred in the financial or trading position of the Issuer.

B.13 A description of any recent events particular to the issuer which are to a material extent relevant to the evaluation of the issuer's solvency.

Significant events that may have a material impact on the assessment of the Issuer's solvency can not be determined at the moment. However, Citigroup Global Markets Deutschland AG is currently subject to an extra-ordinary audit on withholding taxes by the Frankfurt-Hoechst tax authority for the years 2007-2008. In this context the tax authority has expressed its view that Citigroup Global Markets Deutschland AG may not have deducted and paid withholding taxes from dividends received in connection with so called cum-ex transactions for shares held by it in custody for its clients as required. Based on these findings the tax authority is currently of the view that Citigroup Global Markets Deutschland AG is liable for non deducted withholding taxes in the amount of more than Euro 706 million for the years 2007 and 2008. In case the tax authority's view should succeed further tax liability for the years 2009 to 2011 may arise which can not be estimated at the moment.

The main starting point for the liability claim of the tax authorities is the question if Citigroup Global Markets Deutschland AG is to be qualified as a German bank

		executing the trade (<i>die den Verkaufsauftrag ausführende Stelle</i>) in the respective years. Furthermore, the method applied to identify the amount of the liability claim is debatable as well as the question if Citigroup Global Markets Deutschland AG can be held liable as principal debtor. Citigroup Global Markets Deutschland AG has obtained legal advice from a reputable tax consultant office as well as from a reputable accounting firm. Based thereon, the management of Citigroup Global Markets Deutschland AG is of the view that the likelihood to win any legal proceedings in this matter exceeds 50 per. cent. On this basis, Citigroup Global Markets Deutschland AG's management has decided to put up a reserve only for expected legal advice and litigation expenses, if any, and has decided that 2 million Euro is an adequate figure in this respect. Furthermore, it should be noted that Citigroup is currently evaluating measures to
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	optimize its organizational structure. Citigroup Global Markets Finance Corporation as the German holding company owns 100% of the shares of the Issuer. Pursuant to § 17 (2) of the German Stock Corporation Act (<i>Aktiengesetz</i> , "AktG"), it is assumed that a company in which a majority of the shares is held by another company is dependent upon that other company.
B.15	A description of the issuer's principal activities.	The Issuer is engaged in the business of corporate and investment banking and offers companies, governments and institutional investors comprehensive financial solutions in the areas of investment banking, fixed income, foreign exchange, equities and derivatives, and global transaction services; in addition it is a leading issuer of warrants and certificates whose end investors are predominantly retail clients. Since the end of 2012 the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.
B.16	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control.	In addition to the inclusion of the Issuer in the Citigroup Inc. group of companies referred to above, the Issuer is also party to a control and profit and loss transfer agreement with its immediate parent company. Under the terms of the agreement, the Issuer has placed the management of its business under the control of its immediate parent company. Accordingly, the immediate holding company has the right to give instructions to the Issuer. The agreement also requires the Issuer to transfer its entire profit to its immediate parent company. In return, the immediate parent company is required to make up any annual loss of the Issuer arising during the period of the agreement, as provided in detail by § 302 (1) and (3) AktG.

Section C – Securities				
C.1	A description of the	Type/form of the Warrants		
	type and the class of the securities being offered and/or			

	admitted to trading, including any security identification number.	One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. The leverage effect of the Warrant operates in both directions – not only to the investor's advantage in the event of the favorable performance of the factors determining the value, but also to the investor's disadvantage in the event of their unfavorable performance. The payment due under a Warrant on exercise or early termination depends on the value of the underlying at the relevant time. The Warrants will be issued in dematerialized bearer form (<i>au porteur</i>) and inscribed in the books of the central securities depositary which shall credit the accounts of the account holders. No physical document of title (including <i>certificats représentatifs</i> pursuant to Article R.211-7 of the French Monetary and Financial Code (<i>Code monétaire et financier</i>)) will be issued in respect of the Warrants.
		Security identification number
		ISIN: DE000CF6Z592
		Local Code: 5055C
C.2	Currency of the securities issue.	Euro
C.5	A description of any restrictions on the free transferability of the securities.	Each Warrant is transferable in accordance with the laws applying in each case and, where relevant, the respective applicable regulations and procedures of the securities depositary in whose records the transfer is registered.
C.8	A description of the	Applicable law for the securities
	rights attached to the securities including ranking and including	The Warrants are subject to German law. The constituting of the Warrants may be governed by the laws of the jurisdiction of the central securities depository.
	limitations to those	Rights attached to the Warrants
	rights.	Each Warrant grants the holder the right to the cash amount as described in more detail under C.15.
		Status of the Warrants
		The Warrants create direct, unsecured and unsubordinated obligations of the Issuer that rank <i>pari passu</i> in relation to one another and in relation to all other current and future unsecured and unsubordinated obligations of the Issuer, with the exception of obligations that have priority due to mandatory statutory provisions.
		Limitations to the rights
		The Issuer has the right to terminate the Warrants and to amend the terms and conditions pursuant to the provisions specified in the terms and conditions of the Warrants.
C.11	An indication as to whether the	The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the

C.15	securities offered are or will be the object of an application for admission to trading, with a view to their distribution in a regulated market or other equivalent markets with an indication of the markets in question. A description of how the value of the investment is affected by the value of the underlying instrument(s), unless the securities have a	Description of Turbo Bull Warrants with knock-out Turbo Bull Warrants with knock-out enable investors to participate on a disproportionate (leveraged) basis in the positive performance of the underlying. In return, however, they also participate on a leveraged basis in any negative performance of the underlying and in addition bear the risk that the Turbo Bull Warrant with knock-out may expire worthless or almost worthless immediately.
	denomination of at least EUR 100,000.	Warrant with knock-out may expire worthless or almost worthless immediately (knock-out event) if the observation price of the underlying reaches or falls below the knock-out barrier at any time during the observation period within the observation hours. On the maturity date, the cash amount received by the investors is the difference, multiplied by the multiplier, by which the reference price of the underlying determined on the valuation date is higher than the respective strike, converted into the settlement currency. If the observation price of the underlying reaches or falls below the knock-out barrier at any time during the observation period within the observation hours (knock-out time), the Turbo Bull Warrant with knock-out expires either worthless or, if so provided in the Final Terms, almost worthless with a low knock-out cash amount.
C.16	The expiration or maturity date of the derivative securities – the exercise date or final reference date.	Maturity date: 26/06/2014 Exercise date: Valuation date Valuation date: 19/06/2014
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants with automatic exercise, i.e. a European type of exercise, the Issuer will transfer any positive cash amount to the central securities depositary on the maturity date for the credit of the warrant holders registered with the central securities depositary at the close of business on the preceding banking day at the head office of the central securities depositary. The central securities depositary has given an undertaking to the Issuer to make a corresponding onward transfer.
C.18	A description of how the return on	In the case of Warrants with a European type of exercise, the option right may be exercised by the warrant holder only with effect as of the valuation date for

	derivative securities takes place.	the respective Warrant. If the cash amount results in a positive value, the option right attaching to the respective Warrant is deemed to be exercised on the valuation date without further preconditions and without the submission of an explicit exercise notice ("Automatic Exercise").
C.19	The exercise price or the final reference price of the underlying.	Reference price on the valuation date: Closing price
C.20	A description of the type of the underlying and where the information on the underlying can be found.	Type: share or security representing shares WKN: 878841 ISIN: US17275R1023 Company: Cisco Systems Inc. Relevant stock exchange: NASDAQ Reuters page: CSCO.O Website: www.cisco.com
Section	n D – Risks	
D.2	Key information on the key risks that are specific to the issuer.	Risk of the cessation or limitation of price-setting by the Issuer If the Issuer were to limit or completely abandon its voluntary intention to set bid and offered prices, there would be a danger, if prices for Warrants were not set by any other party that investors would have to wait for the final maturity of the Warrants or, where early exercise is possible, exercise the option right. Liquidity risk despite control and profit and loss transfer agreement

The Issuer would also be unable to meet its obligations arising from the securities despite the control and profit and loss transfer agreement if, in the event that the Issuer generated a net loss, while the immediate parent company would in principle be required to assume that loss, it was unable or unwilling to comply with this contractual obligation as a result of its own liquidity difficulties or overindebtedness.

Brokerage of transactions for other Group companies and allocation of work within Citigroup

The great majority of the Issuer's commission income consists of transfer pricing income from brokerage transactions with affiliated companies. The Issuer's costs arising from the exchange of services with individual Group companies are reimbursed on the basis of existing agreements using transfer prices. For this purpose, income and expenses, in particular commission income for transactions assisted by the bank in an advisory capacity in the context of its sales activities, are determined and allocated to the relevant areas providing the services. The transactions relate to equity trading, bond issues and corporate finance as well as to the sale of structured products, corporate derivatives and currency management products, and also global relationship banking. This

process is coordinated closely across all areas with Citigroup Global Markets Limited, London, in particular, and also with Citibank, N.A., London.

If a decision were made within Citigroup to reallocate the relevant activities to other Group companies, the Issuer could lose a material source of income.

Risks in the lending business

The Issuer's loan portfolio consists mainly of loans to international customers in the industrial and financial services sectors with investment grade credit ratings. Loan defaults have been avoided in recent years thanks to this business policy. The loan portfolio is mainly concentrated on a manageable number of borrower units, as defined by German banking law. If significant individual borrowers in the Issuer's portfolio were unable to meet their obligations, therefore, a substantial increase in loan loss provisions would be conceivable in principle and loan defaults could occur.

Interest rate risk

Risk-Treasury assesses and controls the Issuer's interest rate risk. The Issuer's exposure to changes in interest rates maybe a mid to long-term risk in holdings in liquid securities if these were not originally covered by hedging transactions like interest rate swap agreements. The same applies to medium and long-term loans granted by the Issuer. A significant risk from interest rate changes could arise where interest rates are not monitored in a timely or sensitive manner, which may produce the concomitant danger that action to cover such interest rate exposure is not taken early enough.

Operating risk

The Issuer has transferred a number of areas that are significant for the proper management and control of its business activities and the risks associated with them to other companies within and outside Citigroup. In the event that the companies to which these areas have been transferred do not fulfill their contractual obligations or do not do so at the proper time, the ability of the Issuer to meet its own obligations arising from the securities it has issued on the due dates could also be adversely affected.

Tax risks

The tax decisions issued to the Issuer are regularly subject to subsequent review in the form of an external tax audit or to the resolution of individual issues by the relevant courts. This is normal practice and means that an additional tax demand can be issued by the tax authorities years after the original assessment as a result of a tax audit or a generally applicable decision by a tax court.

General business risks

Settlement risk

The risk that a business transaction is incorrectly processed or that a transaction is executed which is different from the intentions and expectations of the Issuer's management.

Information risk

The risk that information, which was generated, received, transmitted or stored within or outside the Issuer's place of business, can no longer be accessed. Furthermore, such information may be of poor quality, or have been wrongly handled or improperly obtained. The information risk also includes risks that are generated by systems and used for processing information.

Reputation risk

This represents the Issuer's risk that its relations with its customers could be harmed if its services are poor or transactions are incorrectly executed. This risk also includes the risk of entering into business relations with counterparties, whose business practices do not conform to the standards or business ethics of the Issuer.

Personnel risk

The Issuer has a high demand for qualified and specially trained professionals and managers. Personnel risk entails the risk of high staff turnover and the risk that the Issuer will be unable to retain a sufficient staff of qualified personnel, as well as the risk that the Issuer's employees may knowingly or negligently violate established regulations or the firm's business ethics standards.

Legal and regulatory risks

The Issuer views legal risks as any and all risks resulting from binding contracts and governing legislation. Regulatory risks result from the legal environment in which the Issuer does business.

Risk of fraud

These are both internal and external risks of fraud such as bribery, insider trading and theft of data.

.6 Key information on General risk factors of Warrants

Risk of total loss

Warrants represent particularly risky investment instruments. They entail a particularly high risk of losing the capital invested, up to and including a total loss, plus the transaction costs incurred and any borrowing costs.

Risk of default by the Issuer of the Warrants

In the event of the Issuer becoming insolvent, investors could suffer a loss up to and including a total loss. As bearer securities, Warrants do not fall within the scope of the deposit protection arrangements.

Risk arising from above-average fluctuations in the prices of Warrants (leverage effect)

One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. At the same time, Warrants also entail above-average risks of loss.

D.6

the key risks that are specific to the securities. This must include а risk warning to the effect that investors may lose the value of their entire investment or part of it, as the case may be, and/or, if the investor's liability is not limited to the value of his investment, statement of that fact, together with description of the circumstances in which such additional liability arises and the likely financial effect.

Risk of the absence or non-functioning of a secondary market in the Warrants or restricted availability of the Issuer's electronic trading system

Investors should not assume that they will be able to sell a Warrant at a particular time or at a particular price during its term. Investors should assume instead that pricing on the exchange can only take place within the spread of bid and offered prices quoted by the Issuer, if available, and that their buy or sell orders on the exchange will be executed with the Issuer as the direct or indirect counterparty.

Risk in connection with the cessation of secondary trading immediately prior to final maturity

The Issuer and/or the exchange cease trading in the Warrants shortly before their valuation date. However, the reference price of the underlying on the valuation date and/or the applicable exchange rate, both of which are important for the purpose of determining the cash amount of the Warrants, may still change between the last exchange trading day and the maturity date, which may be to the disadvantage of the investor. There is a particular risk that the price of the underlying may reach, fall below or exceed a barrier for the first time shortly before the reference price on the valuation date is determined and after trading in the secondary market has already finished.

Currency risk with respect to the intrinsic value of the Warrants

The performance of the investment is subject to a currency risk if the underlying on which the Warrants are based is expressed in a currency other than the currency in which the cash amount is paid out (settlement currency).

Risks relating to market disruption events

In the event of market disruption events with respect to the underlying, the Issuer has the right to postpone the valuation date for the reference price on exercise. This may result in an additional risk for investors if the underlying performs negatively during the time delay or, where applicable, if the exchange rate for converting the intrinsic value into the settlement currency moves in an unfavourable direction for the investor.

Product specific risk factors

Risk relating to the loss of time value of Warrants depending on the remaining term

The price of Warrants is calculated on the basis of two components of price (intrinsic value and time value). The intrinsic value of Warrants during their term is equal to the difference (if positive), multiplied by the multiplier, between the value of the underlying and the strike (Call Warrants). The amount of the time value, on the other hand, is essentially determined on the basis of the remaining term of the Warrant and the expected frequency and intensity of the fluctuations in the price of the underlying expected by the Issuer during the remaining term of the Warrant (implied volatility).

Risks relating to other factors affecting value such as money market

interest rates, expected dividends and the Issuer's refinancing costs

The other factors affecting the price of the Warrants include, *inter alia*, interest rates on the money market relating to the remaining term, expected income from the Issuer's hedging transactions in or related to the underlying and the level of the Issuer's refinancing costs for entering into those hedging transactions.

Even if the price of the underlying rises in the case of a call option or falls in the case of a put option, therefore, the value of the Warrant may decline as a result of the other factors affecting value. Given the limited term of the Warrant, there is no guarantee that the price of the Warrant will recover in sufficient time. The shorter the remaining term, the greater the risk.

Risk relating to hedging transactions in the underlying in the case of Warrants with knock-out

In the case of Warrants with knock-out, the possibility cannot be excluded that the Issuer's activities in setting up or unwinding hedging positions may reinforce movements in the price of the underlying for the Warrants to such an extent that a knock-out event is triggered and the option rights therefore expire early with no value.

Risk from the occurrence of a knock-out event outside the trading hours in the secondary market

Investors in principle face the risk that a knock-out event may also occur outside the times when the Warrants are normally traded. This risk is particularly relevant in circumstances where the trading hours for the Warrants differ from the trading hours during which trading in the underlying normally takes place.

Risk of total loss prior to maturity due to the occurrence of a knock-out event

The term of Turbo Bull Warrants ends early at the knock-out time and the Turbo option rights expire worthless, in the event that the price of the underlying defined in the terms and conditions is equal to or lower than (bull) the knock-out barrier of the Turbo Warrant within an observation period defined in the terms and conditions. If a knock-out event occurs, investors will suffer a total loss of their capital invested.

Price risk in connection with rising implied volatility

In the case of these Turbo Warrants, the price of the Warrants during their term is influenced by other factors affecting value in addition to the price of the underlying, including in particular the implied volatility of the underlying. From the point of view of the investor, an increase in the implied volatility of the underlying represents a price risk if the price of the underlying is close to the knock-out barrier.

Risk of total loss due to jumps in the price of the underlying (gap risk)

The risk of jumps in the price of the underlying, for example between the close

		of trading on the previous day and the start of trading on the following trading day, that could trigger a knock-out event is known as gap risk.
Section	n E – Offer	
E.2b	Reasons for the offer and use of proceeds when different from making profit and/or hedging certain risks.	Not applicable; the reasons for the offer are making profit and/or hedging certain risks and the net proceeds from the issuance of Warrants presented in this base prospectus will be used by the Issuer for its general business purposes.
E.3	A description of the	Offer method, offeror and issue date of the Warrants
	terms and conditions of the offer.	The Warrants are being offered over-the-counter on a continuous basis.
		The offer of the Warrants begins in France on 22/01/2014.
		The offeror of the Warrants is the Issuer.
		The issue date is: 22/01/2014
		Restrictions on the free transferability of the securities
		The Warrants may be offered or sold only if all applicable securities laws and regulations in force in the jurisdiction in which a purchase, offer, sale or delivery of Warrants is made or in which this document is circulated or kept for inspection have been complied with, and if all consents or authorizations required for the purchase, offer, sale or delivery of the Warrants in accordance with the legal norms in force in that jurisdiction have been obtained.
		In particular, the Warrants are not and will not be registered pursuant to the United States Securities Act of 1933 as amended. They may not be offered, sold, traded or delivered within the United States either directly or indirectly by or to or for the account of a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933), except in the case of exemption from the registration requirements of the Securities Act. Any person receiving the cash amount in accordance with these terms and conditions is deemed to have made a declaration that the person entitled to the rights arising from the Warrants is not a US person.
		Issue price and costs and taxes on purchase
		The initial issue price is EUR 0.20.
		Not applicable, as the purchase of the Warrants entails no costs or taxes that are incurred by the Issuer specifically for purchasers or subscribers.
E.4	A description of any interest that is material to the issue/offer including conflicting interests.	The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it generally act as the calculation agent for the Warrants. This activity can lead to conflicts of interest since the responsibilities of the calculation agent include making certain determinations and decisions which could have a negative effect on the price of the Warrants or the level of the cash amount.

The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may engage in trading transactions in the underlying, other instruments linked to it, or derivatives, stock exchange options or stock exchange forward contracts, or may issue other securities and derivatives based on the underlying. The companies may also be involved in the acquisition of new shares or other securities of the underlying or, in the case of stock indices, of individual companies included in the index, or act as financial advisors to the entities referred to or work with them in the commercial banking business. The companies are required to fulfill their obligations arising in this connection irrespective of the consequences resulting for the warrant holders and, where necessary, to take actions they consider necessary or appropriate in order to protect themselves or safeguard their interests arising from these business relationships. The activities referred to above could lead to conflicts of interest and have a negative effect on the price of the underlying or securities linked to it such as the Warrants.

The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may issue additional derivative securities based on the respective underlying or constituents of the underlying, including securities whose features are the same as or similar to those of the Warrants. The introduction of such products that compete with the Warrants may impact the price of the underlying or the constituents of the underlying and thus also the price of the Warrants. The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may receive non-public information relating to the underlying or the constituents of the underlying, but are under no obligation to pass on such information to the warrant holders. Furthermore, companies belonging to Citigroup, Inc. or affiliated to it may publish research reports relating to the underlying or constituents of the underlying. These types of activities may entail certain conflicts of interest and affect the price of the Warrants.

E.7 Estimated expenses charged to the investor by the issuer or the offeror.

The estimated expenses for the Warrants, including the cost for admission to exchange trading, are included in the issue price or the selling price, as the case may be. If the investor purchases the Warrants from a distributor, the purchase price to be paid by the investor may include sales commissions that have to be disclosed by the distributor.

ANNEXE - RÉSUMÉ EN FRANÇAIS

Section A – Introduction et mises en garde

A.1 Le présent Résumé présente les caractéristiques et les risques principaux de Citigroup Global Markets Deutschland AG (« l'Émetteur ») et les Warrants émis au titre de Prospectus Tripartite de Base. Le Résumé a pour finalité de servir d'introduction au Prospectus Tripartite de Base, qui comporte ce Résumé, le Formulaire d'Enregistrement de Citigroup Global Markets Deutschland AG daté du 3 mai 2013 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG daté du 13 mai 2013. Les investisseurs devraient donc veiller à ne prendre aucune décision d'investir dans les Warrants avant d'avoir pris connaissance du Prospectus dans sa totalité, y compris de tous les suppléments et des Conditions Définitives. Dans le cas où un recours relatif aux informations contenues dans un prospectus de base, dans tous les suppléments ou dans les Conditions Définitives respectives serait intenté auprès d'un

tribunal, l'investisseur agissant en tant que plaignant pourrait, en vertu des lois de différents États membres de l'Espace économique européen, être contraint de prendre en charge le coût de la traduction du prospectus de base, de tous les suppléments et des Conditions Définitives, dans la langue de travail du tribunal avant le commencement de la procédure judiciaire. L'Émetteur peut être jugé responsable du contenu de ce Résumé, y compris de toute traduction en étant faite, mais seulement dans le cas où le Résumé serait trompeur, inexact ou contradictoire par rapport aux autres parties du Prospectus, ou, dans le cas où il est lu en même temps que les autres parties du Prospectus Tripartite de Base, s'il ne donne pas toutes les informations clés nécessaires. A.2 En ce qui concerne les Offres non-dispensées, en vertu de l'Article 3 (2) de la Directive Consentement à l'utilisation Prospectus, l'Émetteur consent à l'utilisation du Prospectus par tous les intermédiaires financiers (consentement général) pour les offres faites en France (le ou les « État(s) du prospectus. concerné(s) par l'Offre »). Le consentement général à la revente ultérieure et au placement final des valeurs mobilières par le ou les intermédiaires financiers est donné en ce qui concerne France. La revente ultérieure et le placement final des valeurs mobilières par les intermédiaires financiers peuvent être effectués pendant la période de validité du Prospectus Tripartite de Base en vertu du §9 de la Loi allemande sur les prospectus de valeurs mobilières (Wertpapierprospektgesetz, « WpPG »). Dans le cas d'une offre faite par un intermédiaire financier, les modalités et conditions de l'offre doivent être précisées aux investisseurs au moment où l'offre est faite par l'intermédiaire financier. Section B – Émetteur et garants B.1 Indiquer la raison La raison sociale et le nom commercial de l'Émetteur est Citigroup Global sociale et le nom Markets Deutschland AG. commercial de l'émetteur. B.2 Indiquer le siège social Siège social et la forme juridique de Francfort-sur-le-Main; l'adresse de Citigroup Global Markets Deutschland AG l'émetteur, la législation est Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, République régissant ses activités fédérale d'Allemagne (téléphone +49 (0)69-1366-0). ainsi que son pays d'origine. Forme juridique et législation régissant les activités L'Émetteur est une société anonyme (Aktiengesellschaft, « AG ») au sens de la législation allemande. Pays d'origine L'Émetteur est immatriculé au Registre de commerce du Tribunal local de Francfort-sur-le-Main sous le numéro HRB 88301. B.4b Décrire toute tendance La Banque prévoit une légère accélération de la croissance économique mondiale connue ayant des en 2013, de 2,5% à 2,6 %. En 2014, la croissance devrait atteindre 3,2 %. Le ralentissement de la croissance économique mondiale observée est principalement répercussions sur l'émetteur imputable à la détérioration de la croissance des pays industrialisés. La Banque et ses prévoit une croissance modérée de 1 pour cent pour les pays industrialisés en secteurs d'activité. 2013 et une légère progression à 1,6 % en 2014. De façon générale, la Banque s'attend à un maintien d'écarts significatifs entre les différentes régions dans le monde.

		La Banque s'attend à une légère récession dans l'Eurozone (les prévisions de croissance de la Banque sont de -0,6 % et -0,4 % pour 2013 et 2014). Ceci est attribué à la poursuite de la crise de la dette souveraine et au niveau élevé de l'endettement du secteur privé dans les pays européens périphériques. La BCE devrait continuer à intervenir pour stabiliser les marchés et faire baisser les taux d'intérêt au cours du deuxième trimestre 2013 en fonction de la poursuite de la croissance économique de l'Eurozone, qui pourrait être suivie par une réduction finale de taux d'intérêt prévue pour le deuxième semestre. La Banque estime probable que le Sud de l'Europe et l'Irlande n'aboutiront que progressivement à des solutions communes durables en matière fiscale. Si les pays fondateurs ne sont plus déterminés à renforcer leur soutien aux États périphériques à l'avenir, ceci pourrait aboutir à un ensemble de restructurations de dette (avec probablement des échéances à plus long terme et des réductions de taux d'intérêt), mais probablement pas avant 2015. Dans la Division warrants et certificats, la concurrence devrait rester intense entre les principaux émetteurs. D'autres modifications de la réglementation devraient intervenir, qui devront être prises en compte en temps opportun pour l'activité. Compte tenu des prévisions faites par les différentes divisions et d'une approche restrictive de la gestion des coûts, la Banque s'attend à un maintien global des bénéfices au cours des exercices 2013 et 2014.
B.5	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur.	L'Émetteur est membre du sous-groupe allemand de Citigroup. En tant que société anonyme, il est géré par un conseil d'administration. L'Émetteur est entièrement détenu par une société holding allemande, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, une société en commandite domiciliée à Francfort-sur-le-Main.
		Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est également un associé passif de l'Émetteur, dans la mesure où il détient une participation passive (« Stille Einlage ») d'un montant total de 122 710 051,49 EUR au 30 novembre 2012. L'associé responsable de la société Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est la société Citigroup Global Markets Finance LLC (États-Unis). Le commanditaire unique est Citi Overseas Investment Bahamas Inc.
		Toutes les actions de Citigroup Global Markets Finance LLC sont détenues par Citi Overseas Investment Bahamas Inc., dont le seul actionnaire est Citibank Overseas Investment Corporation (États-Unis). Cette société est elle-même détenue à 100 % par Citibank, N.A. (États-Unis). Citibank, N.A. (États-Unis) est détenue à 100 % par Citicorp (États-Unis), qui est elle-même détenue à 100 % par Citigroup, Inc (États-Unis).
B.9	Lorsqu'une prévision ou une estimation du bénéfice est réalisée, en indiquer le montant.	Sans objet ; l'Émetteur a décidé de ne publier aucune prévision de bénéfice ou estimation de bénéfice dans le Prospectus de Base.
B.10	Décrire la nature des éventuelles réserves sur les informations financières historiques	Les états financiers annuels de l'Émetteur pour les exercices du 1er décembre 2011 au 30 novembre 2012 et du 1er décembre 2010 au 30 novembre 2011 ont été audités par l'auditeur statutaire de l'Émetteur et ont obtenu une mention sans réserve de la part de l'auditeur.

	contenues dans le rapport d'audit.				
B.12	Présenter les informations financières historiques clés sélectionnées pour l'émetteur, pour chaque exercice de la période couverte par ces informations financières	Informations financières Deutschland AG Le tableau ci-dessous p financières significatives fo l'exercice budgétaire antér compte du développement AG:	résente une com ournies dans les ét ieur (exercice 201	paraison de ce tats financiers au (11) et l'exercice	rtaines statistiques dités de 2012 entre 2012 et rend donc
	historiques et pour toute période intermédiaire ultérieure, accompagnées de		30.11.2012 en millions d'euros	Exercice précédent (30.11.2011) en millions d'euros	
	données comparatives	Total du bilan	9.543	8.690	
	couvrant la même période de l'exercice	Volume d'activité	11.162	10.163	
	précédent; la	Fonds propres	590	588	
	présentation des bilans	Volume des prêts	5.365	5.196	
	de clôture suffit toutefois à remplir	Nombre d'employés	348	361	
	l'exigence	- consecutive property to			
	d'informations bilancielles comparables. Une déclaration		01.12.2011 - 30.11.2012 en millions d'euros	Exercice précédent (01.12.2010 – 30.11.2011) en millions d'euros	
détérioration	1	Revenus d'intérêt de l'exploitation	11	29	
	répercussions sur les	Commissions de courtage	111	96	
	perspectives de l'émetteur depuis la	Commissions d'opérations sur valeurs mobilières	18	17	
	date de ses derniers états financiers vérifiés	Revenu net des opérations financières de négoce	25	60	
	et publiés, ou une description de toute détérioration	Frais généraux et administratifs	161	137	
	significative. Une description des	À la date du bilan, les fond suivants :	ls propres inscrits	s au bilan compre	ennent les éléments
	changements significatifs de la situation financière ou commerciale de l'émetteur survenus après la période couverte par les		30.11.2012 en millions d'euros (audité)	Exercice précédent (30.11.2011) en millions d'euros (audité)	
	informations financières	Capital souscrit			
	historiques.	Capital social	210,6	210,6	

Participation de l'associé passif	122,7	122,7
Réserves de capital	195,8	193,8
Réserve légale	33,0	33,0
Autres bénéfices mis en réserve	27,9	27,9

De plus, dans le cadre de l'intégration de nouvelles règles au titre de BilMoG en vertu du §340g du Code allemand du commerce (HGB), un nouveau poste séparé a été créé (« Fonds pour les risques bancaires généraux ») pour un montant de 9,4 millions d'euros (6,6 millions d'euros l'année précédente).

Le capital réglementaire imputé sous BIZ se compose d'un capital de base et de capital supplémentaire (passifs subordonnés) après approbation, comme suit :

	30.11.2012 en millions d'euros	Exercice précédent (30.11.2011) en millions d'euros
Fonds propres au bilan	590,0	588,0
Moins immobilisations	0	-1,2
Capital de base	599,3	594,3
Capitaux supplémentaires	0,0	0,0
Fonds propres	599,3	594,3
Ratios de capitaux		
Fonds propres Tier one en %	33,6	29,3
Ratio de capitaux totaux en %	33,6	29,3

En dépit de la crise de dette dans l'Eurozone et de la volatilité concomitante sur les marchés financiers internationaux, Citigroup Global Markets Deutschland AG a de nouveau réussi à dégager un bénéfice au cours de l'exercice clôturé récemment.

Informations financières semestrielles clés de Citigroup Global Markets Deutschland AG

Le tableau ci-dessous présente une comparaison de certaines statistiques financières significatives pour le premier semestre de l'exercice financier fournies dans les états financiers non-audités de 2013 entre l'exercice budgétaire antérieur et/ou les chiffres des années précédentes et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG:

	31.05.2013 en million d'Euro	30.11.2012 en million d' Euro
Total du bilan	11.147	9.543
Volume d'activité	12.628	11.162
Fonds propres	590	590
Portefeuille des prêts	5.179	5.365

Nombre d'employés à la date	263	334
du bilan		

	01.12.2012 - 31.05.2013 en million d'Euro	01.12.2011 - 31.05.2012 en million d'Euro
Revenus d'intérêt de l'exploitation	3	7
Commissions de courtage	20	33
Commissions d'opérations sur valeurs mobilières	8	9
Revenu net des opérations financières de négoce	29	16
Frais généraux et administratifs	72	70

Etats en ce qui concerne l'information tendancielle et la situation financière et commerciale.

L'Emetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2012, aucune détérioration significative n'a affecté les perspectives de l'Emetteur.

En outre, l'Emetteur déclare que depuis la date des états financiers provisoires au 31 mai 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale de l'Emetteur.

B.13 Décrire tout événement récent propre à l'émetteur et présentant un intérêt significatif pour l'évaluation de sa solvabilité.

Aucun événement présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur n'est identifié à ce moment. Cependant, Citigroup Global Markets Deutschland AG est actuellement sujet à un audit extraordinaire sur les retenues à la source fiscales par l'autorité fiscale Francfort-Hoeschst pour les années 2007-2008. Dans ce contexte l'autorité fiscale a explicité ses vues quant au fait que Citigroup Global Markets Deutschland AG aurait dû déduire et payer la retenue à la source des dividendes reçus en relation avec transactions communément appelées cum-ex transactions. S'appuyant sur ces observations l'autorité fiscale est actuellement de l'avis que Citigroup Global Markets Deutschland AG est responsable de la non déduction de la retenue à la source d'un montant supérieur à 706 Millions d'Euro pour les années 2007 et 2008. Dans le cas où l'autorité fiscale a raison, la responsabilité fiscale pour les années 2009 à 2011 pourrait se poser ce qui est impossible d'estimer pour le moment.

The principal point de départ de l'action en responsabilité des autorités fiscales est de savoir si Citigroup Global Markets Deutschland AG est qualifié de banque allemande exécutant un transaction (die den Verkaufsauftrag ausführende Stelle) durant ces années. De plus, la méthode appliquée pour identifier le montant des dommages et intérêts est débattue comme celle de savoir si Citigroup Global Markets Deutschland AG peut être tenu responsable comme débiteur principal.

De plus, il devrait être noté que . Citigroup envisage actuellement des mesures visant à optimiser sa structure d'organisation.

B.14	Si l'émetteur fait partie
	d'un groupe, décrire ce
	groupe et la place qu'y
	occupe l'émetteur. Si
	l'émetteur est
	dépendant d'autres
	entités du groupe, ce
	fait doit être clairement
	stipulé.

Citigroup Global Markets Finance Corporation à titre de société holding allemande possède 100 % des actions de l'Émetteur. En vertu du § 17 (2) de la Loi allemande sur les sociétés par actions (*Aktiengesetz*, « AktG »), il est considéré qu'une société dont la majorité des actions est détenue par une autre société est dépendante de cette autre société.

B.15 Fournir une description des principales activités de l'émetteur.

L'Émetteur est une banque d'affaire et d'investissement qui propose des solutions financières complètes dans les secteurs des opérations bancaires de l'investissement, des titres à revenu fixe, des opérations de change, des valeurs mobilières et des dérivés ainsi que des services de transactions internationales aux entreprises, aux pouvoirs publics et aux investisseurs institutionnels ; c'est en outre un émetteur majeur de warrants et de certificats dont les investisseurs finaux sont principalement des clients particuliers. Depuis la fin de l'année 2012, l'activité de l'Émetteur intègre également Citi Private Bank – Family Office Coverage Germany et Covered Bond Research.

B.16 Dans la mesure où ces informations sont connues de l'émetteur, indiquer si celui-ci est détenu ou contrôlé, directement ou indirectement, et par qui; décrire la nature de ce contrôle.

En plus de l'intégration de l'Émetteur dans le groupe de sociétés Citigroup Inc. mentionné ci-dessus, l'Émetteur est également partie liée à sa maison mère directe par un accord de transfert de pouvoir et de pertes et profits.

En vertu de cet accord, l'Émetteur a conféré la gestion de ses affaires à sa maison mère directe. De ce fait, la société holding dont dépend directement l'Émetteur, a le droit de lui donner des instructions.

L'accord impose également à l'Émetteur de transférer la totalité de son bénéfice à sa maison mère directe. En contrepartie, la maison mère directe est tenue de compenser toute perte annuelle éventuelle de l'Émetteur durant la période de validité de l'accord, comme prévu en détail par les § 302 (1) et (3) d'AktG.

Section C - Valeurs mobilières

C.1 Décrire la nature et la catégorie des valeurs mobilières offertes et/ou admises à la négociation et donner tout numéro d'identification des valeurs mobilières.

Type/forme des Warrants

Les warrants sont des instruments dérivés qui peuvent comporter un droit d'option et qui peuvent donc présenter beaucoup de points communs avec les options. L'une des principales caractéristiques des Warrants est l'effet de levier: une évolution du cours du sous-jacent peut entraîner une variation disproportionnée du cours du Warrant. L'effet de levier du Warrant joue dans les deux sens – non seulement à l'avantage de l'investisseur en cas de bonnes performances des facteurs déterminant la valeur, mais également en sa défaveur en cas de performances défavorables. Le paiement du au titre d'un Warrant lors de son exercice ou de sa liquidation prématurée dépend de la valeur du sous-jacent à ce moment.

Les Warrants seront émis sous une forme dématerialisée au porteur et seront enregistrés dans les livres du dépôt central des valeurs mobilières qui créditera les comptes des titulaires de compte. Aucun document physique attestant de la possession (notamment des *certificats représentatifs* conformément à l'Article

C.2	Indiquer dans quelle monnaie l'émission a eu lieu.	R.211-7 du Code monétaire et financier français) ne sera émis concernant les Warrants. Numéro d'identification des titres ISIN: DE000CF6Z592 Numéro d'identification local : 5055C Euro
C.5	Décrire toute restriction imposée à la libre négociabilité des valeurs mobilières.	Chaque Warrant est transmissible selon les lois s'appliquant à chaque cas et, le cas échéant, les réglementations et les procédures respectives applicables du dépositaire central de titres dans les livres duquel le transfert est enregistré.
C.8	Décrire les droits attachés aux valeurs mobilières y compris leur rang, y compris toute restriction qui leur est applicable.	Loi applicable aux titres: Les Warrants sont régis par la loi allemande. La constitution des Warrants peut être régie par les lois de la juridiction du dépositaire central de titres. Droits attachés aux Warrants Chaque Warrant confère à son détenteur le droit au montant en espèces détaillé à la section C.15. Statut des Warrants Les Warrants créent des obligations non garanties et non subordonnées de l'Émetteur qui se classent pari passu les unes par rapport aux autres et par rapport à toutes autres obligations actuelles et futures non garanties et non subordonnées de l'Émetteur, à l'exception des obligations qui ont priorité en raison de dispositions statutaires obligatoires. Limitations de droits L'Emetteur a le droit de résilier les Warrants et de modifier par voie d'avenant les termes et conditions en application des dispositions prévues aux termes et conditions des Warrants.
C.11	Indiquer si les valeurs mobilières offertes font ou feront l'objet d'une demande d'admission à la négociation, en vue de leur distribution sur un marché réglementé ou sur des marchés équivalents — les marchés en question	Les Warrants ont été admis sur le marché réglementé à la bourse de valeurs de Eurolist, Euronext Paris S.A., qui est un marché réglementé au sens de la Directive 2004/39/CE.

	devant alors être nommés.	
C.15	Décrire comment la valeur de l'investissement est influencée par celle du ou des instrument(s) sous-jacent(s), sauf lorsque les valeurs mobilières ont une valeur nominale d'au moins 100 000 EUR.	Description des Warrants Turbo Bull à barrière désactivante (désactivation) Les Warrants Turbo Bull à barrière désactivante permettent aux investisseurs de participer avec un effet de levier à la performance positive de la valeur sousjacente. En contrepartie, cependant, ils participent également sur une base à effet multiplicateur à toute performance négative de la valeur sous-jacente en prenant en plus le risque que le Warrant Turbo Bull à barrière désactivante perde sa valeur ou quasiment sa valeur immédiatement (événement knock-out) si le prix d'observation de la valeur sous-jacente chute au niveau ou au-dessous de la barrière désactivante à tout moment pendant la période d'observation au cours des heures d'observation. À la date d'échéance, le montant reçu par les investisseurs est égal à l'excédent, multiplié par le coefficient multiplicateur, entre le prix de référence de la valeur sous-jacente à la date d'évaluation et le prix d'exercice correspondant, converti dans la devise de règlement. Si le prix d'observation de la valeur sous-jacente atteint ou chute au-dessous de la barrière désactivante à tout moment pendant la période d'observation au cours des heures d'observation (moment de désactivation), le Warrant Turbo Bull à barrière désactivante expire, soit sans valeur, soit, si les Conditions Définitives le prévoient, presque sans valeur à un faible montant.
C.16	Indiquer la date d'expiration ou d'échéance des instruments dérivés ainsi que la date d'exercice ou la date finale de référence.	Date d'échéance: 26.06.2014 Date d'exercice: Date d'évaluation Date d'évaluation: 19.06.2014
C.17	Décrire la procédure de règlement des instruments dérivés.	Dans le cas de Warrants à exercice automatique, cà-d. d'une modalité d'exercice européenne, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au crédit des détenteurs du warrant enregistrés auprès du dépositaire central à la clôture du jour ouvrable bancaire précédent au siège social du dépositaire central de titres. Le dépositaire central de titres s'est engagé auprès de l'Émetteur à faire un
C.18	Indiquer les modalités relatives au produit des instruments dérivés.	transfert ultérieur correspondant. Dans le cas de Warrants à modalité d'exercice européenne, le droit d'option ne peut être exercé par le détenteur du warrant qu'à la date d'évaluation pour le warrant concerné. Si le montant en numéraire aboutit à une valeur positive, le droit d'option attaché au warrant concerné est considéré exercé à la date d'évaluation sans autres conditions préalables et sans soumission d'une notification explicite d'exercice (« Exercice Automatique »).

C.19	Indiquer le prix d'exercice ou le prix de référence final du sous-jacent.	Prix de référence à la date d'évaluation : Cours de clôture
C.20	Décrire le type de sous-jacent utilisé et indiquer où trouver les informations à son sujet.	Type: action ou titre représentant des actions WKN (Numéro d'identification des valeurs mobilières allemandes): 878841 ISIN: US17275R1023 Société: Cisco Systems Inc. Bourse de valeurs mobilières concernée: NASDAQ
		Page de Reuters: CSCO.O Site Web: www.cisco.com
Section	n D – Risques	
D.2	Fournir les informations clés concernant les principaux risques propres à l'émetteur.	Risque d'arrêt ou de restriction de la fixation du prix par l'Emetteur
		Si l'Émetteur devait limiter ou abandonner complètement son intention de fixer les prix de l'offre et de la demande, le danger existerait, au cas où les prix des Warrants ne seraient pas fixés par aucune autre partie, que les investisseurs doivent attendre l'échéance finale des Warrants ou, lorsque l'exercice est possible, qu'ils doivent exercer leur droit d'option.
		Risque de liquidité en dépit d'un accord de transfert de pouvoir et de pertes et profits
		L'Émetteur ne serait également pas en mesure d'honorer les obligations liées aux titres en dépit d'un accord de transfert de pouvoir et de pertes et profits si, dans le cas où l'Émetteur générait une perte nette, bien que la maison mère directe soit en principe tenue de prendre cette perte à son compte, il était incapable ou non disposé à se conformer à cet engagement contractuel en raison de ses propres difficultés de trésorerie ou de surendettement.
		Courtage de transactions pour d'autres sociétés du Groupe et répartition du travail au sein de Citigroup
		L'essentiel du revenu de commission de l'Émetteur se compose du revenu des prix de cession des transactions de courtage avec les sociétés apparentées. Les coûts pour l'Émetteur résultant de l'échange de services avec différentes sociétés du Groupe sont remboursés sur la base des accords existants en utilisant les prix de cession. À cette fin, le revenu et les dépenses, en particulier le revenu de commission pour les transactions réalisées avec l'assistance de la banque à titre de conseiller dans le cadre de ses activités commerciales, sont déterminés et alloués aux différents secteurs fournissant les services. Les transactions se rapportent à la négociation sur les titres, les émissions d'obligations et la gestion financière d'entreprise ainsi qu'à la vente de produits structurés, dérivés de titres de sociétés et les produits de gestion de devises, et aux opérations bancaires internationales. Ce processus est coordonné étroitement dans l'ensemble des secteurs avec Citigroup Global Markets Limited, Londres, en particulier, et également avec

Citibank, N.A., Londres.

Si une décision était prise au sein de Citigroup pour réaffecter les activités concernées à d'autres sociétés du Groupe, l'Émetteur pourrait perdre une importante source de revenu.

Les risques de l'activité de prêt

Le portefeuille de prêt de l'Émetteur consiste principalement en prêts accordés à des clients internationaux dans les secteurs de l'industrie et des services financiers ayant des notations de crédit de qualité. Les défauts de remboursement de prêt ont été évités ces dernières années grâce à cette politique commerciale. Le portefeuille de prêts consiste principalement en un nombre raisonnable d'unités empruntrices, comme le prescrit la loi allemande sur les opérations bancaires. Si des emprunteurs individuels importants du portefeuille de l'Émetteur n'étaient pas en mesure d'honorer leurs obligations, une forte hausse des provisions pour pertes sur prêt serait envisageable en principe et des défauts de remboursement sur prêts pourraient se produire.

Risque de taux d'intérêt

Le département des risques et trésorerie évalue et maîtrise le risque sur taux d'intérêt de l'Émetteur. L'exposition de l'Émetteur à des fluctuations des taux d'intérêt peut être un risque à moyen ou à long terme pour la détention de titres liquides si ceux-ci n'étaient pas à l'origine couverts par des transactions de couverture telles que des accords de swap de taux d'intérêt. Il en va de même pour les emprunts à moyen et long terme accordés par l'Émetteur. Un risque significatif de fluctuation des taux d'intérêt pourrait survenir lorsque les taux d'intérêt ne font pas l'objet d'un suivi attentif et en temps opportun, ce qui peut générer le danger concomitant qu'une mesure pour couvrir une telle exposition au risque de taux d'intérêt ne soit pas prise suffisamment tôt.

Risque opérationnel

L'Émetteur a transféré un certain nombre de domaines qui sont importants pour une gestion et un contrôle appropriés de ses activités économiques et les risques qui s'y rapportent à d'autres sociétés au sein et à l'extérieur de Citigroup. Au cas où les sociétés auxquelles ces domaines ont été transférés ne s'acquitteraient pas de leurs obligations contractuelles ou ne le feraient pas en temps opportun, la capacité de l'Émetteur à assumer ses propres obligations découlant des titres qu'il a émis aux dates prévues pourrait également être compromise.

Risque fiscal

Les décisions fiscales prises concernant l'Émetteur sont régulièrement soumises à un examen ultérieur sous forme d'audit fiscal externe ou d'arbitrage des affaires individuelles par les tribunaux compétents. Cette pratique est courante et signifie qu'un rappel d'impôts peut être décidé par l'administration fiscale des années après l'évaluation initiale en raison d'un contrôle fiscal ou d'une décision à portée générale rendue par un tribunal fiscal.

Risques généraux liés à l'activité

Risque de règlement

Le risque qu'une transaction soit traitée de manière incorrecte, ou qu'une

transaction soit exécutée différemment des intentions et des attentes de la direction de l'Emetteur.

• Risque en matière d'information

Le risque que l'information, qui a été produite, reçue, transmise ou conservée au sein ou à l'extérieur du siège social de l'Émetteur ne soit plus accessible. En outre, de telles informations peuvent être de qualité médiocre ou avoir été mal exploitées ou encore avoir été obtenues sans autorisation. Le risque en matière d'information inclut également les risques provenant des systèmes en tant que tels et utilisés pour le traitement de l'information.

Risque de réputation

Il représente le risque pour l'Emetteur que la relation avec ses clients se détériore si le niveau de qualité de ses services est insuffisant ou le risque que les transactions soient traitées de manière incorrecte. Ce risque inclut également le risque de développer des relations d'affaires avec des contreparties dont les pratiques ne sont pas conformes aux normes ou à l'éthique de l'Émetteur.

• Risque lié au personnel

L'Émetteur fait appel à des professionnels et des cadres dirigeants qualifiés. Le risque lié au personnel inclut le risque d'une rotation importante du personnel et le risque que l'Émetteur ne soit pas en mesure de retenir un personnel qualifié en nombre suffisant, mais également le risque que les employés de l'Émetteur enfreignent en connaissance de cause ou par négligence les règles fixées ou les standards éthiques de pratique établis par la société.

• Risques juridiques et réglementaires

L'Émetteur considère les risques juridiques comme tout risque résultant des contrats engageant sa responsabilité et de la loi applicable. Les risques réglementaires résultent de l'environnement juridique dans lequel l'Émetteur réalise ses opérations.

• Risques de fraude

Risques internes et externes de fraude tels que la corruption, le délit d'initié et le vol de données.

D.6 Fournir les informations clés concernant les principaux risques propres aux valeurs mobilières. Inclure un avertissement informant l'investisseur au'il pourrait perdre tout ou partie, selon le

cas, de la valeur de

Facteurs généraux de risque des Warrants

Risque de perte totale

Les Warrants constituent des instruments d'investissement particulièrement risqués. Ils impliquent un niveau de risque particulièrement élevé de perdre le capital investi, y compris une perte totale, plus les coûts de transaction encourus et tous les coûts d'emprunt.

Risque de défaillance de l'Émetteur des Warrants

Au cas où l'Émetteur deviendrait insolvable, les investisseurs pourraient subir une perte pouvant aller jusqu'à une perte totale. En tant que titres au porteur, les

investissement son et/ou, si le risque encouru par l'investisseur ne se limite pas à la valeur son investissement, une mention de ce fait, assortie d'une description des cas où ce surcroît de risque se matérialise ainsi que des effets financiers probables de cette matérialisation.

Warrants n'entrent pas dans le champ des dispositions prévues pour la protection des dépôts.

Risque résultant de fluctuations de prix des Warrants supérieures à la moyenne (effet de levier)

L'une des principales caractéristiques des Warrants est l'effet de levier : une évolution du cours de la valeur sous-jacente peut entraîner une variation disproportionnée du cours du Warrant. En même temps, les Warrants génèrent également des risques de perte supérieurs à la moyenne.

Risque d'absence ou de non-fonctionnement d'un marché secondaire de Warrants ou de manque de disponibilité du système de transactions électroniques de l'Émetteur

Les investisseurs ne devraient pas présumer qu'ils seront en mesure de vendre un Warrant à un moment particulier ou à un prix particulier pendant sa période de validité. Les investisseurs devraient plutôt partir de l'hypothèse que le prix en bourse ne peut se situer que dans les limites de la fourchette de prix acheteur et vendeur indiquée par l'Émetteur, si elle est disponible, et que leurs ordres d'achat ou de vente en bourse seront exécutés avec l'Émetteur en qualité de contrepartie directe ou indirecte.

Risque lié à la cessation du négoce sur le marché secondaire immédiatement avant une échéance finale

L'Emetteur et/ou le marché cessent de négocier les Warrants juste avant leur date d'évaluation. Cependant, le prix de référence de la valeur sous-jacente à la date d'évaluation et/ou le taux de change applicable, lesquels sont importants dans la détermination du montant des Warrants, peuvent varier entre le dernier jour de cotation et la date d'échéance, dans un sens défavorable à l'investisseur. Il existe un risque particulier que le prix de la valeur sous-jacente atteigne, chute audessous ou dépasse une barrière pour la première fois juste avant que le prix de référence à la date d'évaluation soit déterminé et après la clôture de la cotation sur le marché secondaire.

Risque sur la devise relatif à la valeur intrinsèque des Warrants

La performance de l'investissement est soumise à un risque sur la devise si la valeur sous-jacente sur laquelle les Warrants sont basés est libellée dans une devise autre que la devise dans laquelle le montant en numéraire est versé (devise de règlement).

Risques d'événements perturbant le fonctionnement du marché

En cas de survenue d'événements perturbant le fonctionnement du marché pour la valeur sous-jacente, l'Émetteur a le droit de repousser la date d'évaluation du prix de référence de l'exercice. Ceci peut entraîner un risque supplémentaire pour les investisseurs si la valeur sous-jacente réalise une performance négative pendant la durée du report ou, le cas échéant, si le taux de change utilisé pour convertir la valeur intrinsèque en devise de règlement fluctue dans un sens défavorable à l'investisseur.

Facteurs de risque spécifiques au produit

Risque relatif à la perte de la valeur temps des Warrants en fonction de la

durée résiduelle

Le prix des Warrants est calculé sur la base de deux composants du prix (la valeur intrinsèque et la valeur temps) La valeur intrinsèque des Warrants pendant leur période de validité est égale à la différence (si elle est positive), multipliée par le coefficient multiplicateur, entre la valeur sous-jacente et le prix d'exercice (warrants Call). Le montant de la valeur temps, d'autre part, est essentiellement déterminée en fonction de la durée résiduelle du Warrant et de la fréquence et de l'intensité des fluctuations du prix de la valeur sous-jacente attendues par l'Émetteur pendant la durée résiduelle du Warrant (volatilité implicite).

Risques relatifs à d'autres facteurs affectant la valeur comme les taux d'intérêt du marché monétaire, les dividendes attendus et les coûts de refinancement de l'Émetteur

Les autres facteurs affectant le prix des Warrants comprennent, notamment, les taux d'intérêt sur le marché monétaire pour la durée résiduelle, le revenu attendu des transactions de couverture de l'Émetteur concernant la valeur sous-jacente et le niveau des coûts de refinancement de l'Émetteur pour réaliser ces transactions de couverture.

Même si le prix de la valeur sous-jacente s'élève, dans le cas d'une option call, ou chute, dans le cas d'une option put, la valeur du Warrant peut diminuer en raison des autres facteurs affectant la valeur. Compte tenu de la durée de validité limitée du Warrant, aucune garantie ne peut être donnée quant à une remontée du prix du Warrant dans les délais. Plus la durée résiduelle est courte, plus le risque est grand.

Risque relatif aux transactions de couverture sur la valeur sous-jacente dans le cas de Warrants à barrière désactivante

Dans le cas de Warrants à barrière désactivante, on ne peut exclure l'éventualité que les activités de l'Émetteur pour la prise ou le débouclement de positions de couverture puissent intensifier les fluctuations de prix de la valeur sous-jacente des Warrants au point qu'un événement désactivant soit déclenché et qu'en conséquence les droits d'option expirent prématurément sans valeur.

Risque de survenue d'un événement désactivant en dehors des heures de négociation sur le marché secondaire

Les investisseurs sont en principe exposés au risque qu'un événement désactivant puisse également se produire en dehors des heures où les Warrants sont habituellement négociés. Ce risque est particulièrement significatif dans les circonstances où les heures de négociation pour les Warrants diffèrent des heures de négociation normales des valeurs sous-jacentes.

Risque de perte totale avant l'échéance en raison de la survenue d'un événement désactivant

La période de validité des Warrants Turbo Bull expire prématurément au moment de la désactivation et les droits d'option Turbo expirent sans valeur, au cas où le prix de la valeur sous-jacente défini dans les termes et conditions est égal à ou inférieur (Bull) la barrière désactivante du Warrant Turbo au cours d'une période d'observation définie dans les termes et conditions. Si un événement désactivant se produit, les investisseurs subiront une perte totale de leur capital investi.

Risque sur le prix relatif à un accroissement de la volatilité implicite

Dans le cas des Warrants Turbo, le prix des Warrants pendant leur période de validité est influencé par d'autres facteurs affectant la valeur en plus du prix de la valeur sous-jacente, notamment la volatilité implicite de la valeur sous-jacente. Du point de vue de l'investisseur, une augmentation de la volatilité implicite de la valeur sous-jacente représente un risque sur le prix si le prix de la valeur sous-jacente est proche de la barrière désactivante.

Risque de perte totale en raison de bonds du prix de la valeur sous-jacente (risque de gap)

Le risque d'un bond du prix de la valeur sous-jacente, par exemple entre l'heure de clôture des négociations la veille et l'heure d'ouverture des cours le lendemain, qui pourrait déclencher un événement désactivant, est dénommé risque de gap.

Section E - Offre

E.2b Indiquer les raisons de l'offre et l'utilisation prévue du produit de celle-ci, lorsqu'il s'agit de raisons autres que la réalisation d'un bénéfice et/ou la couverture de certains risques.

Sans objet; les raisons de l'offre sont de réaliser des profits et/ou de prendre une couverture par rapport à certains risques et le produit net de l'émission de Warrants présentés dans le Prospectus de Base seront utilisés par l'Émetteur à des fins générales.

E.3 Décrire les modalités et les conditions de l'offre.

Méthode de présentation de l'offre, offreur et date d'émission des Warrants

Les Warrants sont offerts de gré à gré en continu.

L'offre des Warrants commence en France le 22.01.2014.

Les offreur des Warrants est: l'Émetteur

La date d'émission est: 22.01.2014

Restriction imposée à la libre négociabilité des valeurs mobilières

Les Warrants peuvent être offerts ou vendus seulement si l'ensemble des lois et règlementations relatives aux valeurs mobilières en vigueur dans la juridiction dans laquelle un achat, une offre, une vente ou une livraison de Warrants est effectué ou dans laquelle le présent document est diffusé ou conservé pour inspection ont été respectées, et si tous les consentements ou autorisations nécessaires pour l'achat, l'offre, la vente ou la livraison des Warrants conformément aux normes légales en vigueur dans cette juridiction ont été obtenus.

En particulier, les Warrants ne sont pas et ne seront pas enregistrés conformément à la Loi sur les valeurs mobilières des États-Unis (*United States Securities Act*) de 1933 telle qu'amendée. Ils ne peuvent être offerts, vendus, négociés ou livrés au sein des États-Unis directement ou indirectement par ou

pour le compte d'un ressortissant des États-Unis (comme défini dans la Réglementation S conformément à la Loi sur les valeurs mobilières des États-Unis de 1933), excepté dans le cas d'exemption des conditions d'enregistrement de la Loi sur les valeurs mobilières. Toute personne recevant le montant de liquidités correspondant aux termes et conditions est considérée comme ayant fait une déclaration indiquant que la personne titulaire des droits découlant des Warrants n'est pas un ressortissant des États-Unis.

Prix d'émission, frais et taxes relatifs à l'achat

Le prix d'émission initial est de EUR 0,20.

Sans objet, l'achat de Warrants ne faisant supporter aucun coût ou taxe à l'Émetteur notamment pour les acheteurs ou les souscripteurs.

E.4 Décrire tout intérêt, y compris les intérêts conflictuels, pouvant influer sensiblement sur l'émission/l'offre.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui agissent généralement en qualité d'agent de calcul des Warrants. Cette activité peut entraîner des conflits d'intérêt dans la mesure où les responsabilités de l'agent de calcul comprennent certaines déterminations et décisions qui pourraient avoir un effet négatif sur le prix des Warrants ou le montant des liquidités.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent s'engager dans des transactions de négoce sur la valeur sous-jacente, sur d'autres instruments qui s'y rapportent, ou sur des dérivés, des options boursières ou des contrats à terme en bourse, ou peuvent émettre d'autres valeurs et dérivés fondés sur la valeur sous-jacente. Les sociétés peuvent également intervenir dans l'acquisition de nouvelles parts ou d'autres titres de la valeur sous-jacente ou, dans le cas d'indices de valeurs, de sociétés individuelles incluses dans l'indice, ou agir en qualité de conseillers financiers pour les entités auxquelles il est fait référence ou collaborer avec elle dans le secteur de la banque d'affaires. Les sociétés sont tenues de s'acquitter de leurs obligations à ce titre, indépendamment des conséquences qui peuvent en résulter pour les détenteurs de warrants et, le cas échéant, devront prendre les mesures qu'elles considèrent nécessaires ou appropriées pour se protéger ou sauvegarder leurs intérêts dans le cadre de ces relations d'affaires. Les activités visées ci-dessus pourraient entraîner des conflits d'intérêt et avoir un effet négatif sur le prix de la valeur sous-jacente ou des titres qui lui sont associés comme les Warrants.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent émettre des titres dérivés supplémentaires fondés sur la valeur sous-jacente, ou sur des éléments constitutifs de la valeur sous-jacente, notamment des titres dont les caractéristiques sont identiques ou similaires à celles des Warrants. L'introduction de tels produits, qui concurrencent les Warrants, peuvent avoir un effet sur le prix de la valeur sous-jacente ou les éléments constitutifs de la valeur sous-jacente et donc aussi sur le prix des Warrants. L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent recevoir des informations de nature non publique se rapportant à la valeur sous-jacente, ou à des éléments constitutifs de la valeur sous-jacente, mais ne sont pas tenus de les communiquer aux détenteurs de warrants. De plus, les sociétés appartenant à Citigroup ou affiliées à lui peuvent publier des rapports de recherche se rapportant à la valeur sous-

		jacente ou aux éléments constitutifs de la valeur sous-jacente. Les activités de ce type peuvent créer certains conflits d'intérêt et affecter le prix des Warrants.
E.7	Donner une estimation des dépenses facturées à l'investisseur par l'émetteur ou l'offreur.	Les dépenses estimées pour les Warrants, y compris le coût d'admission à la négociation sont compris(es) dans le prix d'émission ou au prix de vente, le cas échéant. Si l'investisseur achète des Warrants auprès d'un distributeur, le prix d'achat à payer par l'investisseur pourra comprendre des commissions de vente devant être communiquées au distributeur.

Citigroup Global Markets Deutschland AG

Frankfurt am Main

(Issuer)

Final Terms dated

21 January 2014

to the

Tripartite Base Prospectus dated 13 May 2013 as amended (the "Tripartite Base Prospectus")

CALL OR PUT WARRANTS

referenced to the following underlying:

Danone

ISIN: DE000CF6Z600

The respective Final Terms to the Tripartite Base Prospectus will be made available as a separate document in paper form free of charge at the address of the relevant paying agent and published on the Issuer's website (www.citifirst.com).

The subject matter of the Final Terms is Call or Put Warrants (Product No. 1) (the "Warrants" or the "Series") based on a share or a security representing shares issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer").

The Final Terms were prepared in accordance with Article 5 (4) of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (as most recently amended by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010) (the "Prospectus Directive") and must be read in conjunction with the Tripartite Base Prospectus (consisting of the Summary and the Securities Note, each dated 13 May 2013, and the Registration Form of Citigroup Global Markets Deutschland AG dated 3 May 2013, including any supplements). Complete information about the Issuer and the offer of the Warrants can be obtained only from a synopsis of these Final Terms together with the Tripartite Base Prospectus (including all related supplements, if any).

The Final Terms to the Tripartite Base Prospectus take the form of a separate document within the meaning of Article 26 (5) of Commission Regulation (EC) No. 809/2004 of 29 April 2004 as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012 and Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012 (the "**Prospectus Regulation**").

An issue specific summary that has been completed for the Warrants is attached to these Final Terms.

INFORMATION ABOUT THE TERMS AND CONDITIONS – ISSUE SPECIFIC CONDITIONS

With respect to the Series of Warrants, the Issue Specific Conditions applicable to the Call or Put Warrants, as replicated in the following from the Tripartite Base Prospectus and supplemented by the information in the Annex to the Issue Specific Conditions as set out below, and the General Conditions contain the conditions applicable to the Warrants (referred to together as the "Conditions"). The Issue Specific Conditions should be read in conjunction with the General Conditions.

Part A. Product Specific Conditions

No. 1 Option Right

Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer") hereby grants the holder (each a "Warrant Holder") of Call or Put Warrants (the "Warrants"), based on the Underlying as specified in detail in each case in Table 1 and Table 2 of the Annex to the Issue Specific Conditions, the right (the "Option Right") to require the Issuer to pay the Cash Amount (No. 2 (1) of the Issue Specific Conditions) or the Termination Amount (No. 2 of the General Conditions) in accordance with these Terms and Conditions.

No. 2 Cash Amount; Definitions

- (1) The "Cash Amount" for each Warrant, subject to the early redemption of the Warrants by the Issuer (No. 2 of the General Conditions), shall be the Intrinsic Value of a Warrant, if the latter is already expressed in the Settlement Currency, or the Intrinsic Value of a Warrant converted into the Settlement Currency using the Reference Rate for Currency Conversion.
- (2) The "Intrinsic Value" of a Warrant shall be the difference, expressed in the Reference Currency and multiplied by the Multiplier, by which the Reference Price of the Underlying determined on the Valuation Date is higher than (Call Warrants) or lower than (Put Warrants) the respective Strike.
- (3) The following definitions shall apply in these Terms and Conditions:

"Additional Securities Euroclear System, Brussels; Clearstream Banking S.A.,

Depositaries": Luxembourg

"Auxiliary Location": London, United Kingdom

"Banking Day": Every day on which the commercial banks in Paris and

Frankfurt am Main are open for business, including trade in foreign currencies and the receipt of foreign currency deposits (except for Saturdays and Sundays), the

TARGET2-System is open and the Central Securities

Depositary settles payments. "TARGET2-System" shall mean the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) payment system or any successor system.

"Central Securities Depositary":

Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

France

"Clearing Territory of the

France

Central Securities Depositary":

"Currency Conversion Date": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Exchange Rate Reference

not applicable

Agent":

"Exercise Date":

I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

Valuation Date

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

The Banking Day at the respective place of the Exercise Agent pursuant to No. 3 (1), on which the exercise prerequisites pursuant to No. 3 (1) are met for the first time at 10:00 a.m. (local time at the place of the

respective Exercise Agent).

"Form of the Warrants": The Warrants will be issued in dematerialized bearer form

(au porteur) and inscribed in the books of the Central Securities Depositary which shall credit the accounts of the Account Holders. No physical document of title (including certificats représentatifs pursuant to Article R.211-7 of the French Monetary and Financial Code (Code monétaire et financier)) will be issued in respect of

the Warrants.

"Issue Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Issuer's Website": www.citifirst.com

"Maturity Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Minimum Exercise Volume": 100 Warrant(s) per ISIN or an integral multiple thereof

"Minimum Trading Volume": 1 Warrant(s) per ISIN or an integral multiple thereof

"Modified Exercise Date + 1": I. Applicable in the case of Warrants with a European

> Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

not applicable

"Modified Exercise Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

The first Exercise Date which is a Banking Day at the Auxiliary Location and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant Adjustment Exchange as specified in Table 2 of the Annex to the Issue Specific Conditions.

"Modified Valuation Date + 1": not applicable

"Modified Valuation Date": not applicable

"Multiplier": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Number": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Payment Date upon Exercise": I. Applicable in the case of Warrants with a European

> Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

At the latest the fifth common Banking Day following the Exercise Date at the registered office of the Issuer and the place of the Central Securities Depositary.

"**Reference Currency**": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"**Reference Price**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Reference Rate for Currency

Conversion":

not applicable

"Rollover Date": not applicable

"Settlement Currency": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Strike": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"**Type**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type of Exercise": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Underlying": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Valuation Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

As specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation

Date.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

In case of an exercise during the Exercise Period, the Valuation Date as specified in Table 2 of the Annex to the Issue Specific Conditions; in case of an Automatic Exercise, the Valuation Date as specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation Date.

No. 3 Exercise of the Option Rights

I. Applicable in the case of Warrants with a European Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

- (1) The Option Right may be exercised by the Warrant Holder only with effect as of the Valuation Date for the respective Warrant. If the Cash Amount results in a positive value, the Option Right attaching to the respective Warrant shall be deemed to be exercised on the Valuation Date without further preconditions and without the submission of an explicit Exercise Notice (referred to in the following as "Automatic Exercise").
- (2) The Issuer will transfer any positive Cash Amount to the Central Securities Depositary on the Maturity Date for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid.
- (3) The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer. In the event that the onward transfer of the Cash Amount or of the fair market value is not possible within three months after the Maturity Date ("Presentation Period"), the Issuer shall be entitled to deposit the relevant amounts with the Frankfurt am Main Local Court for the Warrant Holders at their risk and expense with a waiver of its right to reclaim those amounts. Upon the deposit of the relevant amounts with the Court, the claims of the Warrant Holders against the Issuer shall expire.
- (4) All taxes or other levies that may be incurred in connection with the payment of the Cash Amount or of the fair market value shall be borne by the Warrant Holders.
- (5) If the Valuation Date falls between the date on which the Issuer determines that there are grounds for making an Adjustment in accordance with No. 6 of the Issue Specific Conditions and the date on which the Issuer has given notice of the Adjustments (referred to in the following as the "Adjustment Period"), the Valuation Date shall be the first Banking Day common to the head office of the Issuer and to the location of the Central Securities Depositary following the date on which the Issuer has given notice of the Adjustments for the Valuation Date. The calculation of the Cash Amount in accordance with No. 2 of the Issue Specific Conditions shall be based on the relevant Reference Price of the Underlying on the Valuation Date together with the Adjustments made by the Issuer.
- (6) The Cash Amount and the fair market value shall be paid in the Settlement Currency without a requirement for the Issuer to give notice of any kind.
- (7) A declaration shall be deemed to have been made automatically that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell

or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell, resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the respective series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

(1) For the exercise of the Warrants to be effective, the holder of the respective Warrant must comply with the preconditions set out below with respect to the relevant Exercise Agent within the Exercise Period for the respective Warrant. The Exercise Period for the Warrants shall begin in each case on the third Banking Day after the Issue Date and shall end in each case at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the Valuation Date or, if the Reference Price of the Underlying is usually determined before 11.00 a.m. (local time at the location of the relevant Exercise Agent), the Exercise Period ends at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the last Trading Day preceding the last Valuation Date. The provisions of paragraphs (2) to (4) of this No. 3 II shall also apply.

If the Option Rights are exercised via the Exercise Agent in **France**, the Warrant Holder must submit to Citibank International plc., France (the "**Exercise Agent**") at the following address:

Citibank International plc. - Service Titres, 1-5 Rue Paul Cezanne, 75008 Paris, France a properly completed "Paris" Exercise Notice for the respective ISIN (International Securities Identification Number) using the form available from the Issuer (referred to in the following as "Exercise Notice") and must have transferred the Warrants which it is intended to exercise

- to the Issuer crediting its account No. 186 at Euroclear France, account nature 51 or its account No. 67098 at Clearstream Luxembourg.

The Exercise Notice must specify:

- the ISIN (International Securities Identification Number) of the Warrant series and the number of Warrants intended to be exercised and
- the account of the Warrant Holder with a bank in France into which the Cash Amount is to be paid. If the Exercise Notice does not specify an account or specifies an account outside France, a check for the Cash Amount will be sent to the Warrant Holder at his risk by normal post to the address given in the Exercise Notice within five (5) Banking Days in Frankfurt am Main and Paris following the Valuation Date.
- Confirmation must also be given that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell,

resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

- (2) The Exercise Notice shall become effective on the Exercise Date according to No. 2 (3) of the Issue Specific Conditions. The Exercise Notice may not be revoked, including during the period prior to the date on which it becomes effective. All of the preconditions set out in No. 3 (1) of the Issue Specific Conditions must be satisfied within five (5) Banking Days of the occurrence of the first precondition. In any other circumstances, the Issuer shall have the right to return any payments already made to the Warrant Holder without interest at his risk and expense; in this event the Exercise Notice shall not become effective.
- (3) Option Rights that have not been exercised effectively in accordance with paragraphs (1) and (2) shall be deemed, subject to early termination by means of extraordinary Termination pursuant to No. 2 of the General Conditions, to be exercised on the final day of the Exercise Period without further preconditions, if the Cash Amount is positive ("Automatic Exercise"). In the event of Automatic Exercise, the confirmation referred to in the last subparagraph of paragraph (1) shall be deemed to have been given automatically. In any other circumstances, all rights arising from the Warrants that have not been exercised effectively by then shall expire on that day and the Warrants shall become invalid.
- (4) All taxes or other levies that may be incurred in connection with the exercise of the Warrants shall be borne by the Warrant Holder. The exercise or settlement amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.
- (5) The Issuer will transfer any Cash Amount to the Central Securities Depositary on the Payment Date upon Exercise for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid. The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer.

No. 4 (not applicable)

Part B. Underlying Specific Conditions

No. 5 Underlying

- (1) The "**Underlying**" shall be the share or security representing shares specified as the Underlying in Table 2 of the Annex to the Issue Specific Conditions of the Company specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Company**").
- (2) The "Reference Price" of the Underlying shall correspond to the price specified as the Reference Price of the Underlying in Table 1 of the Annex to the Issue Specific Conditions,

as calculated and published on Trading Days on the Relevant Exchange specified in Table 2 of the Annex to the Issue Specific Conditions (the "Relevant Exchange"). "Trading Days" shall be days on which the Underlying is normally traded on the Relevant Exchange. "Trading Hours" shall be hours during which the Underlying is normally traded on the Relevant Exchange on Trading Days.

No. 6 Adjustments

(1) If an Adjustment Event pursuant to paragraph (2) of this No. 6 occurs, the Issuer shall determine whether the relevant Adjustment Event has a diluting, concentrative or other effect on the computed value of the Underlying and, if such is the case, shall if necessary make a corresponding Adjustment to the affected features of the Warrants, which in its reasonable discretion is appropriate in order to take account of the diluting, concentrative or other effect and to leave the Warrant Holders as far as possible in the same position in financial terms as they were in before the Adjustment Event took effect. The Adjustments may relate, inter alia, to the Strike, the Multiplier and other relevant features, as well as to the replacement of the Underlying by a basket of shares or other assets or, in the event of a merger, by an adjusted number of shares of the absorbing or newly formed company and, where relevant, the specification of a different exchange as the Relevant Exchange and/or a different currency as the Reference Currency. The Issuer may (but is not obliged to) base the determination of this appropriate Adjustment on the adjustment made in response to the relevant Adjustment Event by a futures exchange, on which options or futures contracts on the Underlying are traded at the time of the Adjustment Event, in respect of options or futures contracts on the relevant share traded on that futures exchange.

(2) An "Adjustment Event" shall be:

- (a) the subdivision (stock split), combination (reverse stock split) or reclassification of the respective shares or the distribution of dividends in the form of bonus shares or stock dividends or a comparable issue;
- (b) the increase in the capital of the Company by means of the issue of new shares in return for capital contributions, with the grant of a direct or indirect subscription right to its shareholders (capital increase for capital contributions);
- (c) the increase of the capital of the Company from its own financial resources (capital increase from corporate funds);
- (d) the grant by the Company to its shareholders of the right to subscribe for bonds or other securities with option or conversion rights (issue of securities with option or conversion rights);
- (e) the distribution of an extraordinary dividend;
- (f) the spin-off of a division of the Company in such a way that a new, independent company is formed or the division is absorbed by a third company, with the grant to the

- shareholders of the Company of shares in either the new company or the absorbing company for no consideration;
- (g) the permanent delisting of the Underlying on the Relevant Exchange as a result of a merger by absorption or new company formation or for another reason;
- (h) other comparable events that could have a diluting, concentrative or other effect on the calculated value of the Underlying.
- (3) The rules described in the preceding paragraphs shall apply analogously to securities representing shares as the Underlying (such as ADRs, ADSs or GDRs).
- (4) Changes in the method of calculating the Reference Price or other prices for the Underlying that are relevant in accordance with these Terms and Conditions, including a change in the Trading Days or Trading Hours relevant for the Underlying, shall entitle the Issuer to adjust the Option Right accordingly in its reasonable discretion. The Issuer shall determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change.
- (5) In the event that the Underlying is permanently delisted on the Relevant Exchange but continues to be listed on another exchange or another market which the Issuer in its reasonable discretion considers to be suitable (the "New Relevant Exchange"), then, subject to extraordinary Termination of the Warrants by the Issuer pursuant to No. 2 of the General Conditions, the Cash Amount shall be calculated on the basis of the corresponding prices for the Underlying calculated and published on the New Relevant Exchange. In addition, all references in these Terms and Conditions to the Relevant Exchange shall then be deemed, insofar as the context allows, to be references to the New Relevant Exchange.
- (6) In the event that a voluntary or compulsory liquidation, bankruptcy, insolvency, winding up, dissolution or comparable procedure affecting the Company is initiated, or in the event of a process as a result of which all of the shares in the Company or all or substantially all of the assets of the Company are nationalized or expropriated or required to be transferred in some other way to government bodies, authorities or institutions, or if following the occurrence of an event of another kind the Issuer reaches the conclusion that it is not possible to make an Adjustment that would reflect the changes that have occurred appropriately from a financial point of view, then the Issuer will terminate the Warrants pursuant to No. 2 of the General Conditions.
- (7) The Issuer shall give notice of the Adjustments and the date on which the Adjustments become effective in accordance with No. 4 of the General Conditions.

No. 7 Market Disruption Events

(1) If a Market Disruption Event in accordance with paragraph (2) of this No. 7 exists on the Valuation Date, then the Valuation Date shall be postponed to the next following day which fulfills the criteria for a Valuation Date in accordance with No. 2 of the Issue Specific Conditions and on which a Market Disruption Event no longer exists. The Issuer shall endeavor to give notice to the Warrant Holders without delay in accordance with No. 4 of the

General Conditions that a Market Disruption Event has occurred. However, there shall be no obligation to give notice. If, as a result of the provisions of this paragraph, the Valuation Date has been postponed for five (5) consecutive days that fulfill the criteria for a Valuation Date in accordance with No. 2 (3) of the Issue Specific Conditions and if the Market Disruption Event continues to exist on that day as well, then that day shall be deemed to be the Valuation Date and the Issuer shall determine the Cash Amount in its reasonable discretion taking account of the market conditions prevailing on any such deemed Valuation Date.

(2) "Market Disruption Event" shall mean

- (i) the suspension or restriction of trading in the Underlying on the Relevant Exchange, or
- (ii) the suspension or restriction of trading (including the lending market) in a futures or options contract based on the Underlying on a Futures Exchange on which futures or options contracts based on the Underlying are traded (the "Futures Exchange");

if that suspension or restriction occurs or exists in the last half-hour before the calculation of the closing price of the Underlying that would normally take place and is material as determined by the Issuer in its reasonable discretion. A change in the Trading Days or Trading Hours on or during which the Underlying is traded does not constitute a Market Disruption Event, provided that the change takes place as the result of a previously announced change in the trading regulations by the Relevant Exchange.

ANNEX TO THE ISSUE SPECIFIC CONDITIONS

Table 1 – supplementary to Part A. Product Specific Conditions

Issue Date: 22/01/2014

Initial value date in France: 27/01/2014

ISIN / Local Trading Code	Underlying	Туре	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike	Multiplier	Valuation Date / Maturity Date	Type of Exercise	Number	Reference Price of the Underlying ("Reference Price")
DE000CF6Z600 / 5119C	Danone	CALL	No	EUR 0.37	Euro (EUR)	EUR 50.00	0.1	18/09/2014 / 25/09/2014	European	3,000,000	Closing price

Table 2 – supplementary to Part B. Underlying Specific Conditions

Underlying (Company) / Share type	ISIN or Reuters Code of the	Relevant Stock Exchange / Relevant Adjustment Exchange for the	Valuation Date / Currency Conversion Date	Currency in which the Reference Price is expressed
	Underlying	Underlying ("Adjustment Exchange")	Currency Conversion Dute	("Reference Currency")
DANONE S.A. / Common Shares	FR0000120644	Euronext Paris / EUREX Frankfurt	See Table 1 / not applicable	Euro (EUR)

The following specific meanings shall apply in this context:

Deutsche Börse AG, Frankfurt, Germany (XETRA®)

EUREX : EUREX, Frankfurt, Germany

STOXX Limited, Zurich : STOXX Limited, Zurich, Switzerland

Dow Jones & Company, Inc., New York, U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

Nikkei Inc. : Nikkei Inc., Tokyo, Japan

Standard & Poor's Corp., New York, N.Y., U.S.A.

AEX Options and Futures Exchange : AEX Options and Futures Exchange, Amsterdam, The Netherlands

Bolsa de Derivados Portugal : Bolsa de Derivados Portugal, Lisbon, Portugal

EUREX : EUREX, Zurich, Switzerland

Euronext Amsterdam/ Euronext Lisbon/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Euronext Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Discrete Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Paris S.A., Paris, France

Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.) : Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.), Helsinki, Finland

Helsinki Derivatives Exchange (HEX Ltd.) : Helsinki Derivatives Exchange (HEX Ltd.), Helsinki, Finland

HSIL : Hang Seng Indexes Company Limited ("HSIL"), Hong Kong, China

Madrid stock exchange : Bolsa de Madrid, Madrid, Spain

MEFF
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
New York Stock Exchange, New York, NY, USA
OCC
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signatu

OSE : Osaka Securities Exchange, Osaka, Japan
TSE : Tokyo Stock Exchange, Tokyo, Japan
SIX Swiss Exchange, Swiss Exchange : SIX Swiss Exchange, Switzerland

RISK FACTORS

Investors should read carefully the risk factors set out under "I. Risk factors of Warrants" in the Securities Note and under 1. in the Registration Form.

In particular, the following optional risk factors that relate only to certain types of Warrants are applicable to these Warrants (please refer to "I. Risk factors of Warrants" in the Securities Note):

- Risk relating to the loss of time value of Warrants depending on the remaining term
- Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs

ADDITIONAL INFORMATION

Name and address of the paying agents and the calculation agent

Paying Agent(s):

Citigroup Global Markets Ltd., 1-5 Rue Paul Cézanne, 75008 Paris, France

Calculation Agent:

Citigroup Global Markets Deutschland AG, Frankfurter Welle, Reuterweg 16, D-60323 Frankfurt am Main, Federal Republic of Germany

Conflicts of interest

With respect to interests of natural and legal persons involved in the issue and resulting potential conflicts of interest, please refer to "4. Risk of conflicts of interest" under "I. Risk factors of Warrants" in the Securities Note.

Offer method

The Warrants are being offered over-the-counter on a continuous basis in one series.

The offer of the Warrants begins in France on 22/01/2014.

Stock exchange listing

The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.

Consent to the use of the Prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*, "WpPG").

Issue price, price calculation and costs and taxes on purchase

The initial issue price is specified in Table 1 of the annex to the Issue Specific Conditions.

Both the initial issue price and the bid and offered prices quoted by the Issuer during the term of the Warrants are calculated using theoretical pricing models. In this context, the bid and offered prices for the Warrants are determined on the basis, among other things, of the mathematical value of the Warrants, the costs of hedging and accepting risk and the expected return. Please see also the information provided under "Risk relating to the calculation of the warrant prices" and "4. Risk of conflicts of interest", both in Section "I. Risk factors of Warrants".

No costs or taxes of any kind for the warrant holders will be deducted by the Issuer whether the Warrants are purchased off-market (in countries where this is permitted by law) or via a stock exchange. Such costs or taxes should be distinguished from the fees and costs charged to the purchaser of the Warrants by his bank for executing the securities order, which are generally

shown separately on the statement for the purchase transaction in addition to the price of the Warrants. The latter costs depend solely on the particular terms of business of the warrant purchaser's bank. In the case of a purchase via a stock exchange, additional fees and expenses are also incurred. Furthermore, warrant holders are generally charged an individual fee in each case by their bank for managing the securities account. Notwithstanding the foregoing, profits arising from the Warrants or capital represented by the Warrants may be subject to taxation.

Information on the underlying

Website: www.danone.com

Disclaimers in relation to Share Prices used as Underlyings

Insofar as share prices are the underlying of Warrants issued by the issuer and described in this Final Terms document, the respective public limited company that has issued the relevant shares, to whose reference price the Warrants relate (the "Issuer of the Underlying"), does not express any recommendation for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main. The Issuer of the underlying neither directly nor indirectly assumes any liability for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main.

The Warrants are the sole obligation of Citigroup Global Markets Deutschland AG and do not involve liability on the part of the Issuer of the underlying. This is not an offer of shares. The Issuer of the underlying has not been and does not want to be involved, neither directly nor indirectly, in deciding the timing of the issue, or the preparation of this document, or the constitution of the option rights under these securities. Furthermore, the Warrant Holder will not have any right through the Warrant to any information, votes or dividends in the Issuer of the underlying.

Publication of additional information

The Issuer does not intend to provide any additional information about the underlying.

The Issuer will publish additional notices described in detail in the terms and conditions. Examples of such notices are adjustments of the features of the Warrants as a result of adjustments relating to the underlying which may, for example, affect the conditions for calculating the cash amount or a replacement of the underlying. A further example is the early redemption of the Warrants if an adjustment cannot be made.

Notices under these terms and conditions are generally published on the Issuer's website. If and to the extent that mandatory provisions of the applicable laws or exchange regulations require notices to be published elsewhere, they will also be published, where necessary, in the place prescribed in each case.

Selling restrictions

Information on selling restrictions can be found under "VI. Selling restrictions" in the Securities Note.

ANNEX – ISSUE SPECIFIC SUMMARY

Section A – Introduction and warnings

This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the A.1 "Issuer") and of the Warrants issued under the Tripartite Base Prospectus. The Summary is intended as an introduction to the Tripartite Base Prospectus, which comprises this Summary, the Registration Form of Citigroup Global Markets Deutschland AG dated 03 May 2013 including any supplements and the Securities Note of Citigroup Global Markets Deutschland AG dated 13 May 2013. Investors should therefore ensure that any decision to invest in the Warrants is based on a review of the entire Prospectus, including any supplements and the Final Terms. Where claims relating to the information contained in a base prospectus, any supplements, and the respective Final Terms are brought before a court, the investor acting as plaintiff may, as a result of the laws of individual member states of the European Economic Area, have to bear the costs of translating the base prospectus, any supplements, and the Final Terms into the language of the court prior to the commencement of legal proceedings. The Issuer can be held liable for the content of this Summary, including any translation prepared, but only in the event that the Summary is misleading, inaccurate or inconsistent when read in conjunction with the other parts of the Prospectus, or, when read in conjunction with the other parts of the Tripartite Base Prospectus, does not convey all of the key information required.

A.2 Consent to use the prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent) for offers in France (the "Offer State"). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (Wertpapierprospektgesetz, "WpPG").

In the event of an offer by a financial intermediary, the terms and conditions of the offer must be provided to investors at the time of the offer by the financial intermediary.

Sectio	ction B – Issuer and any guarantors					
B.1	The legal and commercial name of the issuer.	The legal and commercial name of the Issuer is Citigroup Global Markets Deutschland AG.				
B.2	The domicile and legal form of the issuer, the legislation under which the issuer operates and its country of incorporation.	Prankfurt am Main; the address of Citigroup Global Markets Deutschland AG is Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, Federal Republic of Germany (telephone +49 (0)69-1366-0). Legal form and jurisdiction The Issuer is a stock corporation (Aktiengesellschaft, "AG") under German law. Place of registration The Issuer is entered in the commercial register of the Frankfurt am Main Local Court under the number HRB 88301.				

	T.	
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Bank expects world economic growth in 2013 to increase slightly from 2.5 per cent to 2.6 per cent. In 2014 growth should increase to 3.2 per cent. The slowdown in worldwide economic growth was principally due to the slowdown of growth in the industrialized countries. The Bank expects moderate growth of 1.0 per cent for industrialized countries in 2013 and a modest increase to 1.6 per cent in 2014.
		Overall the Bank expects continued significant variations between different regions in the world.
		The Bank expects a mild recession in the Eurozone (the Bank's growth forecasts are for -0.6 per cent and -0.4 per cent for 2013 and 2014). This is seen to be due to the continuing sovereign debt crisis and the high level of private sector indebtedness in the peripheral European countries. The ECB is expected to continue to act to stabilise markets and to reduce interest rates in the second quarter of 2013 depending on further economic growth in the Eurozone, which could be followed by a forecast final interest rate reduction in the second half of the year. The Bank considers it likely that Southern Europe and Ireland will only gradually reach a common sustainable fiscal path. If the core countries in future are no longer prepared to increase their support for the peripheral states, this could lead to a raft of debt restructurings (with likely longer maturities and interest rate reductions), but probably not before 2015.
		In the Warrants and Certificates Division, the competition is expected to remain intense among leading issuers. Further regulatory challenges are expected, which have to be integrated into the business in a timely manner.
		Given the forecasts made by the individual business divisions and a restrictive cost management approach, the Bank is expecting continued overall profits in fiscal years 2013 and 2014.
B.5	If the issuer is part of a group, a description of the group and the issuer's position	The Issuer is a member of the German subgroup of Citigroup. As a public limited company, it is managed by the executive board. The Issuer is wholly-owned by the German holding company, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, a limited partnership with registered offices in Frankfurt/Main.
	within the group.	Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is also a silent partner of the Issuer, having a silent equity interest ("Stille Einlage") totalling EUR 122,710,051.49 as of 30 November 2012. The general partner of Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is Citigroup Global Markets Finance LLC (USA). The sole limited partner is Citi Overseas Investment Bahamas Inc.
		All shares of Citigroup Global Markets Finance LLC are held by Citi Overseas Investment Bahamas Inc., the sole shareholder of which is Citibank Overseas Investment Corporation (USA). This company is in turn 100 per cent owned by Citibank, N.A. (USA). Citibank, N.A. (USA) is a 100 per cent owned subsidiary of Citicorp (USA), which in turn is a 100 per cent owned subsidiary of Citigroup, Inc. (USA).
B.9	Where a profit	Not applicable; the Issuer has decided not to make any profit forecasts or profit

	forecast or estimate is made, state the figure.	estimates in the Base Prosp	ectus.		
B.10	A description of the nature of any qualifications in the audit report on the historical financial information.	The annual financial state December 2011 to 30 Nov 2011 were audited by the unqualified auditor's opinion	vember 2012 and ne Issuer's statuto	1 December 201	0 to 30 November
B.12	Selected historical key financial information regarding the issuer, presented for each financial year of the period	Key Annual Financial Deutschland AG The table below provides a which have been taken fro prior fiscal year (fiscal year business development of Ci	m the audited fin ar 2011) and fisca	ertain noteworthy ancial statements I year 2012 and	2012 between the thereby reveals the
	covered by the historical financial information and any		30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro	
	subsequent interim	Balance sheet total	9,543	8,690	
	financial period accompanied by	Business volume	11,162	10,163	
	comparative data	Equity capital	590	588	
	from the same	Loan portfolio	5,365	5,196	
	period in the prior financial year,	Number of employees	348	361	
	except that the	- Company of the comp			I
	requirement for comparative balance sheet information is satisfied by		01.12.2011 - 30.11.2012 in million Euro	prior fiscal year (01.12.2012 - 30.11.2011) in million Euro	
	presenting the year- end balance sheet	Interest income from operations	11	29	
	information. A statement that there	Commissions from brokerage business	111	96	
	has been no material adverse change in the	Commissions from securities business	18	17	
	prospects of the issuer since the date	Net income from financial trading operations	25	60	
	of its last published audited financial	General administrative expenses	161	137	
	statements or a description of any material adverse change.	As of the balance sheet da following components:	ate, the balance s	sheet equity cap	ital consists of the
	A description of				

significant changes in the financial or trading position of the issuer subsequent to the period covered by the historical financial information.

	30.11.2012 in million Euro (audited)	prior fiscal year (30.11.2011) in million Euro (audited)
Subscribed capital		
Share capital	210.6	210.6
Silent partner capital	122.7	122.7
Capital reserves	195.8	193.8
Legal reserves	33.0	33.0
Other earnings reserves	27.9	27.9

In addition, as part of incorporating the new rules under the BilMoG pursuant to § 340g of the German Commercial Code (HGB), a new separate item was created ("Fund for general banking risks") in the amount of EUR 9.4m (EUR 6.6m in the previous year).

The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows:

	30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro
Equity capital on balance sheet	590.0	588.0
Less intangible assets	0	-1.2
Core capital	599.3	594.3
Supplementary capital	0.0	0.0
Equity capital	599.3	594.3
Capital ratios		
Tier one capital in %	33.6	29.3
Total capital ratio in %	33.6	29.3

Despite the debt crisis in the Eurozone and the concomitant volatility on the international financial markets, Citigroup Global Markets Deutschland AG was once again able to earn a profit in the recently completed fiscal year.

Key Semi-Annual Financial Information of Citigroup Global Markets Deutschland AG

The table below provides a comparison of certain noteworthy financial statistics for the first half of the financial year 2013 which have been taken from the unaudited interim financial statements 2013 between the prior fiscal year and/or the previous year's figures and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

	31.05.2013	30.11.2012	
	in million Euro	in million Euro	

Balance sheet total	11,147	9,543
Business volume	12,628	11,162
Equity capital	590	590
Loan portfolio	5,179	5,365
Number of employees on the balance sheet date	263	334

	01.12.2012 - 31.05.2013 in million Euro	01.12.2011 - 31.05.2012 in million Euro
Interest income from operations	3	7
Commissions from brokerage business	20	33
Commissions from securities business	8	9
Net income from financial trading operations	29	16
General administrative expenses	72	70

Statements as regards trend information and financial or trading position

The Issuer declares that since the date of the last audited annual financial statements on 30 November 2012 no material adverse change in the prospects of the Issuer has occurred.

Furthermore, the Issuer declares that since the date of the last interim financial statements on 31 May 2013 no significant change has occurred in the financial or trading position of the Issuer.

B.13 A description of any recent events particular to the issuer which are to a material extent relevant to the evaluation of the issuer's solvency.

Significant events that may have a material impact on the assessment of the Issuer's solvency can not be determined at the moment. However, Citigroup Global Markets Deutschland AG is currently subject to an extra-ordinary audit on withholding taxes by the Frankfurt-Hoechst tax authority for the years 2007-2008. In this context the tax authority has expressed its view that Citigroup Global Markets Deutschland AG may not have deducted and paid withholding taxes from dividends received in connection with so called cum-ex transactions for shares held by it in custody for its clients as required. Based on these findings the tax authority is currently of the view that Citigroup Global Markets Deutschland AG is liable for non deducted withholding taxes in the amount of more than Euro 706 million for the years 2007 and 2008. In case the tax authority's view should succeed further tax liability for the years 2009 to 2011 may arise which can not be estimated at the moment.

The main starting point for the liability claim of the tax authorities is the question if Citigroup Global Markets Deutschland AG is to be qualified as a German bank

		executing the trade (<i>die den Verkaufsauftrag ausführende Stelle</i>) in the respective years. Furthermore, the method applied to identify the amount of the liability claim is debatable as well as the question if Citigroup Global Markets Deutschland AG can be held liable as principal debtor. Citigroup Global Markets Deutschland AG has obtained legal advice from a reputable tax consultant office as well as from a reputable accounting firm. Based thereon, the management of Citigroup Global Markets Deutschland AG is of the view that the likelihood to win any legal proceedings in this matter exceeds 50 per. cent. On this basis, Citigroup Global Markets Deutschland AG's management has decided to put up a reserve only for expected legal advice and litigation expenses, if any, and has decided that 2 million Euro is an adequate figure in this respect. Furthermore, it should be noted that Citigroup is currently evaluating measures to
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	optimize its organizational structure. Citigroup Global Markets Finance Corporation as the German holding company owns 100% of the shares of the Issuer. Pursuant to § 17 (2) of the German Stock Corporation Act (<i>Aktiengesetz</i> , "AktG"), it is assumed that a company in which a majority of the shares is held by another company is dependent upon that other company.
B.15	A description of the issuer's principal activities.	The Issuer is engaged in the business of corporate and investment banking and offers companies, governments and institutional investors comprehensive financial solutions in the areas of investment banking, fixed income, foreign exchange, equities and derivatives, and global transaction services; in addition it is a leading issuer of warrants and certificates whose end investors are predominantly retail clients. Since the end of 2012 the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.
B.16	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control.	In addition to the inclusion of the Issuer in the Citigroup Inc. group of companies referred to above, the Issuer is also party to a control and profit and loss transfer agreement with its immediate parent company. Under the terms of the agreement, the Issuer has placed the management of its business under the control of its immediate parent company. Accordingly, the immediate holding company has the right to give instructions to the Issuer. The agreement also requires the Issuer to transfer its entire profit to its immediate parent company. In return, the immediate parent company is required to make up any annual loss of the Issuer arising during the period of the agreement, as provided in detail by § 302 (1) and (3) AktG.

\$	Section C – Securities				
(C.1	A description of the	Type/form of the Warrants		
		type and the class of the securities being offered	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with		

	and/or admitted to trading, including any security identification number.	options. One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. The leverage effect of the Warrant operates in both directions – not only to the investor's advantage in the event of the favorable performance of the factors determining the value, but also to the investor's disadvantage in the event of their unfavorable performance. The payment due under a Warrant on exercise or early termination depends on the value of the underlying at the relevant time.
		The Warrants will be issued in dematerialized bearer form (<i>au porteur</i>) and inscribed in the books of the central securities depositary which shall credit the accounts of the account holders. No physical document of title (including <i>certificats représentatifs</i> pursuant to Article R.211-7 of the French Monetary and Financial Code (<i>Code monétaire et financier</i>)) will be issued in respect of the Warrants.
		Security identification number
		ISIN: DE000CF6Z600
		Local Code: 5119C
C.2	Currency of the securities issue.	Euro
C.5	A description of any restrictions on the free transferability of the securities.	Each Warrant is transferable in accordance with the laws applying in each case and, where relevant, the respective applicable regulations and procedures of the securities depositary in whose records the transfer is registered.
C.8	A description of the	Applicable law for the securities
	rights attached to the securities including ranking and including limitations to those rights.	The Warrants are subject to German law. The constituting of the Warrants may be governed by the laws of the jurisdiction of the central securities depository.
		Rights attached to the Warrants
		Each Warrant grants the holder the right to the cash amount as described in more detail under C.15.
		Status of the Warrants
		The Warrants create direct, unsecured and unsubordinated obligations of the Issuer that rank <i>pari passu</i> in relation to one another and in relation to all other current and future unsecured and unsubordinated obligations of the Issuer, with the exception of obligations that have priority due to mandatory statutory provisions.
		Limitations to the rights
		The Issuer has the right to terminate the Warrants and to amend the terms and conditions pursuant to the provisions specified in the terms and conditions of the Warrants.

C.11	An indication as to whether the securities offered are or will be the object of an application for admission to trading, with a view to their distribution in a regulated market or other equivalent markets with an indication of the markets in question.	The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.
C.15	A description of how the value of the investment is affected by the value of the underlying instrument(s), unless the securities have a denomination of at least EUR 100,000.	Description of Call Warrants with European type of exercise
		Call Warrants enable investors to participate on a disproportionate (leveraged) basis in the positive performance of the underlying.
		In return, however, they also participate on a leveraged basis in any negative performance of the underlying and in addition bear the risk that the Call Warrant may expire worthless if the reference price of the underlying reaches or falls below the strike.
		On the maturity date, the cash amount received by the investors is the difference, multiplied by the multiplier, by which the reference price of the underlying determined on the valuation date is higher than the respective strike. If the reference price is equal to or lower than the strike, the Call Warrant expires worthless.
C.16	The expiration or maturity date of the derivative securities –	Maturity date: 25/09/2014
		Exercise date: 18/09/2014
	the exercise date or final reference date.	Valuation date: 18/09/2014
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants with automatic exercise, i.e. a European type of exercise, the Issuer will transfer any positive cash amount to the central securities depositary on the maturity date for the credit of the warrant holders registered with the central securities depositary at the close of business on the preceding banking day at the head office of the central securities depositary.
		The central securities depositary has given an undertaking to the Issuer to make a corresponding onward transfer.
C.18	A description of how the return on derivative securities takes place.	In the case of Warrants with a European type of exercise, the option right may be exercised by the warrant holder only with effect as of the valuation date for the respective Warrant. If the cash amount results in a positive value, the option right attaching to the respective Warrant is deemed to be exercised on the valuation date without further preconditions and without the submission of an explicit exercise notice ("Automatic Exercise").

C.19	The exercise price or the final reference price of the underlying.	Reference price on the valuation date: Closing price
C.20	A description of the type of the underlying and where the information on the underlying can be found.	Type: share or security representing shares WKN: 851194 ISIN: FR0000120644 Company: DANONE S.A. Relevant stock exchange: Euronext Paris Reuters page: DANO.PA Website: www.danone.com
Section	D – Risks	
D.2	Key information on the key risks that are specific to the issuer.	Risk of the cessation or limitation of price-setting by the Issuer If the Issuer were to limit or completely abandon its voluntary intention to set bid and offered prices, there would be a danger, if prices for Warrants were not set by any other party that investors would have to wait for the final maturity of the Warrants or, where early exercise is possible, exercise the option right.
		Liquidity risk despite control and profit and loss transfer agreement The Issuer would also be unable to meet its obligations arising from the securities despite the control and profit and loss transfer agreement if, in the event that the Issuer generated a net loss, while the immediate parent company would in principle be required to assume that loss, it was unable or unwilling to comply with this contractual obligation as a result of its own liquidity difficulties or overindebtedness.
		Brokerage of transactions for other Group companies and allocation of work within Citigroup
		The great majority of the Issuer's commission income consists of transfer pricing income from brokerage transactions with affiliated companies. The Issuer's costs arising from the exchange of services with individual Group companies are reimbursed on the basis of existing agreements using transfer prices. For this purpose, income and expenses, in particular commission income for transactions assisted by the bank in an advisory capacity in the context of its sales activities, are determined and allocated to the relevant areas providing the services. The transactions relate to equity trading, bond issues and corporate finance as well as to the sale of structured products, corporate derivatives and currency management products, and also global relationship banking. This process is coordinated closely across all areas with Citigroup Global Markets Limited, London, in particular, and also with Citibank, N.A., London.

If a decision were made within Citigroup to reallocate the relevant activities to other Group companies, the Issuer could lose a material source of income.

Risks in the lending business

The Issuer's loan portfolio consists mainly of loans to international customers in the industrial and financial services sectors with investment grade credit ratings. Loan defaults have been avoided in recent years thanks to this business policy. The loan portfolio is mainly concentrated on a manageable number of borrower units, as defined by German banking law. If significant individual borrowers in the Issuer's portfolio were unable to meet their obligations, therefore, a substantial increase in loan loss provisions would be conceivable in principle and loan defaults could occur.

Interest rate risk

Risk-Treasury assesses and controls the Issuer's interest rate risk. The Issuer's exposure to changes in interest rates maybe a mid to long-term risk in holdings in liquid securities if these were not originally covered by hedging transactions like interest rate swap agreements. The same applies to medium and long-term loans granted by the Issuer. A significant risk from interest rate changes could arise where interest rates are not monitored in a timely or sensitive manner, which may produce the concomitant danger that action to cover such interest rate exposure is not taken early enough.

Operating risk

The Issuer has transferred a number of areas that are significant for the proper management and control of its business activities and the risks associated with them to other companies within and outside Citigroup. In the event that the companies to which these areas have been transferred do not fulfill their contractual obligations or do not do so at the proper time, the ability of the Issuer to meet its own obligations arising from the securities it has issued on the due dates could also be adversely affected.

Tax risks

The tax decisions issued to the Issuer are regularly subject to subsequent review in the form of an external tax audit or to the resolution of individual issues by the relevant courts. This is normal practice and means that an additional tax demand can be issued by the tax authorities years after the original assessment as a result of a tax audit or a generally applicable decision by a tax court.

General business risks

Settlement risk

The risk that a business transaction is incorrectly processed or that a transaction is executed which is different from the intentions and expectations of the Issuer's management.

Information risk

The risk that information, which was generated, received, transmitted or stored within or outside the Issuer's place of business, can no longer be accessed. Furthermore, such information may be of poor quality, or have been wrongly handled or improperly obtained. The information risk also includes risks that are generated by systems and used for processing information.

Reputation risk

This represents the Issuer's risk that its relations with its customers could be harmed if its services are poor or transactions are incorrectly executed. This risk also includes the risk of entering into business relations with counterparties, whose business practices do not conform to the standards or business ethics of the Issuer.

Personnel risk

The Issuer has a high demand for qualified and specially trained professionals and managers. Personnel risk entails the risk of high staff turnover and the risk that the Issuer will be unable to retain a sufficient staff of qualified personnel, as well as the risk that the Issuer's employees may knowingly or negligently violate established regulations or the firm's business ethics standards.

• Legal and regulatory risks

The Issuer views legal risks as any and all risks resulting from binding contracts and governing legislation. Regulatory risks result from the legal environment in which the Issuer does business.

· Risk of fraud

These are both internal and external risks of fraud such as bribery, insider trading and theft of data.

D.6 Ke

Key information on the key risks that are specific to the securities. This must include a risk warning effect that the investors may lose the value of their entire investment or part of it, as the case may be, and/or, if the investor's liability is not limited to value of investment, a statement of that fact, together with a description of the circumstances in which such additional liability

General risk factors of Warrants

Risk of total loss

Warrants represent particularly risky investment instruments. They entail a particularly high risk of losing the capital invested, up to and including a total loss, plus the transaction costs incurred and any borrowing costs.

Risk of default by the Issuer of the Warrants

In the event of the Issuer becoming insolvent, investors could suffer a loss up to and including a total loss. As bearer securities, Warrants do not fall within the scope of the deposit protection arrangements.

Risk arising from above-average fluctuations in the prices of Warrants (leverage effect)

One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. At the same time, Warrants also entail above-average arises and the likely financial effect.

risks of loss.

Risk of the absence or non-functioning of a secondary market in the Warrants or restricted availability of the Issuer's electronic trading system

Investors should not assume that they will be able to sell a Warrant at a particular time or at a particular price during its term. Investors should assume instead that pricing on the exchange can only take place within the spread of bid and offered prices quoted by the Issuer, if available, and that their buy or sell orders on the exchange will be executed with the Issuer as the direct or indirect counterparty.

Risk in connection with the cessation of secondary trading immediately prior to final maturity

The Issuer and/or the exchange cease trading in the Warrants shortly before their valuation date. However, the reference price of the underlying on the valuation date and/or the applicable exchange rate, both of which are important for the purpose of determining the cash amount of the Warrants, may still change between the last exchange trading day and the maturity date, which may be to the disadvantage of the investor. There is a particular risk that the price of the underlying may reach, fall below or exceed a barrier for the first time shortly before the reference price on the valuation date is determined and after trading in the secondary market has already finished.

Currency risk with respect to the intrinsic value of the Warrants

The performance of the investment is subject to a currency risk if the underlying on which the Warrants are based is expressed in a currency other than the currency in which the cash amount is paid out (settlement currency).

Risks relating to market disruption events

In the event of market disruption events with respect to the underlying, the Issuer has the right to postpone the valuation date for the reference price on exercise. This may result in an additional risk for investors if the underlying performs negatively during the time delay or, where applicable, if the exchange rate for converting the intrinsic value into the settlement currency moves in an unfavourable direction for the investor.

Product specific risk factors

Risk relating to the loss of time value of Warrants depending on the remaining term

The price of Warrants is calculated on the basis of two components of price (intrinsic value and time value). The intrinsic value of Warrants during their term is equal to the difference (if positive), multiplied by the multiplier, between the value of the underlying and the strike (Call Warrants). The amount of the time value, on the other hand, is essentially determined on the basis of the remaining term of the Warrant and the expected frequency

		and intensity of the fluctuations in the price of the underlying expected by the Issuer during the remaining term of the Warrant (implied volatility).
		Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs
		The other factors affecting the price of the Warrants include, <i>inter alia</i> , interest rates on the money market relating to the remaining term, expected income from the Issuer's hedging transactions in or related to the underlying and the level of the Issuer's refinancing costs for entering into those hedging transactions.
		Even if the price of the underlying rises in the case of a call option or falls in the case of a put option, therefore, the value of the Warrant may decline as a result of the other factors affecting value. Given the limited term of the Warrant, there is no guarantee that the price of the Warrant will recover in sufficient time. The shorter the remaining term, the greater the risk.
Section	E – Offer	
E.2b	Reasons for the offer and use of proceeds when different from making profit and/or hedging certain risks.	Not applicable; the reasons for the offer are making profit and/or hedging certain risks and the net proceeds from the issuance of Warrants presented in this base prospectus will be used by the Issuer for its general business purposes.
E.3	A description of the terms and conditions of the offer.	Offer method, offeror and issue date of the Warrants
		The Warrants are being offered over-the-counter on a continuous basis
		The offer of the Warrants begins in France on 22/01/2014.
		The offeror of the Warrants is the Issuer.
		The issue date is: 22/01/2014
		Restrictions on the free transferability of the securities
		The Warrants may be offered or sold only if all applicable securities laws and regulations in force in the jurisdiction in which a purchase, offer, sale or delivery of Warrants is made or in which this document is circulated or kept for inspection have been complied with, and if all consents or authorizations required for the purchase, offer, sale or delivery of the Warrants in accordance with the legal norms in force in that jurisdiction have been obtained.
		In particular, the Warrants are not and will not be registered pursuant to the United States Securities Act of 1933 as amended. They may not be offered, sold, traded or delivered within the United States either directly or indirectly by or to or for the account of a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933), except in the case of exemption from the registration requirements of the

		Securities Act. Any person receiving the cash amount in accordance with these terms and conditions is deemed to have made a declaration that the person entitled to the rights arising from the Warrants is not a US person. Issue price and costs and taxes on purchase The initial issue price is EUR 0.37. The purchase of the Warrants incurs no costs or taxes that are specifically charged by the Issuer to the subscriber or purchaser.
E.4	A description of any interest that is material to the issue/offer including conflicting interests.	The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it generally act as the calculation agent for the Warrants. This activity can lead to conflicts of interest since the responsibilities of the calculation agent include making certain determinations and decisions which could have a negative effect on the price of the Warrants or the level of the cash amount.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may engage in trading transactions in the underlying, other instruments linked to it, or derivatives, stock exchange options or stock exchange forward contracts, or may issue other securities and derivatives based on the underlying. The companies may also be involved in the acquisition of new shares or other securities of the underlying or, in the case of stock indices, of individual companies included in the index, or act as financial advisors to the entities referred to or work with them in the commercial banking business. The companies are required to fulfill their obligations arising in this connection irrespective of the consequences resulting for the warrant holders and, where necessary, to take actions they consider necessary or appropriate in order to protect themselves or safeguard their interests arising from these business relationships. The activities referred to above could lead to conflicts of interest and have a negative effect on the price of the underlying or securities linked to it such as the Warrants.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may issue additional derivative securities based on the respective underlying or constituents of the underlying, including securities whose features are the same as or similar to those of the Warrants. The introduction of such products that compete with the Warrants may impact the price of the underlying or the constituents of the underlying and thus also the price of the Warrants. The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may receive non-public information relating to the underlying or the constituents of the underlying, but are under no obligation to pass on such information to the warrant holders. Furthermore, companies belonging to Citigroup, Inc. or affiliated to it may publish research reports relating to the underlying or constituents of the underlying. These types of activities may entail certain conflicts of interest and affect the price of the Warrants.
E.7	Estimated expenses charged to the investor	The estimated expenses for the Warrants, including the cost for admission to exchange trading, are included in the issue price or the selling price, as

by the	issuer or	the	the case may be. If the investor purchases the Warrants from a distributor,
offeror.			the purchase price to be paid by the investor may include selling fees that
			have to be disclosed by the distributor.

ANNEXE - RÉSUMÉ EN FRANÇAIS

Section A – Introduction et mises en garde

A.1 Le présent Résumé présente les caractéristiques et les risques principaux de Citigroup Global Markets Deutschland AG (« l'**Émetteur** ») et les Warrants émis au titre de Prospectus Tripartite de Base. Le Résumé a pour finalité de servir d'introduction au Prospectus Tripartite de Base, qui comporte ce Résumé, le Formulaire d'Enregistrement de Citigroup Global Markets Deutschland AG daté du 3 mai 2013 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG daté du 13 mai 2013. Les investisseurs devraient donc veiller à ne prendre aucune décision d'investir dans les Warrants avant d'avoir pris connaissance du Prospectus dans sa totalité, y compris de tous les suppléments et des Conditions Définitives. Dans le cas où un recours relatif aux informations contenues dans un prospectus de base, dans tous les suppléments ou dans les Conditions Définitives respectives serait intenté auprès d'un tribunal, l'investisseur agissant en tant que plaignant pourrait, en vertu des lois de différents États membres de l'Espace économique européen, être contraint de prendre en charge le coût de la traduction du prospectus de base, de tous les suppléments et des Conditions Définitives, dans la langue de travail du tribunal avant le commencement de la procédure judiciaire. L'Émetteur peut être jugé responsable du contenu de ce Résumé, y compris de toute traduction en étant faite, mais seulement dans le cas où le Résumé serait trompeur, inexact ou contradictoire par rapport aux autres parties du Prospectus, ou, dans le cas où il est lu en même temps que les autres parties du Prospectus Tripartite de Base, s'il ne donne pas toutes les informations clés nécessaires.

A.2 – Consentement à l'utilisation du prospectus.

En ce qui concerne les Offres non-dispensées, en vertu de l'Article 3 (2) de la Directive Prospectus, l'Émetteur consent à l'utilisation du Prospectus par tous les intermédiaires financiers (consentement général) pour les offres faites en France (le ou les « État(s) concerné(s) par l'Offre »). Le consentement général à la revente ultérieure et au placement final des valeurs mobilières par le ou les intermédiaires financiers est donné en ce qui concerne France.

La revente ultérieure et le placement final des valeurs mobilières par les intermédiaires financiers peuvent être effectués pendant la période de validité du Prospectus Tripartite de Base en vertu du §9 de la Loi allemande sur les prospectus de valeurs mobilières (*Wertpapierprospektgesetz*, « WpPG »).

Dans le cas d'une offre faite par un intermédiaire financier, les modalités et conditions de l'offre doivent être précisées aux investisseurs au moment où l'offre est faite par l'intermédiaire financier.

Section B – Émetteur et garants

	1	
B.1	Indiquer la raison sociale et le nom commercial de l'émetteur.	La raison sociale et le nom commercial de l'Émetteur est Citigroup Global Markets Deutschland AG.
B.2	Indiquer le siège social et la forme juridique de l'émetteur, la législation régissant ses activités	Siège social Francfort-sur-le-Main; l'adresse de Citigroup Global Markets Deutschland AG est Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, République fédérale d'Allemagne (téléphone +49 (0)69-1366-0).

	ainsi que son pays	
	d'origine.	Forme juridique et législation régissant les activités
		L'Émetteur est une société anonyme (<i>Aktiengesellschaft</i> , « AG ») au sens de la législation allemande.
		Pays d'origine
		L'Émetteur est immatriculé au Registre de commerce du Tribunal local de Francfort-sur-le-Main sous le numéro HRB 88301.
B.4b	Décrire toute tendance connue ayant des répercussions sur l'émetteur et ses secteurs d'activité.	La Banque prévoit une légère accélération de la croissance économique mondiale en 2013, de 2,5% à 2,6 %. En 2014, la croissance devrait atteindre 3,2 %. Le ralentissement de la croissance économique mondiale observée est principalement imputable à la détérioration de la croissance des pays industrialisés. La Banque prévoit une croissance modérée de 1 pour cent pour les pays industrialisés en 2013 et une légère progression à 1,6 % en 2014.
		De façon générale, la Banque s'attend à un maintien d'écarts significatifs entre les différentes régions dans le monde.
		La Banque s'attend à une légère récession dans l'Eurozone (les prévisions de croissance de la Banque sont de -0,6 % et -0,4 % pour 2013 et 2014). Ceci est attribué à la poursuite de la crise de la dette souveraine et au niveau élevé de l'endettement du secteur privé dans les pays européens périphériques. La BCE devrait continuer à intervenir pour stabiliser les marchés et faire baisser les taux d'intérêt au cours du deuxième trimestre 2013 en fonction de la poursuite de la croissance économique de l'Eurozone, qui pourrait être suivie par une réduction finale de taux d'intérêt prévue pour le deuxième semestre. La Banque estime probable que le Sud de l'Europe et l'Irlande n'aboutiront que progressivement à des solutions communes durables en matière fiscale. Si les pays fondateurs ne sont plus déterminés à renforcer leur soutien aux États périphériques à l'avenir, ceci pourrait aboutir à un ensemble de restructurations de dette (avec probablement des échéances à plus long terme et des réductions de taux d'intérêt), mais probablement pas avant 2015.
		Dans la Division warrants et certificats, la concurrence devrait rester intense entre les principaux émetteurs. D'autres modifications de la réglementation devraient intervenir, qui devront être prises en compte en temps opportun pour l'activité.
		Compte tenu des prévisions faites par les différentes divisions et d'une approche restrictive de la gestion des coûts, la Banque s'attend à un maintien global des bénéfices au cours des exercices 2013 et 2014.
B.5	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur.	L'Émetteur est membre du sous-groupe allemand de Citigroup. En tant que société anonyme, il est géré par un conseil d'administration. L'Émetteur est entièrement détenu par une société holding allemande, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, une société en commandite domiciliée à Francfort-sur-le-Main.
		Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est également un associé passif de l'Émetteur, dans la mesure où il détient une participation passive (« Stille Einlage ») d'un montant total de 122 710 051,49 EUR au 30 novembre 2012. L'associé responsable de la société Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est la société

B.9	Lorsqu'une prévision ou une estimation du bénéfice est réalisée, en indiquer le montant.	Citigroup Global Markets Finance LLC (États-Unis). Le commanditaire unique est Citi Overseas Investment Bahamas Inc. Toutes les actions de Citigroup Global Markets Finance LLC sont détenues par Citi Overseas Investment Bahamas Inc., dont le seul actionnaire est Citibank Overseas Investment Corporation (États-Unis). Cette société est elle-même détenue à 100 % par Citibank, N.A. (États-Unis). Citibank, N.A. (États-Unis) est détenue à 100 % par Citicorp (États-Unis), qui est elle-même détenue à 100 % par Citigroup, Inc (États-Unis). Sans objet; l'Émetteur a décidé de ne publier aucune prévision de bénéfice ou estimation de bénéfice dans le Prospectus de Base.			
B.10	Décrire la nature des éventuelles réserves sur les informations financières historiques contenues dans le rapport d'audit.	Les états financiers annuels de l'Émetteur pour les exercices du 1 ^{er} décembre 2011 au 30 novembre 2012 et du 1 ^{er} décembre 2010 au 30 novembre 2011 ont été audités par l'auditeur statutaire de l'Émetteur et ont obtenu une mention sans réserve de la part de l'auditeur.			
B.12 Présenter les informations financières historiques clés sélectionnées pour l'émetteur, pour chaque exercice de la période couverte par ces informations financières historiques et pour toute période intermédiaire ultérieure,		Informations financières Deutschland AG Le tableau ci-dessous profinancières significatives for l'exercice budgétaire antéricompte du développement de AG:	résente une com purnies dans les é ieur (exercice 20	nparaison de ce tats financiers au 11) et l'exercice tigroup Global M Exercice précédent (30.11.2011) en	rtaines statistiques dités de 2012 entre 2012 et rend donc
	accompagnées de			millions d'euros	
	données comparatives	Total du bilan	9.543	8.690	
	couvrant la même période de l'exercice	Volume d'activité	11.162	10.163	
	précédent; la	Fonds propres	590	588	
	présentation des bilans	Volume des prêts	5.365	5.196	
	de clôture suffit toutefois à remplir	Nombre d'employés	348	361	
	l'exigence	1 2			1
	d'informations bilancielles comparables. Une déclaration		01.12.2011 - 30.11.2012 en millions d'euros	Exercice précédent (01.12.2010 – 30.11.2011) en millions d'euros	
	attestant qu'aucune détérioration significative n'a eue de	Revenus d'intérêt de l'exploitation	11	29	
	répercussions sur les	Commissions de courtage	111	96	
	perspectives de	Commissions d'opérations sur	18	17	

l'émetteur depuis la date de ses derniers états financiers vérifiés et publiés, ou une description de toute détérioration significative.

Une description des changements significatifs de la situation financière ou commerciale l'émetteur survenus après la période couverte par informations financières historiques.

valeurs mobilières		
Revenu net des opérations financières de négoce	25	60
Frais généraux et administratifs	161	137

À la date du bilan, les **fonds propres inscrits au bilan** comprennent les éléments suivants :

	30.11.2012 en millions d'euros (audité)	Exercice précédent (30.11.2011) en millions d'euros (audité)
Capital souscrit		
Capital social	210,6	210,6
Participation de l'associé passif	122,7	122,7
Réserves de capital	195,8	193,8
Réserve légale	33,0	33,0
Autres bénéfices mis en réserve	27,9	27,9

De plus, dans le cadre de l'intégration de nouvelles règles au titre de BilMoG en vertu du §340g du Code allemand du commerce (HGB), un nouveau poste séparé a été créé (« Fonds pour les risques bancaires généraux ») pour un montant de 9,4 millions d'euros (6,6 millions d'euros l'année précédente).

Le capital réglementaire imputé sous BIZ se compose d'un capital de base et de capital supplémentaire (passifs subordonnés) après approbation, comme suit :

	30.11.2012 en millions d'euros	Exercice précédent (30.11.2011) en millions d'euros
Fonds propres au bilan	590,0	588,0
Moins immobilisations	0	-1,2
Capital de base	599,3	594,3
Capitaux supplémentaires	0,0	0,0
Fonds propres	599,3	594,3
Ratios de capitaux		
Fonds propres Tier one en %	33,6	29,3
Ratio de capitaux totaux en %	33,6	29,3

En dépit de la crise de dette dans l'Eurozone et de la volatilité concomitante sur les marchés financiers internationaux, Citigroup Global Markets Deutschland AG

a de nouveau réussi à dégager un bénéfice au cours de l'exercice clôturé récemment.

Informations financières semestrielles clés de Citigroup Global Markets Deutschland AG

Le tableau ci-dessous présente une comparaison de certaines statistiques financières significatives pour le premier semestre de l'exercice financier fournies dans les états financiers non-audités de 2013 entre l'exercice budgétaire antérieur et/ou les chiffres des années précédentes et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG:

	31.05.2013 en million d'Euro	30.11.2012 en million d' Euro
Total du bilan	11.147	9.543
Volume d'activité	12.628	11.162
Fonds propres	590	590
Portefeuille des prêts	5.179	5.365
Nombre d'employés à la date du bilan	263	334

	01.12.2012 - 31.05.2013 en million d'Euro	01.12.2011 - 31.05.2012 en million d'Euro
Revenus d'intérêt de l'exploitation	3	7
Commissions de courtage	20	33
Commissions d'opérations sur valeurs mobilières	8	9
Revenu net des opérations financières de négoce	29	16
Frais généraux et administratifs	72	70

Etats en ce qui concerne l'information tendancielle et la situation financière et commerciale.

L'Emetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2012, aucune détérioration significative n'a affecté les perspectives de l'Emetteur.

En outre, l'Emetteur déclare que depuis la date des états financiers provisoires au 31 mai 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale de l'Emetteur.

B.13 Décrire tout événement récent propre à l'émetteur et présentant un intérêt significatif

Aucun événement présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur n'est identifié à ce moment. Cependant, Citigroup Global Markets Deutschland AG est actuellement sujet à un audit extraordinaire sur les retenues à la source fiscales par l'autorité fiscale Francfort-Hoeschst pour

	pour l'évaluation de sa solvabilité.	les années 2007-2008. Dans ce contexte l'autorité fiscale a explicité ses vues quant au fait que Citigroup Global Markets Deutschland AG aurait dû déduire et payer la retenue à la source des dividendes reçus en relation avec transactions communément appelées cum-ex transactions. S'appuyant sur ces observations l'autorité fiscale est actuellement de l'avis que Citigroup Global Markets Deutschland AG est responsable de la non déduction de la retenue à la source d'un montant supérieur à 706 Millions d'Euro pour les années 2007 et 2008. Dans le cas où l'autorité fiscale a raison, la responsabilité fiscale pour les années 2009 à 2011 pourrait se poser ce qui est impossible d'estimer pour le moment. The principal point de départ de l'action en responsabilité des autorités fiscales est de savoir si Citigroup Global Markets Deutschland AG est qualifié de banque allemande exécutant un transaction (die den Verkaufsauftrag ausführende Stelle) durant ces années. De plus, la méthode appliquée pour identifier le montant des dommages et intérêts est débattue comme celle de savoir si Citigroup Global Markets Deutschland AG peut être tenu responsable comme débiteur principal. De plus, il devrait être noté que . Citigroup envisage actuellement des mesures visant à optimiser sa structure d'organisation.
B.14	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur. Si l'émetteur est dépendant d'autres entités du groupe, ce fait doit être clairement stipulé.	Citigroup Global Markets Finance Corporation à titre de société holding allemande possède 100 % des actions de l'Émetteur. En vertu du § 17 (2) de la Loi allemande sur les sociétés par actions (<i>Aktiengesetz</i> , « AktG »), il est considéré qu'une société dont la majorité des actions est détenue par une autre société est dépendante de cette autre société.
B.15	Fournir une description des principales activités de l'émetteur.	L'Émetteur est une banque d'affaire et d'investissement qui propose des solutions financières complètes dans les secteurs des opérations bancaires de l'investissement, des titres à revenu fixe, des opérations de change, des valeurs mobilières et des dérivés ainsi que des services de transactions internationales aux entreprises, aux pouvoirs publics et aux investisseurs institutionnels; c'est en outre un émetteur majeur de warrants et de certificats dont les investisseurs finaux sont principalement des clients particuliers. Depuis la fin de l'année 2012, l'activité de l'Émetteur intègre également Citi Private Bank – Family Office Coverage Germany et Covered Bond Research.
B.16	Dans la mesure où ces informations sont connues de l'émetteur, indiquer si celui-ci est détenu ou contrôlé, directement ou indirectement, et par qui; décrire la nature de ce contrôle.	En plus de l'intégration de l'Émetteur dans le groupe de sociétés Citigroup Inc. mentionné ci-dessus, l'Émetteur est également partie liée à sa maison mère directe par un accord de transfert de pouvoir et de pertes et profits. En vertu de cet accord, l'Émetteur a conféré la gestion de ses affaires à sa maison mère directe. De ce fait, la société holding dont dépend directement l'Émetteur, a le droit de lui donner des instructions. L'accord impose également à l'Émetteur de transférer la totalité de son bénéfice à sa maison mère directe. En contrepartie, la maison mère directe est tenue de compenser toute perte annuelle éventuelle de l'Émetteur durant la période de validité de l'accord, comme prévu en détail par les § 302 (1) et (3) d'AktG.

Section C – Valeurs mobilières

C.1	Décrire la nature et la catégorie des valeurs mobilières offertes et/ou admises à la négociation et donner tout numéro d'identification des valeurs mobilières.	Les warrants sont des instruments dérivés qui peuvent comporter un droit d'option et qui peuvent donc présenter beaucoup de points communs avec les options. L'une des principales caractéristiques des Warrants est l'effet de levier : une évolution du cours du sous-jacent peut entraîner une variation disproportionnée du cours du Warrant. L'effet de levier du Warrant joue dans les deux sens – non seulement à l'avantage de l'investisseur en cas de bonnes performances des facteurs déterminant la valeur, mais également en sa défaveur en cas de performances défavorables. Le paiement du au titre d'un Warrant lors de son exercice ou de sa liquidation prématurée dépend de la valeur du sous-jacent à ce moment. Les Warrants seront émis sous une forme dématerialisée au porteur et seront enregistrés dans les livres du dépôt central des valeurs mobilières qui créditera les comptes des titulaires de compte. Aucun document physique attestant de la possession (notamment des certificats représentatifs conformément à l'Article R.211-7 du Code monétaire et financier français) ne sera émis concernant les Warrants. Numéro d'identification des titres ISIN: DE000CF6Z600
C.2	Indiquer dans quelle monnaie l'émission a eu lieu.	Numéro d'identification local : 5119C Euro
C.5	Décrire toute restriction imposée à la libre négociabilité des valeurs mobilières.	Chaque Warrant est transmissible selon les lois s'appliquant à chaque cas et, le cas échéant, les réglementations et les procédures respectives applicables du dépositaire central de titres dans les livres duquel le transfert est enregistré.
C.8	Décrire les droits attachés aux valeurs mobilières y compris leur rang, y compris toute restriction qui leur est applicable.	Loi applicable aux titres: Les Warrants sont régis par la loi allemande. La constitution des Warrants peut être régie par les lois de la juridiction du dépositaire central de titres. Droits attachés aux Warrants Chaque Warrant confère à son détenteur le droit au montant en espèces détaillé à la section C.15. Statut des Warrants Les Warrants créent des obligations non garanties et non subordonnées de l'Émetteur qui se classent pari passu les unes par rapport aux autres et par rapport à toutes autres obligations actuelles et futures non garanties et non subordonnées de l'Émetteur, à l'exception des obligations qui ont priorité en raison de dispositions statutaires obligatoires. Limitations de droits

		L'Emetteur a le droit de résilier les Warrants et de modifier par voie d'avenant
		les termes et conditions en application des dispositions prévues aux termes et conditions des Warrants.
C.11	Indiquer si les valeurs mobilières offertes font ou feront l'objet d'une demande d'admission à la négociation, en vue de leur distribution sur un marché réglementé ou sur des marchés équivalents — les marchés en question devant alors être nommés.	Les Warrants ont été admis sur le marché réglementé à la bourse de valeurs de Eurolist, Euronext Paris S.A., qui est un marché réglementé au sens de la Directive 2004/39/CE.
C.15	Décrire comment la valeur de l'investissement est influencée par celle du ou des instrument(s) sous-jacent(s), sauf lorsque les valeurs mobilières ont une valeur nominale d'au moins 100 000 EUR.	Description des Warrants « Call » avec une modalité d'exercice européenne Les Warrants « Call » permettent aux investisseurs de participer avec un effet de levier à la performance positive de la valeur sous-jacente. En contrepartie, cependant, ils participent également sur une base à effet multiplicateur à toute performance négative de la valeur sous-jacente en prenant en plus le risque que le Warrant « Call » expire en perdant totalement sa valeur si le prix de référence de la valeur sous-jacente chute au niveau ou au-dessous du prix d'exercice. À la date d'échéance, le montant reçu par les investisseurs est égal à l'excédent, multiplié par le coefficient multiplicateur, entre le prix de référence de la valeur sous-jacente à la date d'évaluation et le prix d'exercice correspondant. Si le prix de référence est égal ou inférieur au prix d'exercice, le Warrant « Call » expire sans valeur.
C.16	Indiquer la date d'expiration ou d'échéance des instruments dérivés ainsi que la date d'exercice ou la date finale de référence.	Date d'échéance: 25.09.2014 Date d'exercice: 18.09.2014 Date d'évaluation: 18.09.2014
C.17	Décrire la procédure de règlement des instruments dérivés.	Dans le cas de Warrants à exercice automatique, cà-d. d'une modalité d'exercice européenne, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au crédit des détenteurs du warrant enregistrés auprès du dépositaire central à la clôture du jour ouvrable bancaire précédent au siège social du dépositaire central de titres. Le dépositaire central de titres s'est engagé auprès de l'Émetteur à faire un transfert ultérieur correspondant.

C.18	Indiquer les modalités relatives au produit des instruments dérivés.	Dans le cas de Warrants à modalité d'exercice européenne, le droit d'option ne peut être exercé par le détenteur du warrant qu'à la date d'évaluation pour le warrant concerné. Si le montant en numéraire aboutit à une valeur positive, le droit d'option attaché au warrant concerné est considéré exercé à la date d'évaluation sans autres conditions préalables et sans soumission d'une notification explicite d'exercice (« Exercice Automatique »).
C.19	Indiquer le prix d'exercice ou le prix de référence final du sous-jacent.	Prix de référence à la date d'évaluation : Cours de clôture
C.20	Décrire le type de sous-jacent utilisé et indiquer où trouver les informations à son sujet.	Type: action ou titre représentant des actions WKN (Numéro d'identification des valeurs mobilières allemandes): 851194 ISIN: FR0000120644 Société: DANONE S.A. Bourse de valeurs mobilières concernée: Euronext Paris Page de Reuters: DANO.PA
		Site Web: www.danone.com
Section	n D – Risques	
D.2	Fournir les informations clés concernant les principaux risques propres à l'émetteur.	Risque d'arrêt ou de restriction de la fixation du prix par l'Emetteur Si l'Émetteur devait limiter ou abandonner complètement son intention de fixer les prix de l'offre et de la demande, le danger existerait, au cas où les prix des Warrants ne seraient pas fixés par aucune autre partie, que les investisseurs doivent attendre l'échéance finale des Warrants ou, lorsque l'exercice est possible, qu'ils doivent exercer leur droit d'option.
		Risque de liquidité en dépit d'un accord de transfert de pouvoir et de pertes et profits
		L'Émetteur ne serait également pas en mesure d'honorer les obligations liées aux titres en dépit d'un accord de transfert de pouvoir et de pertes et profits si, dans le cas où l'Émetteur générait une perte nette, bien que la maison mère directe soit en principe tenue de prendre cette perte à son compte, il était incapable ou non disposé à se conformer à cet engagement contractuel en raison de ses propres difficultés de trésorerie ou de surendettement.
		Courtage de transactions pour d'autres sociétés du Groupe et répartition du travail au sein de Citigroup
		L'essentiel du revenu de commission de l'Émetteur se compose du revenu des prix de cession des transactions de courtage avec les sociétés apparentées. Les coûts pour l'Émetteur résultant de l'échange de services avec différentes sociétés du Groupe sont remboursés sur la base des accords existants en utilisant les prix de cession. À cette fin, le revenu et les dépenses, en particulier

le revenu de commission pour les transactions réalisées avec l'assistance de la banque à titre de conseiller dans le cadre de ses activités commerciales, sont déterminés et alloués aux différents secteurs fournissant les services. Les transactions se rapportent à la négociation sur les titres, les émissions d'obligations et la gestion financière d'entreprise ainsi qu'à la vente de produits structurés, dérivés de titres de sociétés et les produits de gestion de devises, et aux opérations bancaires internationales. Ce processus est coordonné étroitement dans l'ensemble des secteurs avec Citigroup Global Markets Limited, Londres, en particulier, et également avec Citibank, N.A., Londres.

Si une décision était prise au sein de Citigroup pour réaffecter les activités concernées à d'autres sociétés du Groupe, l'Émetteur pourrait perdre une importante source de revenu.

Les risques de l'activité de prêt

Le portefeuille de prêt de l'Émetteur consiste principalement en prêts accordés à des clients internationaux dans les secteurs de l'industrie et des services financiers ayant des notations de crédit de qualité. Les défauts de remboursement de prêt ont été évités ces dernières années grâce à cette politique commerciale. Le portefeuille de prêts consiste principalement en un nombre raisonnable d'unités empruntrices, comme le prescrit la loi allemande sur les opérations bancaires. Si des emprunteurs individuels importants du portefeuille de l'Émetteur n'étaient pas en mesure d'honorer leurs obligations, une forte hausse des provisions pour pertes sur prêt serait envisageable en principe et des défauts de remboursement sur prêts pourraient se produire.

Risque de taux d'intérêt

Le département des risques et trésorerie évalue et maîtrise le risque sur taux d'intérêt de l'Émetteur. L'exposition de l'Émetteur à des fluctuations des taux d'intérêt peut être un risque à moyen ou à long terme pour la détention de titres liquides si ceux-ci n'étaient pas à l'origine couverts par des transactions de couverture telles que des accords de swap de taux d'intérêt. Il en va de même pour les emprunts à moyen et long terme accordés par l'Émetteur. Un risque significatif de fluctuation des taux d'intérêt pourrait survenir lorsque les taux d'intérêt ne font pas l'objet d'un suivi attentif et en temps opportun, ce qui peut générer le danger concomitant qu'une mesure pour couvrir une telle exposition au risque de taux d'intérêt ne soit pas prise suffisamment tôt.

Risque opérationnel

L'Émetteur a transféré un certain nombre de domaines qui sont importants pour une gestion et un contrôle appropriés de ses activités économiques et les risques qui s'y rapportent à d'autres sociétés au sein et à l'extérieur de Citigroup. Au cas où les sociétés auxquelles ces domaines ont été transférés ne s'acquitteraient pas de leurs obligations contractuelles ou ne le feraient pas en temps opportun, la capacité de l'Émetteur à assumer ses propres obligations découlant des titres qu'il a émis aux dates prévues pourrait également être compromise.

Risque fiscal

Les décisions fiscales prises concernant l'Émetteur sont régulièrement soumises à un examen ultérieur sous forme d'audit fiscal externe ou d'arbitrage des affaires individuelles par les tribunaux compétents. Cette pratique est courante

et signifie qu'un rappel d'impôts peut être décidé par l'administration fiscale des années après l'évaluation initiale en raison d'un contrôle fiscal ou d'une décision à portée générale rendue par un tribunal fiscal.

Risques généraux liés à l'activité

• Risque de règlement

Le risque qu'une transaction soit traitée de manière incorrecte, ou qu'une transaction soit exécutée différemment des intentions et des attentes de la direction de l'Emetteur.

• Risque en matière d'information

Le risque que l'information, qui a été produite, reçue, transmise ou conservée au sein ou à l'extérieur du siège social de l'Émetteur ne soit plus accessible. En outre, de telles informations peuvent être de qualité médiocre ou avoir été mal exploitées ou encore avoir été obtenues sans autorisation. Le risque en matière d'information inclut également les risques provenant des systèmes en tant que tels et utilisés pour le traitement de l'information.

• Risque de réputation

Il représente le risque pour l'Emetteur que la relation avec ses clients se détériore si le niveau de qualité de ses services est insuffisant ou le risque que les transactions soient traitées de manière incorrecte. Ce risque inclut également le risque de développer des relations d'affaires avec des contreparties dont les pratiques ne sont pas conformes aux normes ou à l'éthique de l'Émetteur.

• Risque lié au personnel

L'Émetteur fait appel à des professionnels et des cadres dirigeants qualifiés. Le risque lié au personnel inclut le risque d'une rotation importante du personnel et le risque que l'Émetteur ne soit pas en mesure de retenir un personnel qualifié en nombre suffisant, mais également le risque que les employés de l'Émetteur enfreignent en connaissance de cause ou par négligence les règles fixées ou les standards éthiques de pratique établis par la société.

• Risques juridiques et réglementaires

L'Émetteur considère les risques juridiques comme tout risque résultant des contrats engageant sa responsabilité et de la loi applicable. Les risques réglementaires résultent de l'environnement juridique dans lequel l'Émetteur réalise ses opérations.

• Risques de fraude

Risques internes et externes de fraude tels que la corruption, le délit d'initié et le vol de données.

D 6	Fournir	les
D.0		100
	informations	clés
	concernant	les

Facteurs généraux de risque des Warrants

Risque de perte totale

principaux risques propres aux valeurs mobilières. Inclure un avertissement informant l'investisseur qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son investissement et/ou. si le risque encouru l'investisseur ne se limite pas à la valeur de investissement, une mention de ce fait, assortie d'une description des cas où ce surcroît de risque se matérialise ainsi que des effets financiers probables cette matérialisation.

Les Warrants constituent des instruments d'investissement particulièrement risqués. Ils impliquent un niveau de risque particulièrement élevé de perdre le capital investi, y compris une perte totale, plus les coûts de transaction encourus et tous les coûts d'emprunt.

Risque de défaillance de l'Émetteur des Warrants

Au cas où l'Émetteur deviendrait insolvable, les investisseurs pourraient subir une perte pouvant aller jusqu'à une perte totale. En tant que titres au porteur, les Warrants n'entrent pas dans le champ des dispositions prévues pour la protection des dépôts.

Risque résultant de fluctuations de prix des Warrants supérieures à la moyenne (effet de levier)

L'une des principales caractéristiques des Warrants est l'effet de levier : une évolution du cours de la valeur sous-jacente peut entraîner une variation disproportionnée du cours du Warrant. En même temps, les Warrants génèrent également des risques de perte supérieurs à la moyenne.

Risque d'absence ou de non-fonctionnement d'un marché secondaire de Warrants ou de manque de disponibilité du système de transactions électroniques de l'Émetteur

Les investisseurs ne devraient pas présumer qu'ils seront en mesure de vendre un Warrant à un moment particulier ou à un prix particulier pendant sa période de validité. Les investisseurs devraient plutôt partir de l'hypothèse que le prix en bourse ne peut se situer que dans les limites de la fourchette de prix acheteur et vendeur indiquée par l'Émetteur, si elle est disponible, et que leurs ordres d'achat ou de vente en bourse seront exécutés avec l'Émetteur en qualité de contrepartie directe ou indirecte.

Risque lié à la cessation du négoce sur le marché secondaire immédiatement avant une échéance finale

L'Emetteur et/ou le marché cessent de négocier les Warrants juste avant leur date d'évaluation. Cependant, le prix de référence de la valeur sous-jacente à la date d'évaluation et/ou le taux de change applicable, lesquels sont importants dans la détermination du montant des Warrants, peuvent varier entre le dernier jour de cotation et la date d'échéance, dans un sens défavorable à l'investisseur. Il existe un risque particulier que le prix de la valeur sous-jacente atteigne, chute au-dessous ou dépasse une barrière pour la première fois juste avant que le prix de référence à la date d'évaluation soit déterminé et après la clôture de la cotation sur le marché secondaire.

Risque sur la devise relatif à la valeur intrinsèque des Warrants

La performance de l'investissement est soumise à un risque sur la devise si la valeur sous-jacente sur laquelle les Warrants sont basés est libellée dans une devise autre que la devise dans laquelle le montant en numéraire est versé (devise de règlement).

Risques d'événements perturbant le fonctionnement du marché

En cas de survenue d'événements perturbant le fonctionnement du marché pour

la valeur sous-jacente, l'Émetteur a le droit de repousser la date d'évaluation du prix de référence de l'exercice. Ceci peut entraîner un risque supplémentaire pour les investisseurs si la valeur sous-jacente réalise une performance négative pendant la durée du report ou, le cas échéant, si le taux de change utilisé pour convertir la valeur intrinsèque en devise de règlement fluctue dans un sens défavorable à l'investisseur.

Facteurs de risque spécifiques au produit

Risque relatif à la perte de la valeur temps des Warrants en fonction de la durée résiduelle

Le prix des Warrants est calculé sur la base de deux composants du prix (la valeur intrinsèque et la valeur temps) La valeur intrinsèque des Warrants pendant leur période de validité est égale à la différence (si elle est positive), multipliée par le coefficient multiplicateur, entre la valeur sous-jacente et le prix d'exercice (warrants Call). Le montant de la valeur temps, d'autre part, est essentiellement déterminée en fonction de la durée résiduelle du Warrant et de la fréquence et de l'intensité des fluctuations du prix de la valeur sous-jacente attendues par l'Émetteur pendant la durée résiduelle du Warrant (volatilité implicite).

Risques relatifs à d'autres facteurs affectant la valeur comme les taux d'intérêt du marché monétaire, les dividendes attendus et les coûts de refinancement de l'Émetteur

Les autres facteurs affectant le prix des Warrants comprennent, notamment, les taux d'intérêt sur le marché monétaire pour la durée résiduelle, le revenu attendu des transactions de couverture de l'Émetteur concernant la valeur sousjacente et le niveau des coûts de refinancement de l'Émetteur pour réaliser ces transactions de couverture.

Même si le prix de la valeur sous-jacente s'élève, dans le cas d'une option call, ou chute, dans le cas d'une option put, la valeur du Warrant peut diminuer en raison des autres facteurs affectant la valeur. Compte tenu de la durée de validité limitée du Warrant, aucune garantie ne peut être donnée quant à une remontée du prix du Warrant dans les délais. Plus la durée résiduelle est courte, plus le risque est grand.

Section E - Offre

E.2b	Indiquer les raisons de l'offre et l'utilisation
	prévue du produit de
	celle-ci, lorsqu'il s'agit
	de raisons autres que la
	réalisation d'un
	bénéfice et/ou la
	couverture de certains
	risques.

Sans objet; les raisons de l'offre sont de réaliser des profits et/ou de prendre une couverture par rapport à certains risques et le produit net de l'émission de Warrants présentés dans le Prospectus de Base seront utilisés par l'Émetteur à des fins générales.

E.3 Décrire les modalités et Méthode de présentation de l'offre, offreur et date d'émission des

	les conditions de	Warrants
	l'offre.	Les Warrants sont offerts de gré à gré en continu.
		L'offre des Warrants commence en France le 22.01.2014.
		Les offreur des Warrants est: l'Émetteur
		La date d'émission est: 22.01.2014
		Restriction imposée à la libre négociabilité des valeurs mobilières
		Les Warrants peuvent être offerts ou vendus seulement si l'ensemble des lois et règlementations relatives aux valeurs mobilières en vigueur dans la juridiction dans laquelle un achat, une offre, une vente ou une livraison de Warrants est effectué ou dans laquelle le présent document est diffusé ou conservé pour inspection ont été respectées, et si tous les consentements ou autorisations nécessaires pour l'achat, l'offre, la vente ou la livraison des Warrants conformément aux normes légales en vigueur dans cette juridiction ont été obtenus.
		En particulier, les Warrants ne sont pas et ne seront pas enregistrés conformément à la Loi sur les valeurs mobilières des États-Unis (<i>United States Securities Act</i>) de 1933 telle qu'amendée. Ils ne peuvent être offerts, vendus, négociés ou livrés au sein des États-Unis directement ou indirectement par ou pour le compte d'un ressortissant des États-Unis (comme défini dans la Réglementation S conformément à la Loi sur les valeurs mobilières des États-Unis de 1933), excepté dans le cas d'exemption des conditions d'enregistrement de la Loi sur les valeurs mobilières. Toute personne recevant le montant de liquidités correspondant aux termes et conditions est considérée comme ayant fait une déclaration indiquant que la personne titulaire des droits découlant des Warrants n'est pas un ressortissant des États-Unis.
		Prix d'émission, frais et taxes relatifs à l'achat
		Le prix d'émission initial est de EUR 0,37.
		Sans objet, l'achat de Warrants ne faisant supporter aucun coût ou taxe à l'Émetteur notamment pour les acheteurs ou les souscripteurs.
E.4	Décrire tout intérêt, y compris les intérêts conflictuels, pouvant influer sensiblement sur l'émission/l'offre.	L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui agissent généralement en qualité d'agent de calcul des Warrants. Cette activité peut entraîner des conflits d'intérêt dans la mesure où les responsabilités de l'agent de calcul comprennent certaines déterminations et décisions qui pourraient avoir un effet négatif sur le prix des Warrants ou le montant des liquidités.
		L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent s'engager dans des transactions de négoce sur la valeur sous-jacente, sur d'autres instruments qui s'y rapportent, ou sur des dérivés, des options boursières ou des contrats à terme en bourse, ou peuvent émettre d'autres valeurs et dérivés fondés sur la valeur sous-jacente. Les sociétés peuvent également intervenir dans l'acquisition de nouvelles parts ou d'autres titres de la valeur sous-jacente ou, dans le cas d'indices de valeurs, de sociétés individuelles incluses dans

l'indice, ou agir en qualité de conseillers financiers pour les entités auxquelles il est fait référence ou collaborer avec elle dans le secteur de la banque d'affaires. Les sociétés sont tenues de s'acquitter de leurs obligations à ce titre, indépendamment des conséquences qui peuvent en résulter pour les détenteurs de warrants et, le cas échéant, devront prendre les mesures qu'elles considèrent nécessaires ou appropriées pour se protéger ou sauvegarder leurs intérêts dans le cadre de ces relations d'affaires. Les activités visées ci-dessus pourraient entraîner des conflits d'intérêt et avoir un effet négatif sur le prix de la valeur sous-jacente ou des titres qui lui sont associés comme les Warrants.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent émettre des titres dérivés supplémentaires fondés sur la valeur sous-jacente, ou sur des éléments constitutifs de la valeur sous-jacente, notamment des titres dont les caractéristiques sont identiques ou similaires à celles des Warrants. L'introduction de tels produits, qui concurrencent les Warrants, peuvent avoir un effet sur le prix de la valeur sous-jacente ou les éléments constitutifs de la valeur sous-jacente et donc aussi sur le prix des Warrants. L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent recevoir des informations de nature non publique se rapportant à la valeur sous-jacente, ou à des éléments constitutifs de la valeur sous-jacente, mais ne sont pas tenus de les communiquer aux détenteurs de warrants. De plus, les sociétés appartenant à Citigroup ou affiliées à lui peuvent publier des rapports de recherche se rapportant à la valeur sous-jacente ou aux éléments constitutifs de la valeur sous-jacente. Les activités de ce type peuvent créer certains conflits d'intérêt et affecter le prix des Warrants.

E.7 Donner une estimation des dépenses facturées à l'investisseur par l'émetteur ou l'offreur.

Les dépenses estimées pour les Warrants, y compris le coût d'admission à la négociation sont compris(es) dans le prix d'émission ou au prix de vente, le cas échéant. Si l'investisseur achète des Warrants auprès d'un distributeur, le prix d'achat à payer par l'investisseur pourra comprendre des commissions de vente devant être communiquées au distributeur.

Citigroup Global Markets Deutschland AG

Frankfurt am Main

(Issuer)

Final Terms dated

21 January 2014

to the

Tripartite Base Prospectus dated 13 May 2013 as amended (the "Tripartite Base Prospectus")

CALL OR PUT WARRANTS

referenced to the following underlying:

GDF Suez

ISIN: DE000CF6Z618

The respective Final Terms to the Tripartite Base Prospectus will be made available as a separate document in paper form free of charge at the address of the relevant paying agent and published on the Issuer's website (www.citifirst.com).

The subject matter of the Final Terms is Call or Put Warrants (Product No. 1) (the "Warrants" or the "Series") based on a share or a security representing shares issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer").

The Final Terms were prepared in accordance with Article 5 (4) of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (as most recently amended by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010) (the "Prospectus Directive") and must be read in conjunction with the Tripartite Base Prospectus (consisting of the Summary and the Securities Note, each dated 13 May 2013, and the Registration Form of Citigroup Global Markets Deutschland AG dated 3 May 2013, including any supplements). Complete information about the Issuer and the offer of the Warrants can be obtained only from a synopsis of these Final Terms together with the Tripartite Base Prospectus (including all related supplements, if any).

The Final Terms to the Tripartite Base Prospectus take the form of a separate document within the meaning of Article 26 (5) of Commission Regulation (EC) No. 809/2004 of 29 April 2004 as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012 and Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012 (the "**Prospectus Regulation**").

An issue specific summary that has been completed for the Warrants is attached to these Final Terms.

INFORMATION ABOUT THE TERMS AND CONDITIONS – ISSUE SPECIFIC CONDITIONS

With respect to the Series of Warrants, the Issue Specific Conditions applicable to the Call or Put Warrants, as replicated in the following from the Tripartite Base Prospectus and supplemented by the information in the Annex to the Issue Specific Conditions as set out below, and the General Conditions contain the conditions applicable to the Warrants (referred to together as the "Conditions"). The Issue Specific Conditions should be read in conjunction with the General Conditions.

Part A. Product Specific Conditions

No. 1 Option Right

Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer") hereby grants the holder (each a "Warrant Holder") of Call or Put Warrants (the "Warrants"), based on the Underlying as specified in detail in each case in Table 1 and Table 2 of the Annex to the Issue Specific Conditions, the right (the "Option Right") to require the Issuer to pay the Cash Amount (No. 2 (1) of the Issue Specific Conditions) or the Termination Amount (No. 2 of the General Conditions) in accordance with these Terms and Conditions.

No. 2 Cash Amount; Definitions

- (1) The "Cash Amount" for each Warrant, subject to the early redemption of the Warrants by the Issuer (No. 2 of the General Conditions), shall be the Intrinsic Value of a Warrant, if the latter is already expressed in the Settlement Currency, or the Intrinsic Value of a Warrant converted into the Settlement Currency using the Reference Rate for Currency Conversion.
- (2) The "Intrinsic Value" of a Warrant shall be the difference, expressed in the Reference Currency and multiplied by the Multiplier, by which the Reference Price of the Underlying determined on the Valuation Date is higher than (Call Warrants) or lower than (Put Warrants) the respective Strike.
- (3) The following definitions shall apply in these Terms and Conditions:

"Additional Securities Euroclear System, Brussels; Clearstream Banking S.A.,

Depositaries": Luxembourg

"Auxiliary Location": London, United Kingdom

"Banking Day": Every day on which the commercial banks in Paris and

Frankfurt am Main are open for business, including trade in foreign currencies and the receipt of foreign currency deposits (except for Saturdays and Sundays), the

TARGET2-System is open and the Central Securities

Depositary settles payments. "TARGET2-System" shall mean the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) payment system or any successor system.

"Central Securities Depositary":

Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

France

"Clearing Territory of the

France

Central Securities Depositary":

"Currency Conversion Date": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Exchange Rate Reference

not applicable

Agent":

"Exercise Date":

I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

Valuation Date

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

The Banking Day at the respective place of the Exercise Agent pursuant to No. 3 (1), on which the exercise prerequisites pursuant to No. 3 (1) are met for the first time at 10:00 a.m. (local time at the place of the

respective Exercise Agent).

"Form of the Warrants": The Warrants will be issued in dematerialized bearer form

(au porteur) and inscribed in the books of the Central Securities Depositary which shall credit the accounts of the Account Holders. No physical document of title (including certificats représentatifs pursuant to Article R.211-7 of the French Monetary and Financial Code (Code monétaire et financier)) will be issued in respect of

the Warrants.

"Issue Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Issuer's Website": www.citifirst.com

"Maturity Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Minimum Exercise Volume": 100 Warrant(s) per ISIN or an integral multiple thereof

"Minimum Trading Volume": 1 Warrant(s) per ISIN or an integral multiple thereof

"Modified Exercise Date + 1": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

not applicable

"Modified Exercise Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

The first Exercise Date which is a Banking Day at the Auxiliary Location and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant Adjustment Exchange as specified in Table 2 of the Annex to the Issue Specific Conditions.

"Modified Valuation Date + 1": not applicable

"Modified Valuation Date": not applicable

"Multiplier": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Number": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Payment Date upon Exercise": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

At the latest the fifth common Banking Day following the Exercise Date at the registered office of the Issuer and the place of the Central Securities Depositary.

"**Reference Currency**": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"**Reference Price**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Reference Rate for Currency

Conversion":

not applicable

"Rollover Date": not applicable

"Settlement Currency": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Strike": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"**Type**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type of Exercise": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Underlying": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Valuation Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

As specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation

Date.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

In case of an exercise during the Exercise Period, the Valuation Date as specified in Table 2 of the Annex to the Issue Specific Conditions; in case of an Automatic Exercise, the Valuation Date as specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation Date.

No. 3 Exercise of the Option Rights

I. Applicable in the case of Warrants with a European Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

- (1) The Option Right may be exercised by the Warrant Holder only with effect as of the Valuation Date for the respective Warrant. If the Cash Amount results in a positive value, the Option Right attaching to the respective Warrant shall be deemed to be exercised on the Valuation Date without further preconditions and without the submission of an explicit Exercise Notice (referred to in the following as "Automatic Exercise").
- (2) The Issuer will transfer any positive Cash Amount to the Central Securities Depositary on the Maturity Date for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid.
- (3) The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer. In the event that the onward transfer of the Cash Amount or of the fair market value is not possible within three months after the Maturity Date ("Presentation Period"), the Issuer shall be entitled to deposit the relevant amounts with the Frankfurt am Main Local Court for the Warrant Holders at their risk and expense with a waiver of its right to reclaim those amounts. Upon the deposit of the relevant amounts with the Court, the claims of the Warrant Holders against the Issuer shall expire.
- (4) All taxes or other levies that may be incurred in connection with the payment of the Cash Amount or of the fair market value shall be borne by the Warrant Holders.
- (5) If the Valuation Date falls between the date on which the Issuer determines that there are grounds for making an Adjustment in accordance with No. 6 of the Issue Specific Conditions and the date on which the Issuer has given notice of the Adjustments (referred to in the following as the "Adjustment Period"), the Valuation Date shall be the first Banking Day common to the head office of the Issuer and to the location of the Central Securities Depositary following the date on which the Issuer has given notice of the Adjustments for the Valuation Date. The calculation of the Cash Amount in accordance with No. 2 of the Issue Specific Conditions shall be based on the relevant Reference Price of the Underlying on the Valuation Date together with the Adjustments made by the Issuer.
- (6) The Cash Amount and the fair market value shall be paid in the Settlement Currency without a requirement for the Issuer to give notice of any kind.
- (7) A declaration shall be deemed to have been made automatically that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell

or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell, resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the respective series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

(1) For the exercise of the Warrants to be effective, the holder of the respective Warrant must comply with the preconditions set out below with respect to the relevant Exercise Agent within the Exercise Period for the respective Warrant. The Exercise Period for the Warrants shall begin in each case on the third Banking Day after the Issue Date and shall end in each case at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the Valuation Date or, if the Reference Price of the Underlying is usually determined before 11.00 a.m. (local time at the location of the relevant Exercise Agent), the Exercise Period ends at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the last Trading Day preceding the last Valuation Date. The provisions of paragraphs (2) to (4) of this No. 3 II shall also apply.

If the Option Rights are exercised via the Exercise Agent in **France**, the Warrant Holder must submit to Citibank International plc., France (the "**Exercise Agent**") at the following address:

Citibank International plc. - Service Titres, 1-5 Rue Paul Cezanne, 75008 Paris, France a properly completed "Paris" Exercise Notice for the respective ISIN (International Securities Identification Number) using the form available from the Issuer (referred to in the following as "Exercise Notice") and must have transferred the Warrants which it is intended to exercise

- to the Issuer crediting its account No. 186 at Euroclear France, account nature 51 or its account No. 67098 at Clearstream Luxembourg.

The Exercise Notice must specify:

- the ISIN (International Securities Identification Number) of the Warrant series and the number of Warrants intended to be exercised and
- the account of the Warrant Holder with a bank in France into which the Cash Amount is to be paid. If the Exercise Notice does not specify an account or specifies an account outside France, a check for the Cash Amount will be sent to the Warrant Holder at his risk by normal post to the address given in the Exercise Notice within five (5) Banking Days in Frankfurt am Main and Paris following the Valuation Date.
- Confirmation must also be given that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell,

resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

- (2) The Exercise Notice shall become effective on the Exercise Date according to No. 2 (3) of the Issue Specific Conditions. The Exercise Notice may not be revoked, including during the period prior to the date on which it becomes effective. All of the preconditions set out in No. 3 (1) of the Issue Specific Conditions must be satisfied within five (5) Banking Days of the occurrence of the first precondition. In any other circumstances, the Issuer shall have the right to return any payments already made to the Warrant Holder without interest at his risk and expense; in this event the Exercise Notice shall not become effective.
- (3) Option Rights that have not been exercised effectively in accordance with paragraphs (1) and (2) shall be deemed, subject to early termination by means of extraordinary Termination pursuant to No. 2 of the General Conditions, to be exercised on the final day of the Exercise Period without further preconditions, if the Cash Amount is positive ("Automatic Exercise"). In the event of Automatic Exercise, the confirmation referred to in the last subparagraph of paragraph (1) shall be deemed to have been given automatically. In any other circumstances, all rights arising from the Warrants that have not been exercised effectively by then shall expire on that day and the Warrants shall become invalid.
- (4) All taxes or other levies that may be incurred in connection with the exercise of the Warrants shall be borne by the Warrant Holder. The exercise or settlement amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.
- (5) The Issuer will transfer any Cash Amount to the Central Securities Depositary on the Payment Date upon Exercise for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid. The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer.

No. 4 (not applicable)

Part B. Underlying Specific Conditions

No. 5 Underlying

- (1) The "**Underlying**" shall be the share or security representing shares specified as the Underlying in Table 2 of the Annex to the Issue Specific Conditions of the Company specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Company**").
- (2) The "Reference Price" of the Underlying shall correspond to the price specified as the Reference Price of the Underlying in Table 1 of the Annex to the Issue Specific Conditions,

as calculated and published on Trading Days on the Relevant Exchange specified in Table 2 of the Annex to the Issue Specific Conditions (the "Relevant Exchange"). "Trading Days" shall be days on which the Underlying is normally traded on the Relevant Exchange. "Trading Hours" shall be hours during which the Underlying is normally traded on the Relevant Exchange on Trading Days.

No. 6 Adjustments

(1) If an Adjustment Event pursuant to paragraph (2) of this No. 6 occurs, the Issuer shall determine whether the relevant Adjustment Event has a diluting, concentrative or other effect on the computed value of the Underlying and, if such is the case, shall if necessary make a corresponding Adjustment to the affected features of the Warrants, which in its reasonable discretion is appropriate in order to take account of the diluting, concentrative or other effect and to leave the Warrant Holders as far as possible in the same position in financial terms as they were in before the Adjustment Event took effect. The Adjustments may relate, inter alia, to the Strike, the Multiplier and other relevant features, as well as to the replacement of the Underlying by a basket of shares or other assets or, in the event of a merger, by an adjusted number of shares of the absorbing or newly formed company and, where relevant, the specification of a different exchange as the Relevant Exchange and/or a different currency as the Reference Currency. The Issuer may (but is not obliged to) base the determination of this appropriate Adjustment on the adjustment made in response to the relevant Adjustment Event by a futures exchange, on which options or futures contracts on the Underlying are traded at the time of the Adjustment Event, in respect of options or futures contracts on the relevant share traded on that futures exchange.

(2) An "Adjustment Event" shall be:

- (a) the subdivision (stock split), combination (reverse stock split) or reclassification of the respective shares or the distribution of dividends in the form of bonus shares or stock dividends or a comparable issue;
- (b) the increase in the capital of the Company by means of the issue of new shares in return for capital contributions, with the grant of a direct or indirect subscription right to its shareholders (capital increase for capital contributions);
- (c) the increase of the capital of the Company from its own financial resources (capital increase from corporate funds);
- (d) the grant by the Company to its shareholders of the right to subscribe for bonds or other securities with option or conversion rights (issue of securities with option or conversion rights);
- (e) the distribution of an extraordinary dividend;
- (f) the spin-off of a division of the Company in such a way that a new, independent company is formed or the division is absorbed by a third company, with the grant to the

- shareholders of the Company of shares in either the new company or the absorbing company for no consideration;
- (g) the permanent delisting of the Underlying on the Relevant Exchange as a result of a merger by absorption or new company formation or for another reason;
- (h) other comparable events that could have a diluting, concentrative or other effect on the calculated value of the Underlying.
- (3) The rules described in the preceding paragraphs shall apply analogously to securities representing shares as the Underlying (such as ADRs, ADSs or GDRs).
- (4) Changes in the method of calculating the Reference Price or other prices for the Underlying that are relevant in accordance with these Terms and Conditions, including a change in the Trading Days or Trading Hours relevant for the Underlying, shall entitle the Issuer to adjust the Option Right accordingly in its reasonable discretion. The Issuer shall determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change.
- (5) In the event that the Underlying is permanently delisted on the Relevant Exchange but continues to be listed on another exchange or another market which the Issuer in its reasonable discretion considers to be suitable (the "New Relevant Exchange"), then, subject to extraordinary Termination of the Warrants by the Issuer pursuant to No. 2 of the General Conditions, the Cash Amount shall be calculated on the basis of the corresponding prices for the Underlying calculated and published on the New Relevant Exchange. In addition, all references in these Terms and Conditions to the Relevant Exchange shall then be deemed, insofar as the context allows, to be references to the New Relevant Exchange.
- (6) In the event that a voluntary or compulsory liquidation, bankruptcy, insolvency, winding up, dissolution or comparable procedure affecting the Company is initiated, or in the event of a process as a result of which all of the shares in the Company or all or substantially all of the assets of the Company are nationalized or expropriated or required to be transferred in some other way to government bodies, authorities or institutions, or if following the occurrence of an event of another kind the Issuer reaches the conclusion that it is not possible to make an Adjustment that would reflect the changes that have occurred appropriately from a financial point of view, then the Issuer will terminate the Warrants pursuant to No. 2 of the General Conditions.
- (7) The Issuer shall give notice of the Adjustments and the date on which the Adjustments become effective in accordance with No. 4 of the General Conditions.

No. 7 Market Disruption Events

(1) If a Market Disruption Event in accordance with paragraph (2) of this No. 7 exists on the Valuation Date, then the Valuation Date shall be postponed to the next following day which fulfills the criteria for a Valuation Date in accordance with No. 2 of the Issue Specific Conditions and on which a Market Disruption Event no longer exists. The Issuer shall endeavor to give notice to the Warrant Holders without delay in accordance with No. 4 of the

General Conditions that a Market Disruption Event has occurred. However, there shall be no obligation to give notice. If, as a result of the provisions of this paragraph, the Valuation Date has been postponed for five (5) consecutive days that fulfill the criteria for a Valuation Date in accordance with No. 2 (3) of the Issue Specific Conditions and if the Market Disruption Event continues to exist on that day as well, then that day shall be deemed to be the Valuation Date and the Issuer shall determine the Cash Amount in its reasonable discretion taking account of the market conditions prevailing on any such deemed Valuation Date.

(2) "Market Disruption Event" shall mean

- (i) the suspension or restriction of trading in the Underlying on the Relevant Exchange, or
- (ii) the suspension or restriction of trading (including the lending market) in a futures or options contract based on the Underlying on a Futures Exchange on which futures or options contracts based on the Underlying are traded (the "Futures Exchange");

if that suspension or restriction occurs or exists in the last half-hour before the calculation of the closing price of the Underlying that would normally take place and is material as determined by the Issuer in its reasonable discretion. A change in the Trading Days or Trading Hours on or during which the Underlying is traded does not constitute a Market Disruption Event, provided that the change takes place as the result of a previously announced change in the trading regulations by the Relevant Exchange.

ANNEX TO THE ISSUE SPECIFIC CONDITIONS

Table 1 – supplementary to Part A. Product Specific Conditions

Issue Date: 22/01/2014

Initial value date in France: 27/01/2014

ISIN / Local Trading Code	Underlying	Туре	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike	Multiplier	Valuation Date / Maturity Date	Type of Exercise	Number	Reference Price of the Underlying ("Reference Price")
DE000CF6Z618 / 5120C	GDF Suez	CALL	No	EUR 0.15	Euro (EUR)	EUR 18.00	0.2	19/06/2014 / 26/06/2014	European	3,000,000	Closing price

Table 2 – supplementary to Part B. Underlying Specific Conditions

	Underlying (Company) / Share type	ISIN or Reuters	Relevant Stock Exchange /	Valuation Date /	Currency in which the
-		Code of the	Relevant Adjustment Exchange for the	Currency Conversion Date	Reference Price is expressed
		Underlying	Underlying ("Adjustment Exchange")		("Reference Currency")
	GDF Suez SA / Common Shares	FR0010208488	Euronext Paris / EUREX Frankfurt	See Table 1 / not applicable	Euro (EUR)

The following specific meanings shall apply in this context:

Deutsche Börse AG, Frankfurt, Germany (XETRA®)

EUREX : EUREX, Frankfurt, Germany

STOXX Limited, Zurich : STOXX Limited, Zurich, Switzerland

Dow Jones & Company, Inc., New York, U.S.A.

NASDAQ Stock Market, Inc.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

Nikkei Inc. : Nikkei Inc., Tokyo, Japan

Standard & Poor's Corp., New York, N.Y., U.S.A.

AEX Options and Futures Exchange : AEX Options and Futures Exchange, Amsterdam, The Netherlands

Bolsa de Derivados Portugal : Bolsa de Derivados Portugal, Lisbon, Portugal

EUREX : EUREX, Zurich, Switzerland

Euronext Amsterdam/ Euronext Lisbon/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Euronext Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Discrete Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Paris S.A., Paris, France

Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.) : Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.), Helsinki, Finland

Helsinki Derivatives Exchange (HEX Ltd.) : Helsinki Derivatives Exchange (HEX Ltd.), Helsinki, Finland

HSIL : Hang Seng Indexes Company Limited ("HSIL"), Hong Kong, China

Madrid stock exchange : Bolsa de Madrid, Madrid, Spain

MEFF
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
New York Stock Exchange, New York, NY, USA
OCC
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signatu

OSE : Osaka Securities Exchange, Osaka, Japan
TSE : Tokyo Stock Exchange, Tokyo, Japan
SIX Swiss Exchange, Swiss Exchange : SIX Swiss Exchange, Switzerland

RISK FACTORS

Investors should read carefully the risk factors set out under "I. Risk factors of Warrants" in the Securities Note and under 1. in the Registration Form.

In particular, the following optional risk factors that relate only to certain types of Warrants are applicable to these Warrants (please refer to "I. Risk factors of Warrants" in the Securities Note):

- Risk relating to the loss of time value of Warrants depending on the remaining term
- Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs

ADDITIONAL INFORMATION

Name and address of the paying agents and the calculation agent

Paying Agent(s):

Citigroup Global Markets Ltd., 1-5 Rue Paul Cézanne, 75008 Paris, France

Calculation Agent:

Citigroup Global Markets Deutschland AG, Frankfurter Welle, Reuterweg 16, D-60323 Frankfurt am Main, Federal Republic of Germany

Conflicts of interest

With respect to interests of natural and legal persons involved in the issue and resulting potential conflicts of interest, please refer to "4. Risk of conflicts of interest" under "I. Risk factors of Warrants" in the Securities Note.

Offer method

The Warrants are being offered over-the-counter on a continuous basis in one series.

The offer of the Warrants begins in France on 22/01/2014.

Stock exchange listing

The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.

Consent to the use of the Prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*, "WpPG").

Issue price, price calculation and costs and taxes on purchase

The initial issue price is specified in Table 1 of the annex to the Issue Specific Conditions.

Both the initial issue price and the bid and offered prices quoted by the Issuer during the term of the Warrants are calculated using theoretical pricing models. In this context, the bid and offered prices for the Warrants are determined on the basis, among other things, of the mathematical value of the Warrants, the costs of hedging and accepting risk and the expected return. Please see also the information provided under "Risk relating to the calculation of the warrant prices" and "4. Risk of conflicts of interest", both in Section "I. Risk factors of Warrants".

No costs or taxes of any kind for the warrant holders will be deducted by the Issuer whether the Warrants are purchased off-market (in countries where this is permitted by law) or via a stock exchange. Such costs or taxes should be distinguished from the fees and costs charged to the purchaser of the Warrants by his bank for executing the securities order, which are generally

shown separately on the statement for the purchase transaction in addition to the price of the Warrants. The latter costs depend solely on the particular terms of business of the warrant purchaser's bank. In the case of a purchase via a stock exchange, additional fees and expenses are also incurred. Furthermore, warrant holders are generally charged an individual fee in each case by their bank for managing the securities account. Notwithstanding the foregoing, profits arising from the Warrants or capital represented by the Warrants may be subject to taxation.

Information on the underlying

Website: www.gdfsuez.com

Disclaimers in relation to Share Prices used as Underlyings

Insofar as share prices are the underlying of Warrants issued by the issuer and described in this Final Terms document, the respective public limited company that has issued the relevant shares, to whose reference price the Warrants relate (the "Issuer of the Underlying"), does not express any recommendation for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main. The Issuer of the underlying neither directly nor indirectly assumes any liability for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main.

The Warrants are the sole obligation of Citigroup Global Markets Deutschland AG and do not involve liability on the part of the Issuer of the underlying. This is not an offer of shares. The Issuer of the underlying has not been and does not want to be involved, neither directly nor indirectly, in deciding the timing of the issue, or the preparation of this document, or the constitution of the option rights under these securities. Furthermore, the Warrant Holder will not have any right through the Warrant to any information, votes or dividends in the Issuer of the underlying.

Publication of additional information

The Issuer does not intend to provide any additional information about the underlying.

The Issuer will publish additional notices described in detail in the terms and conditions. Examples of such notices are adjustments of the features of the Warrants as a result of adjustments relating to the underlying which may, for example, affect the conditions for calculating the cash amount or a replacement of the underlying. A further example is the early redemption of the Warrants if an adjustment cannot be made.

Notices under these terms and conditions are generally published on the Issuer's website. If and to the extent that mandatory provisions of the applicable laws or exchange regulations require notices to be published elsewhere, they will also be published, where necessary, in the place prescribed in each case.

Selling restrictions

Information on selling restrictions can be found under "VI. Selling restrictions" in the Securities Note.

ANNEX – ISSUE SPECIFIC SUMMARY

Section A – Introduction and warnings

This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the A.1 "Issuer") and of the Warrants issued under the Tripartite Base Prospectus. The Summary is intended as an introduction to the Tripartite Base Prospectus, which comprises this Summary, the Registration Form of Citigroup Global Markets Deutschland AG dated 03 May 2013 including any supplements and the Securities Note of Citigroup Global Markets Deutschland AG dated 13 May 2013. Investors should therefore ensure that any decision to invest in the Warrants is based on a review of the entire Prospectus, including any supplements and the Final Terms. Where claims relating to the information contained in a base prospectus, any supplements, and the respective Final Terms are brought before a court, the investor acting as plaintiff may, as a result of the laws of individual member states of the European Economic Area, have to bear the costs of translating the base prospectus, any supplements, and the Final Terms into the language of the court prior to the commencement of legal proceedings. The Issuer can be held liable for the content of this Summary, including any translation prepared, but only in the event that the Summary is misleading, inaccurate or inconsistent when read in conjunction with the other parts of the Prospectus, or, when read in conjunction with the other parts of the Tripartite Base Prospectus, does not convey all of the key information required.

A.2 Consent to use the prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent) for offers in France (the "Offer State"). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (Wertpapierprospektgesetz, "WpPG").

In the event of an offer by a financial intermediary, the terms and conditions of the offer must be provided to investors at the time of the offer by the financial intermediary.

Sectio	n B – Issuer and any g	guarantors
B.1	The legal and commercial name of the issuer.	The legal and commercial name of the Issuer is Citigroup Global Markets Deutschland AG.
B.2	The domicile and legal form of the issuer, the legislation under which the issuer operates and its country of incorporation.	Prankfurt am Main; the address of Citigroup Global Markets Deutschland AG is Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, Federal Republic of Germany (telephone +49 (0)69-1366-0). Legal form and jurisdiction The Issuer is a stock corporation (Aktiengesellschaft, "AG") under German law. Place of registration The Issuer is entered in the commercial register of the Frankfurt am Main Local Court under the number HRB 88301.

	T.	
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Bank expects world economic growth in 2013 to increase slightly from 2.5 per cent to 2.6 per cent. In 2014 growth should increase to 3.2 per cent. The slowdown in worldwide economic growth was principally due to the slowdown of growth in the industrialized countries. The Bank expects moderate growth of 1.0 per cent for industrialized countries in 2013 and a modest increase to 1.6 per cent in 2014.
		Overall the Bank expects continued significant variations between different regions in the world.
		The Bank expects a mild recession in the Eurozone (the Bank's growth forecasts are for -0.6 per cent and -0.4 per cent for 2013 and 2014). This is seen to be due to the continuing sovereign debt crisis and the high level of private sector indebtedness in the peripheral European countries. The ECB is expected to continue to act to stabilise markets and to reduce interest rates in the second quarter of 2013 depending on further economic growth in the Eurozone, which could be followed by a forecast final interest rate reduction in the second half of the year. The Bank considers it likely that Southern Europe and Ireland will only gradually reach a common sustainable fiscal path. If the core countries in future are no longer prepared to increase their support for the peripheral states, this could lead to a raft of debt restructurings (with likely longer maturities and interest rate reductions), but probably not before 2015.
		In the Warrants and Certificates Division, the competition is expected to remain intense among leading issuers. Further regulatory challenges are expected, which have to be integrated into the business in a timely manner.
		Given the forecasts made by the individual business divisions and a restrictive cost management approach, the Bank is expecting continued overall profits in fiscal years 2013 and 2014.
B.5	If the issuer is part of a group, a description of the group and the issuer's position	The Issuer is a member of the German subgroup of Citigroup. As a public limited company, it is managed by the executive board. The Issuer is wholly-owned by the German holding company, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, a limited partnership with registered offices in Frankfurt/Main.
	within the group.	Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is also a silent partner of the Issuer, having a silent equity interest ("Stille Einlage") totalling EUR 122,710,051.49 as of 30 November 2012. The general partner of Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is Citigroup Global Markets Finance LLC (USA). The sole limited partner is Citi Overseas Investment Bahamas Inc.
		All shares of Citigroup Global Markets Finance LLC are held by Citi Overseas Investment Bahamas Inc., the sole shareholder of which is Citibank Overseas Investment Corporation (USA). This company is in turn 100 per cent owned by Citibank, N.A. (USA). Citibank, N.A. (USA) is a 100 per cent owned subsidiary of Citicorp (USA), which in turn is a 100 per cent owned subsidiary of Citigroup, Inc. (USA).
B.9	Where a profit	Not applicable; the Issuer has decided not to make any profit forecasts or profit

	forecast or estimate is made, state the figure.	estimates in the Base Prospo	ectus.			
B.10	A description of the nature of any qualifications in the audit report on the historical financial information.	The annual financial state December 2011 to 30 Nov 2011 were audited by the unqualified auditor's opinio	vember 2012 and ne Issuer's statute	1 December 201	0 to 30 November	
B.12	Selected historical key financial information regarding the issuer, presented for each financial year of the period	Key Annual Financial Information of Citigroup Global Markets Deutschland AG The table below provides a comparison of certain noteworthy financial statistics which have been taken from the audited financial statements 2012 between the prior fiscal year (fiscal year 2011) and fiscal year 2012 and thereby reveals the business development of Citigroup Global Markets Deutschland AG:				
	covered by the historical financial information and any		30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro		
	subsequent interim	Balance sheet total	9,543	8,690		
	financial period accompanied by	Business volume	11,162	10,163		
	comparative data	Equity capital	590	588		
	from the same	Loan portfolio	5,365	5,196		
	period in the prior financial year,	Number of employees	348	361		
	except that the	- Company of the comp			I	
	requirement for comparative balance sheet information is satisfied by		01.12.2011 - 30.11.2012 in million Euro	prior fiscal year (01.12.2012 - 30.11.2011) in million Euro		
	presenting the year- end balance sheet	Interest income from operations	11	29		
	information. A statement that there	Commissions from brokerage business	111	96		
	has been no material adverse change in the	Commissions from securities business	18	17		
	prospects of the issuer since the date	Net income from financial trading operations	25	60		
	of its last published audited financial	General administrative expenses	161	137		
	statements or a description of any material adverse change.	As of the balance sheet da following components:	ate, the balance s	sheet equity cap	ital consists of the	
	A description of					

significant changes in the financial or trading position of the issuer subsequent to the period covered by the historical financial information.

	30.11.2012 in million Euro (audited)	prior fiscal year (30.11.2011) in million Euro (audited)
Subscribed capital		
Share capital	210.6	210.6
Silent partner capital	122.7	122.7
Capital reserves	195.8	193.8
Legal reserves	33.0	33.0
Other earnings reserves	27.9	27.9

In addition, as part of incorporating the new rules under the BilMoG pursuant to § 340g of the German Commercial Code (HGB), a new separate item was created ("Fund for general banking risks") in the amount of EUR 9.4m (EUR 6.6m in the previous year).

The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows:

	30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro
Equity capital on balance sheet	590.0	588.0
Less intangible assets	0	-1.2
Core capital	599.3	594.3
Supplementary capital	0.0	0.0
Equity capital	599.3	594.3
Capital ratios		
Tier one capital in %	33.6	29.3
Total capital ratio in %	33.6	29.3

Despite the debt crisis in the Eurozone and the concomitant volatility on the international financial markets, Citigroup Global Markets Deutschland AG was once again able to earn a profit in the recently completed fiscal year.

Key Semi-Annual Financial Information of Citigroup Global Markets Deutschland AG

The table below provides a comparison of certain noteworthy financial statistics for the first half of the financial year 2013 which have been taken from the unaudited interim financial statements 2013 between the prior fiscal year and/or the previous year's figures and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

	31.05.2013	30.11.2012	
	in million Euro	in million Euro	

Balance sheet total	11,147	9,543
Business volume	12,628	11,162
Equity capital	590	590
Loan portfolio	5,179	5,365
Number of employees on the balance sheet date	263	334

	01.12.2012 - 31.05.2013 in million Euro	01.12.2011 - 31.05.2012 in million Euro
Interest income from operations	3	7
Commissions from brokerage business	20	33
Commissions from securities business	8	9
Net income from financial trading operations	29	16
General administrative expenses	72	70

Statements as regards trend information and financial or trading position

The Issuer declares that since the date of the last audited annual financial statements on 30 November 2012 no material adverse change in the prospects of the Issuer has occurred.

Furthermore, the Issuer declares that since the date of the last interim financial statements on 31 May 2013 no significant change has occurred in the financial or trading position of the Issuer.

B.13 A description of any recent events particular to the issuer which are to a material extent relevant to the evaluation of the issuer's solvency.

Significant events that may have a material impact on the assessment of the Issuer's solvency can not be determined at the moment. However, Citigroup Global Markets Deutschland AG is currently subject to an extra-ordinary audit on withholding taxes by the Frankfurt-Hoechst tax authority for the years 2007-2008. In this context the tax authority has expressed its view that Citigroup Global Markets Deutschland AG may not have deducted and paid withholding taxes from dividends received in connection with so called cum-ex transactions for shares held by it in custody for its clients as required. Based on these findings the tax authority is currently of the view that Citigroup Global Markets Deutschland AG is liable for non deducted withholding taxes in the amount of more than Euro 706 million for the years 2007 and 2008. In case the tax authority's view should succeed further tax liability for the years 2009 to 2011 may arise which can not be estimated at the moment.

The main starting point for the liability claim of the tax authorities is the question if Citigroup Global Markets Deutschland AG is to be qualified as a German bank

		executing the trade (<i>die den Verkaufsauftrag ausführende Stelle</i>) in the respective years. Furthermore, the method applied to identify the amount of the liability claim is debatable as well as the question if Citigroup Global Markets Deutschland AG can be held liable as principal debtor. Citigroup Global Markets Deutschland AG has obtained legal advice from a reputable tax consultant office as well as from a reputable accounting firm. Based thereon, the management of Citigroup Global Markets Deutschland AG is of the view that the likelihood to win any legal proceedings in this matter exceeds 50 per. cent. On this basis, Citigroup Global Markets Deutschland AG's management has decided to put up a reserve only for expected legal advice and litigation expenses, if any, and has decided that 2 million Euro is an adequate figure in this respect. Furthermore, it should be noted that Citigroup is currently evaluating measures to
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	optimize its organizational structure. Citigroup Global Markets Finance Corporation as the German holding company owns 100% of the shares of the Issuer. Pursuant to § 17 (2) of the German Stock Corporation Act (<i>Aktiengesetz</i> , "AktG"), it is assumed that a company in which a majority of the shares is held by another company is dependent upon that other company.
B.15	A description of the issuer's principal activities.	The Issuer is engaged in the business of corporate and investment banking and offers companies, governments and institutional investors comprehensive financial solutions in the areas of investment banking, fixed income, foreign exchange, equities and derivatives, and global transaction services; in addition it is a leading issuer of warrants and certificates whose end investors are predominantly retail clients. Since the end of 2012 the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.
B.16	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control.	In addition to the inclusion of the Issuer in the Citigroup Inc. group of companies referred to above, the Issuer is also party to a control and profit and loss transfer agreement with its immediate parent company. Under the terms of the agreement, the Issuer has placed the management of its business under the control of its immediate parent company. Accordingly, the immediate holding company has the right to give instructions to the Issuer. The agreement also requires the Issuer to transfer its entire profit to its immediate parent company. In return, the immediate parent company is required to make up any annual loss of the Issuer arising during the period of the agreement, as provided in detail by § 302 (1) and (3) AktG.

Section (C – Securities	
C.1	•	Type/form of the Warrants
	type and the class of the securities being offered	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with

	and/or admitted to trading, including any security identification number.	options. One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. The leverage effect of the Warrant operates in both directions – not only to the investor's advantage in the event of the favorable performance of the factors determining the value, but also to the investor's disadvantage in the event of their unfavorable performance. The payment due under a Warrant on exercise or early termination depends on the value of the underlying at the relevant time.
		The Warrants will be issued in dematerialized bearer form (<i>au porteur</i>) and inscribed in the books of the central securities depositary which shall credit the accounts of the account holders. No physical document of title (including <i>certificats représentatifs</i> pursuant to Article R.211-7 of the French Monetary and Financial Code (<i>Code monétaire et financier</i>)) will be issued in respect of the Warrants.
		Security identification number
		ISIN: DE000CF6Z618
		Local Code: 5120C
C.2	Currency of the securities issue.	Euro
C.5	A description of any restrictions on the free transferability of the securities.	Each Warrant is transferable in accordance with the laws applying in each case and, where relevant, the respective applicable regulations and procedures of the securities depositary in whose records the transfer is registered.
C.8	A description of the	Applicable law for the securities
	rights attached to the securities including ranking and including limitations to those	The Warrants are subject to German law. The constituting of the Warrants may be governed by the laws of the jurisdiction of the central securities depository.
	rights.	Rights attached to the Warrants
		Each Warrant grants the holder the right to the cash amount as described in more detail under C.15.
		Status of the Warrants
		The Warrants create direct, unsecured and unsubordinated obligations of the Issuer that rank <i>pari passu</i> in relation to one another and in relation to all other current and future unsecured and unsubordinated obligations of the Issuer, with the exception of obligations that have priority due to mandatory statutory provisions.
		Limitations to the rights
		The Issuer has the right to terminate the Warrants and to amend the terms and conditions pursuant to the provisions specified in the terms and conditions of the Warrants.

C.11	An indication as to whether the securities offered are or will be the object of an application for admission to trading, with a view to their distribution in a regulated market or other equivalent markets with an indication of the markets in question.	The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.
C.15	A description of how	Description of Call Warrants with European type of exercise
	the value of the investment is affected by the value of the	Call Warrants enable investors to participate on a disproportionate (leveraged) basis in the positive performance of the underlying.
	underlying instrument(s), unless the securities have a denomination of at least EUR 100,000.	In return, however, they also participate on a leveraged basis in any negative performance of the underlying and in addition bear the risk that the Call Warrant may expire worthless if the reference price of the underlying reaches or falls below the strike.
		On the maturity date, the cash amount received by the investors is the difference, multiplied by the multiplier, by which the reference price of the underlying determined on the valuation date is higher than the respective strike. If the reference price is equal to or lower than the strike, the Call Warrant expires worthless.
C.16	The expiration or	Maturity date: 26/06/2014
	maturity date of the derivative securities –	Exercise date: 19/06/2014
	the exercise date or final reference date.	Valuation date: 19/06/2014
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants with automatic exercise, i.e. a European type of exercise, the Issuer will transfer any positive cash amount to the central securities depositary on the maturity date for the credit of the warrant holders registered with the central securities depositary at the close of business on the preceding banking day at the head office of the central securities depositary.
		The central securities depositary has given an undertaking to the Issuer to make a corresponding onward transfer.
C.18	A description of how the return on derivative securities takes place.	In the case of Warrants with a European type of exercise, the option right may be exercised by the warrant holder only with effect as of the valuation date for the respective Warrant. If the cash amount results in a positive value, the option right attaching to the respective Warrant is deemed to be exercised on the valuation date without further preconditions and without the submission of an explicit exercise notice ("Automatic Exercise").

C.19	The exercise price or the final reference price of the underlying.	Reference price on the valuation date: Closing price
C.20	A description of the type of the underlying and where the information on the underlying can be found.	Type: share or security representing shares WKN: A0ER6Q ISIN: FR0010208488 Company: GDF Suez SA Relevant stock exchange: Euronext Paris Reuters page: GSZ.PA Website: www.gdfsuez.com
Section	D – Risks	
D.2	Key information on the key risks that are specific to the issuer.	Risk of the cessation or limitation of price-setting by the Issuer If the Issuer were to limit or completely abandon its voluntary intention to set bid and offered prices, there would be a danger, if prices for Warrants were not set by any other party that investors would have to wait for the final maturity of the Warrants or, where early exercise is possible, exercise the option right. Liquidity risk despite control and profit and loss transfer agreement
		The Issuer would also be unable to meet its obligations arising from the securities despite the control and profit and loss transfer agreement if, in the event that the Issuer generated a net loss, while the immediate parent company would in principle be required to assume that loss, it was unable or unwilling to comply with this contractual obligation as a result of its own liquidity difficulties or overindebtedness.
		Brokerage of transactions for other Group companies and allocation of work within Citigroup
		The great majority of the Issuer's commission income consists of transfer pricing income from brokerage transactions with affiliated companies. The Issuer's costs arising from the exchange of services with individual Group companies are reimbursed on the basis of existing agreements using transfer prices. For this purpose, income and expenses, in particular commission income for transactions assisted by the bank in an advisory capacity in the context of its sales activities, are determined and allocated to the relevant areas providing the services. The transactions relate to equity trading, bond issues and corporate finance as well as to the sale of structured products, corporate derivatives and currency management products, and also global relationship banking. This process is coordinated closely across all areas with Citigroup Global Markets Limited, London, in particular, and also with Citibank, N.A., London.

If a decision were made within Citigroup to reallocate the relevant activities to other Group companies, the Issuer could lose a material source of income.

Risks in the lending business

The Issuer's loan portfolio consists mainly of loans to international customers in the industrial and financial services sectors with investment grade credit ratings. Loan defaults have been avoided in recent years thanks to this business policy. The loan portfolio is mainly concentrated on a manageable number of borrower units, as defined by German banking law. If significant individual borrowers in the Issuer's portfolio were unable to meet their obligations, therefore, a substantial increase in loan loss provisions would be conceivable in principle and loan defaults could occur.

Interest rate risk

Risk-Treasury assesses and controls the Issuer's interest rate risk. The Issuer's exposure to changes in interest rates maybe a mid to long-term risk in holdings in liquid securities if these were not originally covered by hedging transactions like interest rate swap agreements. The same applies to medium and long-term loans granted by the Issuer. A significant risk from interest rate changes could arise where interest rates are not monitored in a timely or sensitive manner, which may produce the concomitant danger that action to cover such interest rate exposure is not taken early enough.

Operating risk

The Issuer has transferred a number of areas that are significant for the proper management and control of its business activities and the risks associated with them to other companies within and outside Citigroup. In the event that the companies to which these areas have been transferred do not fulfill their contractual obligations or do not do so at the proper time, the ability of the Issuer to meet its own obligations arising from the securities it has issued on the due dates could also be adversely affected.

Tax risks

The tax decisions issued to the Issuer are regularly subject to subsequent review in the form of an external tax audit or to the resolution of individual issues by the relevant courts. This is normal practice and means that an additional tax demand can be issued by the tax authorities years after the original assessment as a result of a tax audit or a generally applicable decision by a tax court.

General business risks

Settlement risk

The risk that a business transaction is incorrectly processed or that a transaction is executed which is different from the intentions and expectations of the Issuer's management.

Information risk

The risk that information, which was generated, received, transmitted or stored within or outside the Issuer's place of business, can no longer be accessed. Furthermore, such information may be of poor quality, or have been wrongly handled or improperly obtained. The information risk also includes risks that are generated by systems and used for processing information.

Reputation risk

This represents the Issuer's risk that its relations with its customers could be harmed if its services are poor or transactions are incorrectly executed. This risk also includes the risk of entering into business relations with counterparties, whose business practices do not conform to the standards or business ethics of the Issuer.

Personnel risk

The Issuer has a high demand for qualified and specially trained professionals and managers. Personnel risk entails the risk of high staff turnover and the risk that the Issuer will be unable to retain a sufficient staff of qualified personnel, as well as the risk that the Issuer's employees may knowingly or negligently violate established regulations or the firm's business ethics standards.

• Legal and regulatory risks

The Issuer views legal risks as any and all risks resulting from binding contracts and governing legislation. Regulatory risks result from the legal environment in which the Issuer does business.

Risk of fraud

These are both internal and external risks of fraud such as bribery, insider trading and theft of data.

D.6

Key information on the key risks that are specific to the securities. This must include a risk warning effect that the investors may lose the value of their entire investment or part of it, as the case may be, and/or, if the investor's liability is not limited to value of investment, a statement of that fact, together with a description of the circumstances in which such additional liability

General risk factors of Warrants

Risk of total loss

Warrants represent particularly risky investment instruments. They entail a particularly high risk of losing the capital invested, up to and including a total loss, plus the transaction costs incurred and any borrowing costs.

Risk of default by the Issuer of the Warrants

In the event of the Issuer becoming insolvent, investors could suffer a loss up to and including a total loss. As bearer securities, Warrants do not fall within the scope of the deposit protection arrangements.

Risk arising from above-average fluctuations in the prices of Warrants (leverage effect)

One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. At the same time, Warrants also entail above-average arises and the likely financial effect.

risks of loss.

Risk of the absence or non-functioning of a secondary market in the Warrants or restricted availability of the Issuer's electronic trading system

Investors should not assume that they will be able to sell a Warrant at a particular time or at a particular price during its term. Investors should assume instead that pricing on the exchange can only take place within the spread of bid and offered prices quoted by the Issuer, if available, and that their buy or sell orders on the exchange will be executed with the Issuer as the direct or indirect counterparty.

Risk in connection with the cessation of secondary trading immediately prior to final maturity

The Issuer and/or the exchange cease trading in the Warrants shortly before their valuation date. However, the reference price of the underlying on the valuation date and/or the applicable exchange rate, both of which are important for the purpose of determining the cash amount of the Warrants, may still change between the last exchange trading day and the maturity date, which may be to the disadvantage of the investor. There is a particular risk that the price of the underlying may reach, fall below or exceed a barrier for the first time shortly before the reference price on the valuation date is determined and after trading in the secondary market has already finished.

Currency risk with respect to the intrinsic value of the Warrants

The performance of the investment is subject to a currency risk if the underlying on which the Warrants are based is expressed in a currency other than the currency in which the cash amount is paid out (settlement currency).

Risks relating to market disruption events

In the event of market disruption events with respect to the underlying, the Issuer has the right to postpone the valuation date for the reference price on exercise. This may result in an additional risk for investors if the underlying performs negatively during the time delay or, where applicable, if the exchange rate for converting the intrinsic value into the settlement currency moves in an unfavourable direction for the investor.

Product specific risk factors

Risk relating to the loss of time value of Warrants depending on the remaining term

The price of Warrants is calculated on the basis of two components of price (intrinsic value and time value). The intrinsic value of Warrants during their term is equal to the difference (if positive), multiplied by the multiplier, between the value of the underlying and the strike (Call Warrants). The amount of the time value, on the other hand, is essentially determined on the basis of the remaining term of the Warrant and the expected frequency

		and intensity of the fluctuations in the price of the underlying expected by the Issuer during the remaining term of the Warrant (implied volatility).
		Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs
		The other factors affecting the price of the Warrants include, <i>inter alia</i> , interest rates on the money market relating to the remaining term, expected income from the Issuer's hedging transactions in or related to the underlying and the level of the Issuer's refinancing costs for entering into those hedging transactions.
		Even if the price of the underlying rises in the case of a call option or falls in the case of a put option, therefore, the value of the Warrant may decline as a result of the other factors affecting value. Given the limited term of the Warrant, there is no guarantee that the price of the Warrant will recover in sufficient time. The shorter the remaining term, the greater the risk.
Section	E – Offer	
E.2b	Reasons for the offer and use of proceeds when different from making profit and/or hedging certain risks.	Not applicable; the reasons for the offer are making profit and/or hedging certain risks and the net proceeds from the issuance of Warrants presented in this base prospectus will be used by the Issuer for its general business purposes.
E.3	A description of the terms and conditions of	Offer method, offeror and issue date of the Warrants
	the offer.	The Warrants are being offered over-the-counter on a continuous basis
		The offer of the Warrants begins in France on 22/01/2014.
		The offeror of the Warrants is the Issuer.
		The issue date is: 22/01/2014
		Restrictions on the free transferability of the securities
		The Warrants may be offered or sold only if all applicable securities laws and regulations in force in the jurisdiction in which a purchase, offer, sale or delivery of Warrants is made or in which this document is circulated or kept for inspection have been complied with, and if all consents or authorizations required for the purchase, offer, sale or delivery of the Warrants in accordance with the legal norms in force in that jurisdiction have been obtained.
		In particular, the Warrants are not and will not be registered pursuant to the United States Securities Act of 1933 as amended. They may not be offered, sold, traded or delivered within the United States either directly or indirectly by or to or for the account of a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933), except in the case of exemption from the registration requirements of the

		Securities Act. Any person receiving the cash amount in accordance with these terms and conditions is deemed to have made a declaration that the person entitled to the rights arising from the Warrants is not a US person. Issue price and costs and taxes on purchase The initial issue price is EUR 0.15. The purchase of the Warrants incurs no costs or taxes that are specifically charged by the Issuer to the subscriber or purchaser.
E.4	A description of any interest that is material to the issue/offer including conflicting interests.	The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it generally act as the calculation agent for the Warrants. This activity can lead to conflicts of interest since the responsibilities of the calculation agent include making certain determinations and decisions which could have a negative effect on the price of the Warrants or the level of the cash amount.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may engage in trading transactions in the underlying, other instruments linked to it, or derivatives, stock exchange options or stock exchange forward contracts, or may issue other securities and derivatives based on the underlying. The companies may also be involved in the acquisition of new shares or other securities of the underlying or, in the case of stock indices, of individual companies included in the index, or act as financial advisors to the entities referred to or work with them in the commercial banking business. The companies are required to fulfill their obligations arising in this connection irrespective of the consequences resulting for the warrant holders and, where necessary, to take actions they consider necessary or appropriate in order to protect themselves or safeguard their interests arising from these business relationships. The activities referred to above could lead to conflicts of interest and have a negative effect on the price of the underlying or securities linked to it such as the Warrants.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may issue additional derivative securities based on the respective underlying or constituents of the underlying, including securities whose features are the same as or similar to those of the Warrants. The introduction of such products that compete with the Warrants may impact the price of the underlying or the constituents of the underlying and thus also the price of the Warrants. The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may receive non-public information relating to the underlying or the constituents of the underlying, but are under no obligation to pass on such information to the warrant holders. Furthermore, companies belonging to Citigroup, Inc. or affiliated to it may publish research reports relating to the underlying or constituents of the underlying. These types of activities may entail certain conflicts of interest and affect the price of the Warrants.
E.7	Estimated expenses charged to the investor	The estimated expenses for the Warrants, including the cost for admission to exchange trading, are included in the issue price or the selling price, as

by the	issuer or	the	the case may be. If the investor purchases the Warrants from a distributor,
offeror.			the purchase price to be paid by the investor may include selling fees that
			have to be disclosed by the distributor.

ANNEXE - RÉSUMÉ EN FRANÇAIS

Section A – Introduction et mises en garde

A.1 Le présent Résumé présente les caractéristiques et les risques principaux de Citigroup Global Markets Deutschland AG (« l'**Émetteur** ») et les Warrants émis au titre de Prospectus Tripartite de Base. Le Résumé a pour finalité de servir d'introduction au Prospectus Tripartite de Base, qui comporte ce Résumé, le Formulaire d'Enregistrement de Citigroup Global Markets Deutschland AG daté du 3 mai 2013 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG daté du 13 mai 2013. Les investisseurs devraient donc veiller à ne prendre aucune décision d'investir dans les Warrants avant d'avoir pris connaissance du Prospectus dans sa totalité, y compris de tous les suppléments et des Conditions Définitives. Dans le cas où un recours relatif aux informations contenues dans un prospectus de base, dans tous les suppléments ou dans les Conditions Définitives respectives serait intenté auprès d'un tribunal, l'investisseur agissant en tant que plaignant pourrait, en vertu des lois de différents États membres de l'Espace économique européen, être contraint de prendre en charge le coût de la traduction du prospectus de base, de tous les suppléments et des Conditions Définitives, dans la langue de travail du tribunal avant le commencement de la procédure judiciaire. L'Émetteur peut être jugé responsable du contenu de ce Résumé, y compris de toute traduction en étant faite, mais seulement dans le cas où le Résumé serait trompeur, inexact ou contradictoire par rapport aux autres parties du Prospectus, ou, dans le cas où il est lu en même temps que les autres parties du Prospectus Tripartite de Base, s'il ne donne pas toutes les informations clés nécessaires.

A.2 – Consentement à l'utilisation du prospectus.

En ce qui concerne les Offres non-dispensées, en vertu de l'Article 3 (2) de la Directive Prospectus, l'Émetteur consent à l'utilisation du Prospectus par tous les intermédiaires financiers (consentement général) pour les offres faites en France (le ou les « État(s) concerné(s) par l'Offre »). Le consentement général à la revente ultérieure et au placement final des valeurs mobilières par le ou les intermédiaires financiers est donné en ce qui concerne France.

La revente ultérieure et le placement final des valeurs mobilières par les intermédiaires financiers peuvent être effectués pendant la période de validité du Prospectus Tripartite de Base en vertu du §9 de la Loi allemande sur les prospectus de valeurs mobilières (*Wertpapierprospektgesetz*, « WpPG »).

Dans le cas d'une offre faite par un intermédiaire financier, les modalités et conditions de l'offre doivent être précisées aux investisseurs au moment où l'offre est faite par l'intermédiaire financier.

Section B – Émetteur et garants

	1	
B.1	Indiquer la raison sociale et le nom commercial de l'émetteur.	La raison sociale et le nom commercial de l'Émetteur est Citigroup Global Markets Deutschland AG.
B.2	Indiquer le siège social et la forme juridique de l'émetteur, la législation régissant ses activités	Siège social Francfort-sur-le-Main; l'adresse de Citigroup Global Markets Deutschland AG est Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, République fédérale d'Allemagne (téléphone +49 (0)69-1366-0).

	ainsi que son pays	
	d'origine.	Forme juridique et législation régissant les activités
		L'Émetteur est une société anonyme (<i>Aktiengesellschaft</i> , « AG ») au sens de la législation allemande.
		Pays d'origine
		L'Émetteur est immatriculé au Registre de commerce du Tribunal local de Francfort-sur-le-Main sous le numéro HRB 88301.
B.4b	Décrire toute tendance connue ayant des répercussions sur l'émetteur et ses secteurs d'activité.	La Banque prévoit une légère accélération de la croissance économique mondiale en 2013, de 2,5% à 2,6 %. En 2014, la croissance devrait atteindre 3,2 %. Le ralentissement de la croissance économique mondiale observée est principalement imputable à la détérioration de la croissance des pays industrialisés. La Banque prévoit une croissance modérée de 1 pour cent pour les pays industrialisés en 2013 et une légère progression à 1,6 % en 2014.
		De façon générale, la Banque s'attend à un maintien d'écarts significatifs entre les différentes régions dans le monde.
		La Banque s'attend à une légère récession dans l'Eurozone (les prévisions de croissance de la Banque sont de -0,6 % et -0,4 % pour 2013 et 2014). Ceci est attribué à la poursuite de la crise de la dette souveraine et au niveau élevé de l'endettement du secteur privé dans les pays européens périphériques. La BCE devrait continuer à intervenir pour stabiliser les marchés et faire baisser les taux d'intérêt au cours du deuxième trimestre 2013 en fonction de la poursuite de la croissance économique de l'Eurozone, qui pourrait être suivie par une réduction finale de taux d'intérêt prévue pour le deuxième semestre. La Banque estime probable que le Sud de l'Europe et l'Irlande n'aboutiront que progressivement à des solutions communes durables en matière fiscale. Si les pays fondateurs ne sont plus déterminés à renforcer leur soutien aux États périphériques à l'avenir, ceci pourrait aboutir à un ensemble de restructurations de dette (avec probablement des échéances à plus long terme et des réductions de taux d'intérêt), mais probablement pas avant 2015.
		Dans la Division warrants et certificats, la concurrence devrait rester intense entre les principaux émetteurs. D'autres modifications de la réglementation devraient intervenir, qui devront être prises en compte en temps opportun pour l'activité.
		Compte tenu des prévisions faites par les différentes divisions et d'une approche restrictive de la gestion des coûts, la Banque s'attend à un maintien global des bénéfices au cours des exercices 2013 et 2014.
B.5	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur.	L'Émetteur est membre du sous-groupe allemand de Citigroup. En tant que société anonyme, il est géré par un conseil d'administration. L'Émetteur est entièrement détenu par une société holding allemande, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, une société en commandite domiciliée à Francfort-sur-le-Main.
		Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est également un associé passif de l'Émetteur, dans la mesure où il détient une participation passive (« Stille Einlage ») d'un montant total de 122 710 051,49 EUR au 30 novembre 2012. L'associé responsable de la société Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est la société

B.9	Lorsqu'une prévision ou une estimation du bénéfice est réalisée, en indiquer le montant.	Citigroup Global Markets Finance LLC (États-Unis). Le commanditaire unique est Citi Overseas Investment Bahamas Inc. Toutes les actions de Citigroup Global Markets Finance LLC sont détenues par Citi Overseas Investment Bahamas Inc., dont le seul actionnaire est Citibank Overseas Investment Corporation (États-Unis). Cette société est elle-même détenue à 100 % par Citibank, N.A. (États-Unis). Citibank, N.A. (États-Unis) est détenue à 100 % par Citicorp (États-Unis), qui est elle-même détenue à 100 % par Citigroup, Inc (États-Unis). Sans objet ; l'Émetteur a décidé de ne publier aucune prévision de bénéfice ou estimation de bénéfice dans le Prospectus de Base.			
B.10	Décrire la nature des éventuelles réserves sur les informations financières historiques contenues dans le rapport d'audit.	Les états financiers annuels de l'Émetteur pour les exercices du 1 ^{er} décembre 2011 au 30 novembre 2012 et du 1 ^{er} décembre 2010 au 30 novembre 2011 ont été audités par l'auditeur statutaire de l'Émetteur et ont obtenu une mention sans réserve de la part de l'auditeur.			
B.12	Présenter les informations financières historiques clés sélectionnées pour l'émetteur, pour chaque exercice de la période couverte par ces informations financières historiques et pour toute période intermédiaire ultérieure,	Informations financières Deutschland AG Le tableau ci-dessous profinancières significatives for l'exercice budgétaire antéricompte du développement de AG:	résente une com purnies dans les é ieur (exercice 20	nparaison de ce tats financiers au 11) et l'exercice tigroup Global M Exercice précédent (30.11.2011) en	rtaines statistiques dités de 2012 entre 2012 et rend donc
	accompagnées de			millions d'euros	
	données comparatives	Total du bilan	9.543	8.690	
	couvrant la même période de l'exercice	Volume d'activité	11.162	10.163	
	précédent; la	Fonds propres	590	588	
	présentation des bilans	Volume des prêts	5.365	5.196	
	de clôture suffit toutefois à remplir	Nombre d'employés	348	361	
	l'exigence	1 2			1
	d'informations bilancielles comparables. Une déclaration		01.12.2011 - 30.11.2012 en millions d'euros	Exercice précédent (01.12.2010 – 30.11.2011) en millions d'euros	
	attestant qu'aucune détérioration significative n'a eue de	Revenus d'intérêt de l'exploitation	11	29	
	répercussions sur les	Commissions de courtage	111	96	
	perspectives de	Commissions d'opérations sur	18	17	

l'émetteur depuis la date de ses derniers états financiers vérifiés et publiés, ou une description de toute détérioration significative.

Une description des changements significatifs de la situation financière ou commerciale l'émetteur survenus après la période couverte par informations financières historiques.

valeurs mobilières		
Revenu net des opérations financières de négoce	25	60
Frais généraux et administratifs	161	137

À la date du bilan, les **fonds propres inscrits au bilan** comprennent les éléments suivants :

	30.11.2012 en millions d'euros (audité)	Exercice précédent (30.11.2011) en millions d'euros (audité)
Capital souscrit		
Capital social	210,6	210,6
Participation de l'associé passif	122,7	122,7
Réserves de capital	195,8	193,8
Réserve légale	33,0	33,0
Autres bénéfices mis en réserve	27,9	27,9

De plus, dans le cadre de l'intégration de nouvelles règles au titre de BilMoG en vertu du §340g du Code allemand du commerce (HGB), un nouveau poste séparé a été créé (« Fonds pour les risques bancaires généraux ») pour un montant de 9,4 millions d'euros (6,6 millions d'euros l'année précédente).

Le capital réglementaire imputé sous BIZ se compose d'un capital de base et de capital supplémentaire (passifs subordonnés) après approbation, comme suit :

	30.11.2012 en millions d'euros	Exercice précédent (30.11.2011) en millions d'euros
Fonds propres au bilan	590,0	588,0
Moins immobilisations	0	-1,2
Capital de base	599,3	594,3
Capitaux supplémentaires	0,0	0,0
Fonds propres	599,3	594,3
Ratios de capitaux		
Fonds propres Tier one en %	33,6	29,3
Ratio de capitaux totaux en %	33,6	29,3

En dépit de la crise de dette dans l'Eurozone et de la volatilité concomitante sur les marchés financiers internationaux, Citigroup Global Markets Deutschland AG

a de nouveau réussi à dégager un bénéfice au cours de l'exercice clôturé récemment.

Informations financières semestrielles clés de Citigroup Global Markets Deutschland AG

Le tableau ci-dessous présente une comparaison de certaines statistiques financières significatives pour le premier semestre de l'exercice financier fournies dans les états financiers non-audités de 2013 entre l'exercice budgétaire antérieur et/ou les chiffres des années précédentes et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG:

	31.05.2013 en million d'Euro	30.11.2012 en million d' Euro
Total du bilan	11.147	9.543
Volume d'activité	12.628	11.162
Fonds propres	590	590
Portefeuille des prêts	5.179	5.365
Nombre d'employés à la date du bilan	263	334

	01.12.2012 - 31.05.2013 en million d'Euro	01.12.2011 - 31.05.2012 en million d'Euro
Revenus d'intérêt de l'exploitation	3	7
Commissions de courtage	20	33
Commissions d'opérations sur valeurs mobilières	8	9
Revenu net des opérations financières de négoce	29	16
Frais généraux et administratifs	72	70

Etats en ce qui concerne l'information tendancielle et la situation financière et commerciale.

L'Emetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2012, aucune détérioration significative n'a affecté les perspectives de l'Emetteur.

En outre, l'Emetteur déclare que depuis la date des états financiers provisoires au 31 mai 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale de l'Emetteur.

B.13 Décrire tout événement récent propre à l'émetteur et présentant un intérêt significatif

Aucun événement présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur n'est identifié à ce moment. Cependant, Citigroup Global Markets Deutschland AG est actuellement sujet à un audit extraordinaire sur les retenues à la source fiscales par l'autorité fiscale Francfort-Hoeschst pour

	pour l'évaluation de sa solvabilité.	les années 2007-2008. Dans ce contexte l'autorité fiscale a explicité ses vues quant au fait que Citigroup Global Markets Deutschland AG aurait dû déduire et payer la retenue à la source des dividendes reçus en relation avec transactions communément appelées cum-ex transactions. S'appuyant sur ces observations l'autorité fiscale est actuellement de l'avis que Citigroup Global Markets Deutschland AG est responsable de la non déduction de la retenue à la source d'un montant supérieur à 706 Millions d'Euro pour les années 2007 et 2008. Dans le cas où l'autorité fiscale a raison, la responsabilité fiscale pour les années 2009 à 2011 pourrait se poser ce qui est impossible d'estimer pour le moment. The principal point de départ de l'action en responsabilité des autorités fiscales est de savoir si Citigroup Global Markets Deutschland AG est qualifié de banque allemande exécutant un transaction (die den Verkaufsauftrag ausführende Stelle) durant ces années. De plus, la méthode appliquée pour identifier le montant des dommages et intérêts est débattue comme celle de savoir si Citigroup Global Markets Deutschland AG peut être tenu responsable comme débiteur principal. De plus, il devrait être noté que . Citigroup envisage actuellement des mesures visant à optimiser sa structure d'organisation.
B.14	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur. Si l'émetteur est dépendant d'autres entités du groupe, ce fait doit être clairement stipulé.	Citigroup Global Markets Finance Corporation à titre de société holding allemande possède 100 % des actions de l'Émetteur. En vertu du § 17 (2) de la Loi allemande sur les sociétés par actions (<i>Aktiengesetz</i> , « AktG »), il est considéré qu'une société dont la majorité des actions est détenue par une autre société est dépendante de cette autre société.
B.15	Fournir une description des principales activités de l'émetteur.	L'Émetteur est une banque d'affaire et d'investissement qui propose des solutions financières complètes dans les secteurs des opérations bancaires de l'investissement, des titres à revenu fixe, des opérations de change, des valeurs mobilières et des dérivés ainsi que des services de transactions internationales aux entreprises, aux pouvoirs publics et aux investisseurs institutionnels; c'est en outre un émetteur majeur de warrants et de certificats dont les investisseurs finaux sont principalement des clients particuliers. Depuis la fin de l'année 2012, l'activité de l'Émetteur intègre également Citi Private Bank – Family Office Coverage Germany et Covered Bond Research.
B.16	Dans la mesure où ces informations sont connues de l'émetteur, indiquer si celui-ci est détenu ou contrôlé, directement ou indirectement, et par qui; décrire la nature de ce contrôle.	En plus de l'intégration de l'Émetteur dans le groupe de sociétés Citigroup Inc. mentionné ci-dessus, l'Émetteur est également partie liée à sa maison mère directe par un accord de transfert de pouvoir et de pertes et profits. En vertu de cet accord, l'Émetteur a conféré la gestion de ses affaires à sa maison mère directe. De ce fait, la société holding dont dépend directement l'Émetteur, a le droit de lui donner des instructions. L'accord impose également à l'Émetteur de transférer la totalité de son bénéfice à sa maison mère directe. En contrepartie, la maison mère directe est tenue de compenser toute perte annuelle éventuelle de l'Émetteur durant la période de validité de l'accord, comme prévu en détail par les § 302 (1) et (3) d'AktG.

Section C – Valeurs mobilières

C.1	Décrire la nature et la catégorie des valeurs	Type/forme des Warrants Les warrants sont des instruments dérivés qui peuvent comporter un droit
mobilières offer et/ou admises à négociation et don tout num d'identification valeurs mobilières.		d'option et qui peuvent donc présenter beaucoup de points communs avec les options. L'une des principales caractéristiques des Warrants est l'effet de levier: une évolution du cours du sous-jacent peut entraîner une variation disproportionnée du cours du Warrant. L'effet de levier du Warrant joue dans les deux sens – non seulement à l'avantage de l'investisseur en cas de bonnes performances des facteurs déterminant la valeur, mais également en sa défaveur en cas de performances défavorables. Le paiement du au titre d'un Warrant lors de son exercice ou de sa liquidation prématurée dépend de la valeur du sous-jacent à ce moment.
		Les Warrants seront émis sous une forme dématerialisée au porteur et seront enregistrés dans les livres du dépôt central des valeurs mobilières qui créditera les comptes des titulaires de compte. Aucun document physique attestant de la possession (notamment des <i>certificats représentatifs</i> conformément à l'Article R.211-7 du Code monétaire et financier français) ne sera émis concernant les Warrants.
		Numéro d'identification des titres
		ISIN: DE000CF6Z618
		Numéro d'identification local : 5120C
C.2	Indiquer dans quelle monnaie l'émission a eu lieu.	Euro
C.5	Décrire toute restriction imposée à la libre négociabilité des valeurs mobilières.	Chaque Warrant est transmissible selon les lois s'appliquant à chaque cas et, le cas échéant, les réglementations et les procédures respectives applicables du dépositaire central de titres dans les livres duquel le transfert est enregistré.
C.8	Décrire les droits	Loi applicable aux titres :
	attachés aux valeurs mobilières y compris leur rang, y compris	Les Warrants sont régis par la loi allemande. La constitution des Warrants peut être régie par les lois de la juridiction du dépositaire central de titres.
	toute restriction qui leur est applicable.	Droits attachés aux Warrants
		Chaque Warrant confère à son détenteur le droit au montant en espèces détaillé à la section C.15.
		Statut des Warrants
		Les Warrants créent des obligations non garanties et non subordonnées de l'Émetteur qui se classent <i>pari passu</i> les unes par rapport aux autres et par rapport à toutes autres obligations actuelles et futures non garanties et non subordonnées de l'Émetteur, à l'exception des obligations qui ont priorité en raison de dispositions statutaires obligatoires.
		Limitations de droits

		L'Emetteur a le droit de résilier les Warrants et de modifier par voie d'avenant les termes et conditions en application des dispositions prévues aux termes et
C.11	Indiquer si les valeurs mobilières offertes font ou feront l'objet d'une demande d'admission à la négociation, en vue de leur distribution sur un marché réglementé ou sur des marchés équivalents — les marchés en question devant alors être nommés.	conditions des Warrants. Les Warrants ont été admis sur le marché réglementé à la bourse de valeurs de Eurolist, Euronext Paris S.A., qui est un marché réglementé au sens de la Directive 2004/39/CE.
C.15	Décrire comment la valeur de l'investissement est influencée par celle du ou des instrument(s) sous-jacent(s), sauf lorsque les valeurs mobilières ont une valeur nominale d'au moins 100 000 EUR.	Description des Warrants « Call » avec une modalité d'exercice européenne Les Warrants « Call » permettent aux investisseurs de participer avec un effet de levier à la performance positive de la valeur sous-jacente. En contrepartie, cependant, ils participent également sur une base à effet multiplicateur à toute performance négative de la valeur sous-jacente en prenant en plus le risque que le Warrant « Call » expire en perdant totalement sa valeur si le prix de référence de la valeur sous-jacente chute au niveau ou au-dessous du prix d'exercice. À la date d'échéance, le montant reçu par les investisseurs est égal à l'excédent, multiplié par le coefficient multiplicateur, entre le prix de référence de la valeur sous-jacente à la date d'évaluation et le prix d'exercice correspondant. Si le prix de référence est égal ou inférieur au prix d'exercice, le Warrant « Call » expire sans valeur.
C.16	Indiquer la date d'expiration ou d'échéance des instruments dérivés ainsi que la date d'exercice ou la date finale de référence.	Date d'échéance: 26.06.2014 Date d'exercice: 19.06.2014 Date d'évaluation: 19.06.2014
C.17	Décrire la procédure de règlement des instruments dérivés.	Dans le cas de Warrants à exercice automatique, cà-d. d'une modalité d'exercice européenne, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au crédit des détenteurs du warrant enregistrés auprès du dépositaire central à la clôture du jour ouvrable bancaire précédent au siège social du dépositaire central de titres. Le dépositaire central de titres s'est engagé auprès de l'Émetteur à faire un transfert ultérieur correspondant.

C.18	Indiquer les modalités relatives au produit des instruments dérivés.	Dans le cas de Warrants à modalité d'exercice européenne, le droit d'option ne peut être exercé par le détenteur du warrant qu'à la date d'évaluation pour le warrant concerné. Si le montant en numéraire aboutit à une valeur positive, le droit d'option attaché au warrant concerné est considéré exercé à la date d'évaluation sans autres conditions préalables et sans soumission d'une notification explicite d'exercice (« Exercice Automatique »).
C.19	Indiquer le prix d'exercice ou le prix de référence final du sous-jacent.	Prix de référence à la date d'évaluation : Cours de clôture
C.20	Décrire le type de sous-jacent utilisé et indiquer où trouver les informations à son sujet.	Type: action ou titre représentant des actions WKN (Numéro d'identification des valeurs mobilières allemandes): A0ER6Q ISIN: FR0010208488 Société: GDF Suez SA Bourse de valeurs mobilières concernée: Euronext Paris Page de Reuters: GSZ.PA
		Site Web: www.gdfsuez.com
Section	n D – Risques	
D.2	Fournir les informations clés concernant les principaux risques propres à l'émetteur.	Risque d'arrêt ou de restriction de la fixation du prix par l'Emetteur Si l'Émetteur devait limiter ou abandonner complètement son intention de fixer les prix de l'offre et de la demande, le danger existerait, au cas où les prix des Warrants ne seraient pas fixés par aucune autre partie, que les investisseurs doivent attendre l'échéance finale des Warrants ou, lorsque l'exercice est possible, qu'ils doivent exercer leur droit d'option.
		Risque de liquidité en dépit d'un accord de transfert de pouvoir et de pertes et profits
		L'Émetteur ne serait également pas en mesure d'honorer les obligations liées aux titres en dépit d'un accord de transfert de pouvoir et de pertes et profits si, dans le cas où l'Émetteur générait une perte nette, bien que la maison mère directe soit en principe tenue de prendre cette perte à son compte, il était incapable ou non disposé à se conformer à cet engagement contractuel en raison de ses propres difficultés de trésorerie ou de surendettement.
		Courtage de transactions pour d'autres sociétés du Groupe et répartition du travail au sein de Citigroup
		L'essentiel du revenu de commission de l'Émetteur se compose du revenu des prix de cession des transactions de courtage avec les sociétés apparentées. Les coûts pour l'Émetteur résultant de l'échange de services avec différentes sociétés du Groupe sont remboursés sur la base des accords existants en utilisant les prix de cession. À cette fin, le revenu et les dépenses, en particulier

le revenu de commission pour les transactions réalisées avec l'assistance de la banque à titre de conseiller dans le cadre de ses activités commerciales, sont déterminés et alloués aux différents secteurs fournissant les services. Les transactions se rapportent à la négociation sur les titres, les émissions d'obligations et la gestion financière d'entreprise ainsi qu'à la vente de produits structurés, dérivés de titres de sociétés et les produits de gestion de devises, et aux opérations bancaires internationales. Ce processus est coordonné étroitement dans l'ensemble des secteurs avec Citigroup Global Markets Limited, Londres, en particulier, et également avec Citibank, N.A., Londres.

Si une décision était prise au sein de Citigroup pour réaffecter les activités concernées à d'autres sociétés du Groupe, l'Émetteur pourrait perdre une importante source de revenu.

Les risques de l'activité de prêt

Le portefeuille de prêt de l'Émetteur consiste principalement en prêts accordés à des clients internationaux dans les secteurs de l'industrie et des services financiers ayant des notations de crédit de qualité. Les défauts de remboursement de prêt ont été évités ces dernières années grâce à cette politique commerciale. Le portefeuille de prêts consiste principalement en un nombre raisonnable d'unités empruntrices, comme le prescrit la loi allemande sur les opérations bancaires. Si des emprunteurs individuels importants du portefeuille de l'Émetteur n'étaient pas en mesure d'honorer leurs obligations, une forte hausse des provisions pour pertes sur prêt serait envisageable en principe et des défauts de remboursement sur prêts pourraient se produire.

Risque de taux d'intérêt

Le département des risques et trésorerie évalue et maîtrise le risque sur taux d'intérêt de l'Émetteur. L'exposition de l'Émetteur à des fluctuations des taux d'intérêt peut être un risque à moyen ou à long terme pour la détention de titres liquides si ceux-ci n'étaient pas à l'origine couverts par des transactions de couverture telles que des accords de swap de taux d'intérêt. Il en va de même pour les emprunts à moyen et long terme accordés par l'Émetteur. Un risque significatif de fluctuation des taux d'intérêt pourrait survenir lorsque les taux d'intérêt ne font pas l'objet d'un suivi attentif et en temps opportun, ce qui peut générer le danger concomitant qu'une mesure pour couvrir une telle exposition au risque de taux d'intérêt ne soit pas prise suffisamment tôt.

Risque opérationnel

L'Émetteur a transféré un certain nombre de domaines qui sont importants pour une gestion et un contrôle appropriés de ses activités économiques et les risques qui s'y rapportent à d'autres sociétés au sein et à l'extérieur de Citigroup. Au cas où les sociétés auxquelles ces domaines ont été transférés ne s'acquitteraient pas de leurs obligations contractuelles ou ne le feraient pas en temps opportun, la capacité de l'Émetteur à assumer ses propres obligations découlant des titres qu'il a émis aux dates prévues pourrait également être compromise.

Risque fiscal

Les décisions fiscales prises concernant l'Émetteur sont régulièrement soumises à un examen ultérieur sous forme d'audit fiscal externe ou d'arbitrage des affaires individuelles par les tribunaux compétents. Cette pratique est courante

et signifie qu'un rappel d'impôts peut être décidé par l'administration fiscale des années après l'évaluation initiale en raison d'un contrôle fiscal ou d'une décision à portée générale rendue par un tribunal fiscal.

Risques généraux liés à l'activité

• Risque de règlement

Le risque qu'une transaction soit traitée de manière incorrecte, ou qu'une transaction soit exécutée différemment des intentions et des attentes de la direction de l'Emetteur.

• Risque en matière d'information

Le risque que l'information, qui a été produite, reçue, transmise ou conservée au sein ou à l'extérieur du siège social de l'Émetteur ne soit plus accessible. En outre, de telles informations peuvent être de qualité médiocre ou avoir été mal exploitées ou encore avoir été obtenues sans autorisation. Le risque en matière d'information inclut également les risques provenant des systèmes en tant que tels et utilisés pour le traitement de l'information.

• Risque de réputation

Il représente le risque pour l'Emetteur que la relation avec ses clients se détériore si le niveau de qualité de ses services est insuffisant ou le risque que les transactions soient traitées de manière incorrecte. Ce risque inclut également le risque de développer des relations d'affaires avec des contreparties dont les pratiques ne sont pas conformes aux normes ou à l'éthique de l'Émetteur.

• Risque lié au personnel

L'Émetteur fait appel à des professionnels et des cadres dirigeants qualifiés. Le risque lié au personnel inclut le risque d'une rotation importante du personnel et le risque que l'Émetteur ne soit pas en mesure de retenir un personnel qualifié en nombre suffisant, mais également le risque que les employés de l'Émetteur enfreignent en connaissance de cause ou par négligence les règles fixées ou les standards éthiques de pratique établis par la société.

• Risques juridiques et réglementaires

L'Émetteur considère les risques juridiques comme tout risque résultant des contrats engageant sa responsabilité et de la loi applicable. Les risques réglementaires résultent de l'environnement juridique dans lequel l'Émetteur réalise ses opérations.

• Risques de fraude

Risques internes et externes de fraude tels que la corruption, le délit d'initié et le vol de données.

D 6	Fournir	les
D.0		100
	informations	clés
	concernant	les

Facteurs généraux de risque des Warrants

Risque de perte totale

principaux risques propres aux valeurs mobilières. Inclure un avertissement informant l'investisseur qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son investissement et/ou. si le risque encouru l'investisseur ne se limite pas à la valeur de investissement, une mention de ce fait, assortie d'une description des cas où ce surcroît de risque se matérialise ainsi que des effets financiers probables cette matérialisation.

Les Warrants constituent des instruments d'investissement particulièrement risqués. Ils impliquent un niveau de risque particulièrement élevé de perdre le capital investi, y compris une perte totale, plus les coûts de transaction encourus et tous les coûts d'emprunt.

Risque de défaillance de l'Émetteur des Warrants

Au cas où l'Émetteur deviendrait insolvable, les investisseurs pourraient subir une perte pouvant aller jusqu'à une perte totale. En tant que titres au porteur, les Warrants n'entrent pas dans le champ des dispositions prévues pour la protection des dépôts.

Risque résultant de fluctuations de prix des Warrants supérieures à la moyenne (effet de levier)

L'une des principales caractéristiques des Warrants est l'effet de levier : une évolution du cours de la valeur sous-jacente peut entraîner une variation disproportionnée du cours du Warrant. En même temps, les Warrants génèrent également des risques de perte supérieurs à la moyenne.

Risque d'absence ou de non-fonctionnement d'un marché secondaire de Warrants ou de manque de disponibilité du système de transactions électroniques de l'Émetteur

Les investisseurs ne devraient pas présumer qu'ils seront en mesure de vendre un Warrant à un moment particulier ou à un prix particulier pendant sa période de validité. Les investisseurs devraient plutôt partir de l'hypothèse que le prix en bourse ne peut se situer que dans les limites de la fourchette de prix acheteur et vendeur indiquée par l'Émetteur, si elle est disponible, et que leurs ordres d'achat ou de vente en bourse seront exécutés avec l'Émetteur en qualité de contrepartie directe ou indirecte.

Risque lié à la cessation du négoce sur le marché secondaire immédiatement avant une échéance finale

L'Emetteur et/ou le marché cessent de négocier les Warrants juste avant leur date d'évaluation. Cependant, le prix de référence de la valeur sous-jacente à la date d'évaluation et/ou le taux de change applicable, lesquels sont importants dans la détermination du montant des Warrants, peuvent varier entre le dernier jour de cotation et la date d'échéance, dans un sens défavorable à l'investisseur. Il existe un risque particulier que le prix de la valeur sous-jacente atteigne, chute au-dessous ou dépasse une barrière pour la première fois juste avant que le prix de référence à la date d'évaluation soit déterminé et après la clôture de la cotation sur le marché secondaire.

Risque sur la devise relatif à la valeur intrinsèque des Warrants

La performance de l'investissement est soumise à un risque sur la devise si la valeur sous-jacente sur laquelle les Warrants sont basés est libellée dans une devise autre que la devise dans laquelle le montant en numéraire est versé (devise de règlement).

Risques d'événements perturbant le fonctionnement du marché

En cas de survenue d'événements perturbant le fonctionnement du marché pour

la valeur sous-jacente, l'Émetteur a le droit de repousser la date d'évaluation du prix de référence de l'exercice. Ceci peut entraîner un risque supplémentaire pour les investisseurs si la valeur sous-jacente réalise une performance négative pendant la durée du report ou, le cas échéant, si le taux de change utilisé pour convertir la valeur intrinsèque en devise de règlement fluctue dans un sens défavorable à l'investisseur.

Facteurs de risque spécifiques au produit

Risque relatif à la perte de la valeur temps des Warrants en fonction de la durée résiduelle

Le prix des Warrants est calculé sur la base de deux composants du prix (la valeur intrinsèque et la valeur temps) La valeur intrinsèque des Warrants pendant leur période de validité est égale à la différence (si elle est positive), multipliée par le coefficient multiplicateur, entre la valeur sous-jacente et le prix d'exercice (warrants Call). Le montant de la valeur temps, d'autre part, est essentiellement déterminée en fonction de la durée résiduelle du Warrant et de la fréquence et de l'intensité des fluctuations du prix de la valeur sous-jacente attendues par l'Émetteur pendant la durée résiduelle du Warrant (volatilité implicite).

Risques relatifs à d'autres facteurs affectant la valeur comme les taux d'intérêt du marché monétaire, les dividendes attendus et les coûts de refinancement de l'Émetteur

Les autres facteurs affectant le prix des Warrants comprennent, notamment, les taux d'intérêt sur le marché monétaire pour la durée résiduelle, le revenu attendu des transactions de couverture de l'Émetteur concernant la valeur sousjacente et le niveau des coûts de refinancement de l'Émetteur pour réaliser ces transactions de couverture.

Même si le prix de la valeur sous-jacente s'élève, dans le cas d'une option call, ou chute, dans le cas d'une option put, la valeur du Warrant peut diminuer en raison des autres facteurs affectant la valeur. Compte tenu de la durée de validité limitée du Warrant, aucune garantie ne peut être donnée quant à une remontée du prix du Warrant dans les délais. Plus la durée résiduelle est courte, plus le risque est grand.

Section E - Offre

E.2b	Indiquer les raisons de l'offre et l'utilisation
	prévue du produit de
	celle-ci, lorsqu'il s'agit
	de raisons autres que la
	réalisation d'un
	bénéfice et/ou la
	couverture de certains
	risques.

Sans objet; les raisons de l'offre sont de réaliser des profits et/ou de prendre une couverture par rapport à certains risques et le produit net de l'émission de Warrants présentés dans le Prospectus de Base seront utilisés par l'Émetteur à des fins générales.

E.3 Décrire les modalités et Méthode de présentation de l'offre, offreur et date d'émission des

	les conditions de	Warrants
	l'offre.	Les Warrants sont offerts de gré à gré en continu.
		L'offre des Warrants commence en France le 22.01.2014.
		Les offreur des Warrants est: l'Émetteur
		La date d'émission est: 22.01.2014
		Restriction imposée à la libre négociabilité des valeurs mobilières
		Les Warrants peuvent être offerts ou vendus seulement si l'ensemble des lois et règlementations relatives aux valeurs mobilières en vigueur dans la juridiction dans laquelle un achat, une offre, une vente ou une livraison de Warrants est effectué ou dans laquelle le présent document est diffusé ou conservé pour inspection ont été respectées, et si tous les consentements ou autorisations nécessaires pour l'achat, l'offre, la vente ou la livraison des Warrants conformément aux normes légales en vigueur dans cette juridiction ont été obtenus.
		En particulier, les Warrants ne sont pas et ne seront pas enregistrés conformément à la Loi sur les valeurs mobilières des États-Unis (<i>United States Securities Act</i>) de 1933 telle qu'amendée. Ils ne peuvent être offerts, vendus, négociés ou livrés au sein des États-Unis directement ou indirectement par ou pour le compte d'un ressortissant des États-Unis (comme défini dans la Réglementation S conformément à la Loi sur les valeurs mobilières des États-Unis de 1933), excepté dans le cas d'exemption des conditions d'enregistrement de la Loi sur les valeurs mobilières. Toute personne recevant le montant de liquidités correspondant aux termes et conditions est considérée comme ayant fait une déclaration indiquant que la personne titulaire des droits découlant des Warrants n'est pas un ressortissant des États-Unis.
		Prix d'émission, frais et taxes relatifs à l'achat
		Le prix d'émission initial est de EUR 0,15.
		Sans objet, l'achat de Warrants ne faisant supporter aucun coût ou taxe à l'Émetteur notamment pour les acheteurs ou les souscripteurs.
E.4	Décrire tout intérêt, y compris les intérêts conflictuels, pouvant influer sensiblement sur l'émission/l'offre.	L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui agissent généralement en qualité d'agent de calcul des Warrants. Cette activité peut entraîner des conflits d'intérêt dans la mesure où les responsabilités de l'agent de calcul comprennent certaines déterminations et décisions qui pourraient avoir un effet négatif sur le prix des Warrants ou le montant des liquidités.
		L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent s'engager dans des transactions de négoce sur la valeur sous-jacente, sur d'autres instruments qui s'y rapportent, ou sur des dérivés, des options boursières ou des contrats à terme en bourse, ou peuvent émettre d'autres valeurs et dérivés fondés sur la valeur sous-jacente. Les sociétés peuvent également intervenir dans l'acquisition de nouvelles parts ou d'autres titres de la valeur sous-jacente ou, dans le cas d'indices de valeurs, de sociétés individuelles incluses dans

l'indice, ou agir en qualité de conseillers financiers pour les entités auxquelles il est fait référence ou collaborer avec elle dans le secteur de la banque d'affaires. Les sociétés sont tenues de s'acquitter de leurs obligations à ce titre, indépendamment des conséquences qui peuvent en résulter pour les détenteurs de warrants et, le cas échéant, devront prendre les mesures qu'elles considèrent nécessaires ou appropriées pour se protéger ou sauvegarder leurs intérêts dans le cadre de ces relations d'affaires. Les activités visées ci-dessus pourraient entraîner des conflits d'intérêt et avoir un effet négatif sur le prix de la valeur sous-jacente ou des titres qui lui sont associés comme les Warrants.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent émettre des titres dérivés supplémentaires fondés sur la valeur sous-jacente, ou sur des éléments constitutifs de la valeur sous-jacente, notamment des titres dont les caractéristiques sont identiques ou similaires à celles des Warrants. L'introduction de tels produits, qui concurrencent les Warrants, peuvent avoir un effet sur le prix de la valeur sous-jacente ou les éléments constitutifs de la valeur sous-jacente et donc aussi sur le prix des Warrants. L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent recevoir des informations de nature non publique se rapportant à la valeur sous-jacente, ou à des éléments constitutifs de la valeur sous-jacente, mais ne sont pas tenus de les communiquer aux détenteurs de warrants. De plus, les sociétés appartenant à Citigroup ou affiliées à lui peuvent publier des rapports de recherche se rapportant à la valeur sous-jacente ou aux éléments constitutifs de la valeur sous-jacente. Les activités de ce type peuvent créer certains conflits d'intérêt et affecter le prix des Warrants.

E.7 Donner une estimation des dépenses facturées à l'investisseur par l'émetteur ou l'offreur.

Les dépenses estimées pour les Warrants, y compris le coût d'admission à la négociation sont compris(es) dans le prix d'émission ou au prix de vente, le cas échéant. Si l'investisseur achète des Warrants auprès d'un distributeur, le prix d'achat à payer par l'investisseur pourra comprendre des commissions de vente devant être communiquées au distributeur.

Citigroup Global Markets Deutschland AG

Frankfurt am Main

(Issuer)

Final Terms dated

21 January 2014

to the

Tripartite Base Prospectus dated 13 May 2013 as amended (the "Tripartite Base Prospectus")

CALL OR PUT WARRANTS

referenced to the following underlying:

GDF Suez

ISIN: DE000CF6Z626

The respective Final Terms to the Tripartite Base Prospectus will be made available as a separate document in paper form free of charge at the address of the relevant paying agent and published on the Issuer's website (www.citifirst.com).

The subject matter of the Final Terms is Call or Put Warrants (Product No. 1) (the "Warrants" or the "Series") based on a share or a security representing shares issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer").

The Final Terms were prepared in accordance with Article 5 (4) of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (as most recently amended by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010) (the "Prospectus Directive") and must be read in conjunction with the Tripartite Base Prospectus (consisting of the Summary and the Securities Note, each dated 13 May 2013, and the Registration Form of Citigroup Global Markets Deutschland AG dated 3 May 2013, including any supplements). Complete information about the Issuer and the offer of the Warrants can be obtained only from a synopsis of these Final Terms together with the Tripartite Base Prospectus (including all related supplements, if any).

The Final Terms to the Tripartite Base Prospectus take the form of a separate document within the meaning of Article 26 (5) of Commission Regulation (EC) No. 809/2004 of 29 April 2004 as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012 and Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012 (the "**Prospectus Regulation**").

An issue specific summary that has been completed for the Warrants is attached to these Final Terms.

INFORMATION ABOUT THE TERMS AND CONDITIONS – ISSUE SPECIFIC CONDITIONS

With respect to the Series of Warrants, the Issue Specific Conditions applicable to the Call or Put Warrants, as replicated in the following from the Tripartite Base Prospectus and supplemented by the information in the Annex to the Issue Specific Conditions as set out below, and the General Conditions contain the conditions applicable to the Warrants (referred to together as the "Conditions"). The Issue Specific Conditions should be read in conjunction with the General Conditions.

Part A. Product Specific Conditions

No. 1 Option Right

Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer") hereby grants the holder (each a "Warrant Holder") of Call or Put Warrants (the "Warrants"), based on the Underlying as specified in detail in each case in Table 1 and Table 2 of the Annex to the Issue Specific Conditions, the right (the "Option Right") to require the Issuer to pay the Cash Amount (No. 2 (1) of the Issue Specific Conditions) or the Termination Amount (No. 2 of the General Conditions) in accordance with these Terms and Conditions.

No. 2 Cash Amount; Definitions

- (1) The "Cash Amount" for each Warrant, subject to the early redemption of the Warrants by the Issuer (No. 2 of the General Conditions), shall be the Intrinsic Value of a Warrant, if the latter is already expressed in the Settlement Currency, or the Intrinsic Value of a Warrant converted into the Settlement Currency using the Reference Rate for Currency Conversion.
- (2) The "Intrinsic Value" of a Warrant shall be the difference, expressed in the Reference Currency and multiplied by the Multiplier, by which the Reference Price of the Underlying determined on the Valuation Date is higher than (Call Warrants) or lower than (Put Warrants) the respective Strike.
- (3) The following definitions shall apply in these Terms and Conditions:

"Additional Securities Euroclear System, Brussels; Clearstream Banking S.A.,

Depositaries": Luxembourg

"Auxiliary Location": London, United Kingdom

"Banking Day": Every day on which the commercial banks in Paris and

Frankfurt am Main are open for business, including trade in foreign currencies and the receipt of foreign currency deposits (except for Saturdays and Sundays), the

TARGET2-System is open and the Central Securities

Depositary settles payments. "TARGET2-System" shall mean the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) payment system or any successor system.

"Central Securities Depositary":

Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

France

"Clearing Territory of the

France

Central Securities Depositary":

"Currency Conversion Date": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Exchange Rate Reference

not applicable

Agent":

"Exercise Date":

I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

Valuation Date

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

The Banking Day at the respective place of the Exercise Agent pursuant to No. 3 (1), on which the exercise prerequisites pursuant to No. 3 (1) are met for the first time at 10:00 a.m. (local time at the place of the

respective Exercise Agent).

"Form of the Warrants": The Warrants will be issued in dematerialized bearer form

(au porteur) and inscribed in the books of the Central Securities Depositary which shall credit the accounts of the Account Holders. No physical document of title (including certificats représentatifs pursuant to Article R.211-7 of the French Monetary and Financial Code (Code monétaire et financier)) will be issued in respect of

the Warrants.

"Issue Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Issuer's Website": www.citifirst.com

"Maturity Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Minimum Exercise Volume": 100 Warrant(s) per ISIN or an integral multiple thereof

"Minimum Trading Volume": 1 Warrant(s) per ISIN or an integral multiple thereof

"Modified Exercise Date + 1": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

not applicable

"Modified Exercise Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

The first Exercise Date which is a Banking Day at the Auxiliary Location and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant Adjustment Exchange as specified in Table 2 of the Annex to the Issue Specific Conditions.

"Modified Valuation Date + 1": not applicable

"Modified Valuation Date": not applicable

"Multiplier": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Number": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Payment Date upon Exercise": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

At the latest the fifth common Banking Day following the Exercise Date at the registered office of the Issuer and the place of the Central Securities Depositary.

"**Reference Currency**": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"**Reference Price**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Reference Rate for Currency

Conversion":

not applicable

"Rollover Date": not applicable

"Settlement Currency": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Strike": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type of Exercise": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Underlying": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Valuation Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

As specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation

Date.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

In case of an exercise during the Exercise Period, the Valuation Date as specified in Table 2 of the Annex to the Issue Specific Conditions; in case of an Automatic Exercise, the Valuation Date as specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation Date.

No. 3 Exercise of the Option Rights

I. Applicable in the case of Warrants with a European Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

- (1) The Option Right may be exercised by the Warrant Holder only with effect as of the Valuation Date for the respective Warrant. If the Cash Amount results in a positive value, the Option Right attaching to the respective Warrant shall be deemed to be exercised on the Valuation Date without further preconditions and without the submission of an explicit Exercise Notice (referred to in the following as "Automatic Exercise").
- (2) The Issuer will transfer any positive Cash Amount to the Central Securities Depositary on the Maturity Date for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid.
- (3) The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer. In the event that the onward transfer of the Cash Amount or of the fair market value is not possible within three months after the Maturity Date ("Presentation Period"), the Issuer shall be entitled to deposit the relevant amounts with the Frankfurt am Main Local Court for the Warrant Holders at their risk and expense with a waiver of its right to reclaim those amounts. Upon the deposit of the relevant amounts with the Court, the claims of the Warrant Holders against the Issuer shall expire.
- (4) All taxes or other levies that may be incurred in connection with the payment of the Cash Amount or of the fair market value shall be borne by the Warrant Holders.
- (5) If the Valuation Date falls between the date on which the Issuer determines that there are grounds for making an Adjustment in accordance with No. 6 of the Issue Specific Conditions and the date on which the Issuer has given notice of the Adjustments (referred to in the following as the "Adjustment Period"), the Valuation Date shall be the first Banking Day common to the head office of the Issuer and to the location of the Central Securities Depositary following the date on which the Issuer has given notice of the Adjustments for the Valuation Date. The calculation of the Cash Amount in accordance with No. 2 of the Issue Specific Conditions shall be based on the relevant Reference Price of the Underlying on the Valuation Date together with the Adjustments made by the Issuer.
- (6) The Cash Amount and the fair market value shall be paid in the Settlement Currency without a requirement for the Issuer to give notice of any kind.
- (7) A declaration shall be deemed to have been made automatically that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell

or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell, resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the respective series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

(1) For the exercise of the Warrants to be effective, the holder of the respective Warrant must comply with the preconditions set out below with respect to the relevant Exercise Agent within the Exercise Period for the respective Warrant. The Exercise Period for the Warrants shall begin in each case on the third Banking Day after the Issue Date and shall end in each case at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the Valuation Date or, if the Reference Price of the Underlying is usually determined before 11.00 a.m. (local time at the location of the relevant Exercise Agent), the Exercise Period ends at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the last Trading Day preceding the last Valuation Date. The provisions of paragraphs (2) to (4) of this No. 3 II shall also apply.

If the Option Rights are exercised via the Exercise Agent in **France**, the Warrant Holder must submit to Citibank International plc., France (the "**Exercise Agent**") at the following address:

Citibank International plc. - Service Titres, 1-5 Rue Paul Cezanne, 75008 Paris, France a properly completed "Paris" Exercise Notice for the respective ISIN (International Securities Identification Number) using the form available from the Issuer (referred to in the following as "Exercise Notice") and must have transferred the Warrants which it is intended to exercise

- to the Issuer crediting its account No. 186 at Euroclear France, account nature 51 or its account No. 67098 at Clearstream Luxembourg.

The Exercise Notice must specify:

- the ISIN (International Securities Identification Number) of the Warrant series and the number of Warrants intended to be exercised and
- the account of the Warrant Holder with a bank in France into which the Cash Amount is to be paid. If the Exercise Notice does not specify an account or specifies an account outside France, a check for the Cash Amount will be sent to the Warrant Holder at his risk by normal post to the address given in the Exercise Notice within five (5) Banking Days in Frankfurt am Main and Paris following the Valuation Date.
- Confirmation must also be given that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell,

resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

- (2) The Exercise Notice shall become effective on the Exercise Date according to No. 2 (3) of the Issue Specific Conditions. The Exercise Notice may not be revoked, including during the period prior to the date on which it becomes effective. All of the preconditions set out in No. 3 (1) of the Issue Specific Conditions must be satisfied within five (5) Banking Days of the occurrence of the first precondition. In any other circumstances, the Issuer shall have the right to return any payments already made to the Warrant Holder without interest at his risk and expense; in this event the Exercise Notice shall not become effective.
- (3) Option Rights that have not been exercised effectively in accordance with paragraphs (1) and (2) shall be deemed, subject to early termination by means of extraordinary Termination pursuant to No. 2 of the General Conditions, to be exercised on the final day of the Exercise Period without further preconditions, if the Cash Amount is positive ("Automatic Exercise"). In the event of Automatic Exercise, the confirmation referred to in the last subparagraph of paragraph (1) shall be deemed to have been given automatically. In any other circumstances, all rights arising from the Warrants that have not been exercised effectively by then shall expire on that day and the Warrants shall become invalid.
- (4) All taxes or other levies that may be incurred in connection with the exercise of the Warrants shall be borne by the Warrant Holder. The exercise or settlement amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.
- (5) The Issuer will transfer any Cash Amount to the Central Securities Depositary on the Payment Date upon Exercise for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid. The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer.

No. 4 (not applicable)

Part B. Underlying Specific Conditions

No. 5 Underlying

- (1) The "**Underlying**" shall be the share or security representing shares specified as the Underlying in Table 2 of the Annex to the Issue Specific Conditions of the Company specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Company**").
- (2) The "Reference Price" of the Underlying shall correspond to the price specified as the Reference Price of the Underlying in Table 1 of the Annex to the Issue Specific Conditions,

as calculated and published on Trading Days on the Relevant Exchange specified in Table 2 of the Annex to the Issue Specific Conditions (the "Relevant Exchange"). "Trading Days" shall be days on which the Underlying is normally traded on the Relevant Exchange. "Trading Hours" shall be hours during which the Underlying is normally traded on the Relevant Exchange on Trading Days.

No. 6 Adjustments

(1) If an Adjustment Event pursuant to paragraph (2) of this No. 6 occurs, the Issuer shall determine whether the relevant Adjustment Event has a diluting, concentrative or other effect on the computed value of the Underlying and, if such is the case, shall if necessary make a corresponding Adjustment to the affected features of the Warrants, which in its reasonable discretion is appropriate in order to take account of the diluting, concentrative or other effect and to leave the Warrant Holders as far as possible in the same position in financial terms as they were in before the Adjustment Event took effect. The Adjustments may relate, inter alia, to the Strike, the Multiplier and other relevant features, as well as to the replacement of the Underlying by a basket of shares or other assets or, in the event of a merger, by an adjusted number of shares of the absorbing or newly formed company and, where relevant, the specification of a different exchange as the Relevant Exchange and/or a different currency as the Reference Currency. The Issuer may (but is not obliged to) base the determination of this appropriate Adjustment on the adjustment made in response to the relevant Adjustment Event by a futures exchange, on which options or futures contracts on the Underlying are traded at the time of the Adjustment Event, in respect of options or futures contracts on the relevant share traded on that futures exchange.

(2) An "Adjustment Event" shall be:

- (a) the subdivision (stock split), combination (reverse stock split) or reclassification of the respective shares or the distribution of dividends in the form of bonus shares or stock dividends or a comparable issue;
- (b) the increase in the capital of the Company by means of the issue of new shares in return for capital contributions, with the grant of a direct or indirect subscription right to its shareholders (capital increase for capital contributions);
- (c) the increase of the capital of the Company from its own financial resources (capital increase from corporate funds);
- (d) the grant by the Company to its shareholders of the right to subscribe for bonds or other securities with option or conversion rights (issue of securities with option or conversion rights);
- (e) the distribution of an extraordinary dividend;
- (f) the spin-off of a division of the Company in such a way that a new, independent company is formed or the division is absorbed by a third company, with the grant to the

- shareholders of the Company of shares in either the new company or the absorbing company for no consideration;
- (g) the permanent delisting of the Underlying on the Relevant Exchange as a result of a merger by absorption or new company formation or for another reason;
- (h) other comparable events that could have a diluting, concentrative or other effect on the calculated value of the Underlying.
- (3) The rules described in the preceding paragraphs shall apply analogously to securities representing shares as the Underlying (such as ADRs, ADSs or GDRs).
- (4) Changes in the method of calculating the Reference Price or other prices for the Underlying that are relevant in accordance with these Terms and Conditions, including a change in the Trading Days or Trading Hours relevant for the Underlying, shall entitle the Issuer to adjust the Option Right accordingly in its reasonable discretion. The Issuer shall determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change.
- (5) In the event that the Underlying is permanently delisted on the Relevant Exchange but continues to be listed on another exchange or another market which the Issuer in its reasonable discretion considers to be suitable (the "New Relevant Exchange"), then, subject to extraordinary Termination of the Warrants by the Issuer pursuant to No. 2 of the General Conditions, the Cash Amount shall be calculated on the basis of the corresponding prices for the Underlying calculated and published on the New Relevant Exchange. In addition, all references in these Terms and Conditions to the Relevant Exchange shall then be deemed, insofar as the context allows, to be references to the New Relevant Exchange.
- (6) In the event that a voluntary or compulsory liquidation, bankruptcy, insolvency, winding up, dissolution or comparable procedure affecting the Company is initiated, or in the event of a process as a result of which all of the shares in the Company or all or substantially all of the assets of the Company are nationalized or expropriated or required to be transferred in some other way to government bodies, authorities or institutions, or if following the occurrence of an event of another kind the Issuer reaches the conclusion that it is not possible to make an Adjustment that would reflect the changes that have occurred appropriately from a financial point of view, then the Issuer will terminate the Warrants pursuant to No. 2 of the General Conditions.
- (7) The Issuer shall give notice of the Adjustments and the date on which the Adjustments become effective in accordance with No. 4 of the General Conditions.

No. 7 Market Disruption Events

(1) If a Market Disruption Event in accordance with paragraph (2) of this No. 7 exists on the Valuation Date, then the Valuation Date shall be postponed to the next following day which fulfills the criteria for a Valuation Date in accordance with No. 2 of the Issue Specific Conditions and on which a Market Disruption Event no longer exists. The Issuer shall endeavor to give notice to the Warrant Holders without delay in accordance with No. 4 of the

General Conditions that a Market Disruption Event has occurred. However, there shall be no obligation to give notice. If, as a result of the provisions of this paragraph, the Valuation Date has been postponed for five (5) consecutive days that fulfill the criteria for a Valuation Date in accordance with No. 2 (3) of the Issue Specific Conditions and if the Market Disruption Event continues to exist on that day as well, then that day shall be deemed to be the Valuation Date and the Issuer shall determine the Cash Amount in its reasonable discretion taking account of the market conditions prevailing on any such deemed Valuation Date.

(2) "Market Disruption Event" shall mean

- (i) the suspension or restriction of trading in the Underlying on the Relevant Exchange, or
- (ii) the suspension or restriction of trading (including the lending market) in a futures or options contract based on the Underlying on a Futures Exchange on which futures or options contracts based on the Underlying are traded (the "Futures Exchange");

if that suspension or restriction occurs or exists in the last half-hour before the calculation of the closing price of the Underlying that would normally take place and is material as determined by the Issuer in its reasonable discretion. A change in the Trading Days or Trading Hours on or during which the Underlying is traded does not constitute a Market Disruption Event, provided that the change takes place as the result of a previously announced change in the trading regulations by the Relevant Exchange.

ANNEX TO THE ISSUE SPECIFIC CONDITIONS

Table 1 – supplementary to Part A. Product Specific Conditions

Issue Date: 22/01/2014

Initial value date in France: 27/01/2014

ISIN / Local Trading Code	Underlying	Туре	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike	Multiplier	Valuation Date / Maturity Date	Type of Exercise	Number	Reference Price of the Underlying ("Reference Price")
DE000CF6Z626 / 5121C	GDF Suez	PUT	No	EUR 0.15	Euro (EUR)	EUR 17.00	0.2	20/03/2014 / 27/03/2014	European	3,000,000	Closing price

Table 2 – supplementary to Part B. Underlying Specific Conditions

Underlying (Company) / Share type	ISIN or Reuters	Relevant Stock Exchange /	Valuation Date /	Currency in which the
	Code of the	Relevant Adjustment Exchange for the	Currency Conversion Date	Reference Price is expressed
	Underlying	Underlying ("Adjustment Exchange")		("Reference Currency")
GDF Suez SA / Common Shares	FR0010208488	Euronext Paris / EUREX Frankfurt	See Table 1 / not applicable	Euro (EUR)

The following specific meanings shall apply in this context:

Deutsche Börse AG, Frankfurt, Germany (XETRA®)

EUREX : EUREX, Frankfurt, Germany

STOXX Limited, Zurich : STOXX Limited, Zurich, Switzerland

Dow Jones & Company, Inc., New York, U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

Nikkei Inc. : Nikkei Inc., Tokyo, Japan

Standard & Poor's Corp., New York, N.Y., U.S.A.

AEX Options and Futures Exchange, Amsterdam, The Netherlands

Bolsa de Derivados Portugal, Lisbon, Portugal : Bolsa de Derivados Portugal, Lisbon, Portugal

EUREX : EUREX, Zurich, Switzerland

Euronext Amsterdam/ Euronext Lisbon/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Euronext Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Discrete Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Paris S.A., Paris, France

Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.) : Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.), Helsinki, Finland

Helsinki Derivatives Exchange (HEX Ltd.) : Helsinki Derivatives Exchange (HEX Ltd.), Helsinki, Finland

HSIL : Hang Seng Indexes Company Limited ("HSIL"), Hong Kong, China

Madrid stock exchange : Bolsa de Madrid, Madrid, Spain

MEFF
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
New York Stock Exchange, New York, NY, USA
OCC
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signatu

OSE : Osaka Securities Exchange, Osaka, Japan TSE : Tokyo Stock Exchange, Tokyo, Japan SIX Swiss Exchange, Swiss Exchange : SIX Swiss Exchange, Switzerland

RISK FACTORS

Investors should read carefully the risk factors set out under "I. Risk factors of Warrants" in the Securities Note and under 1. in the Registration Form.

In particular, the following optional risk factors that relate only to certain types of Warrants are applicable to these Warrants (please refer to "I. Risk factors of Warrants" in the Securities Note):

- Risk relating to the loss of time value of Warrants depending on the remaining term
- Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs

ADDITIONAL INFORMATION

Name and address of the paying agents and the calculation agent

Paying Agent(s):

Citigroup Global Markets Ltd., 1-5 Rue Paul Cézanne, 75008 Paris, France

Calculation Agent:

Citigroup Global Markets Deutschland AG, Frankfurter Welle, Reuterweg 16, D-60323 Frankfurt am Main, Federal Republic of Germany

Conflicts of interest

With respect to interests of natural and legal persons involved in the issue and resulting potential conflicts of interest, please refer to "4. Risk of conflicts of interest" under "I. Risk factors of Warrants" in the Securities Note.

Offer method

The Warrants are being offered over-the-counter on a continuous basis in one series.

The offer of the Warrants begins in France on 22/01/2014.

Stock exchange listing

The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.

Consent to the use of the Prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*, "WpPG").

Issue price, price calculation and costs and taxes on purchase

The initial issue price is specified in Table 1 of the annex to the Issue Specific Conditions.

Both the initial issue price and the bid and offered prices quoted by the Issuer during the term of the Warrants are calculated using theoretical pricing models. In this context, the bid and offered prices for the Warrants are determined on the basis, among other things, of the mathematical value of the Warrants, the costs of hedging and accepting risk and the expected return. Please see also the information provided under "Risk relating to the calculation of the warrant prices" and "4. Risk of conflicts of interest", both in Section "I. Risk factors of Warrants".

No costs or taxes of any kind for the warrant holders will be deducted by the Issuer whether the Warrants are purchased off-market (in countries where this is permitted by law) or via a stock exchange. Such costs or taxes should be distinguished from the fees and costs charged to the purchaser of the Warrants by his bank for executing the securities order, which are generally

shown separately on the statement for the purchase transaction in addition to the price of the Warrants. The latter costs depend solely on the particular terms of business of the warrant purchaser's bank. In the case of a purchase via a stock exchange, additional fees and expenses are also incurred. Furthermore, warrant holders are generally charged an individual fee in each case by their bank for managing the securities account. Notwithstanding the foregoing, profits arising from the Warrants or capital represented by the Warrants may be subject to taxation.

Information on the underlying

Website: www.gdfsuez.com

Disclaimers in relation to Share Prices used as Underlyings

Insofar as share prices are the underlying of Warrants issued by the issuer and described in this Final Terms document, the respective public limited company that has issued the relevant shares, to whose reference price the Warrants relate (the "Issuer of the Underlying"), does not express any recommendation for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main. The Issuer of the underlying neither directly nor indirectly assumes any liability for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main.

The Warrants are the sole obligation of Citigroup Global Markets Deutschland AG and do not involve liability on the part of the Issuer of the underlying. This is not an offer of shares. The Issuer of the underlying has not been and does not want to be involved, neither directly nor indirectly, in deciding the timing of the issue, or the preparation of this document, or the constitution of the option rights under these securities. Furthermore, the Warrant Holder will not have any right through the Warrant to any information, votes or dividends in the Issuer of the underlying.

Publication of additional information

The Issuer does not intend to provide any additional information about the underlying.

The Issuer will publish additional notices described in detail in the terms and conditions. Examples of such notices are adjustments of the features of the Warrants as a result of adjustments relating to the underlying which may, for example, affect the conditions for calculating the cash amount or a replacement of the underlying. A further example is the early redemption of the Warrants if an adjustment cannot be made.

Notices under these terms and conditions are generally published on the Issuer's website. If and to the extent that mandatory provisions of the applicable laws or exchange regulations require notices to be published elsewhere, they will also be published, where necessary, in the place prescribed in each case.

Selling restrictions

Information on selling restrictions can be found under "VI. Selling restrictions" in the Securities Note.

ANNEX – ISSUE SPECIFIC SUMMARY

Section A – Introduction and warnings

This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the A.1 "Issuer") and of the Warrants issued under the Tripartite Base Prospectus. The Summary is intended as an introduction to the Tripartite Base Prospectus, which comprises this Summary, the Registration Form of Citigroup Global Markets Deutschland AG dated 03 May 2013 including any supplements and the Securities Note of Citigroup Global Markets Deutschland AG dated 13 May 2013. Investors should therefore ensure that any decision to invest in the Warrants is based on a review of the entire Prospectus, including any supplements and the Final Terms. Where claims relating to the information contained in a base prospectus, any supplements, and the respective Final Terms are brought before a court, the investor acting as plaintiff may, as a result of the laws of individual member states of the European Economic Area, have to bear the costs of translating the base prospectus, any supplements, and the Final Terms into the language of the court prior to the commencement of legal proceedings. The Issuer can be held liable for the content of this Summary, including any translation prepared, but only in the event that the Summary is misleading, inaccurate or inconsistent when read in conjunction with the other parts of the Prospectus, or, when read in conjunction with the other parts of the Tripartite Base Prospectus, does not convey all of the key information required.

A.2 Consent to use the prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent) for offers in France (the "Offer State"). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (Wertpapierprospektgesetz, "WpPG").

In the event of an offer by a financial intermediary, the terms and conditions of the offer must be provided to investors at the time of the offer by the financial intermediary.

Sectio	n B – Issuer and any g	n B – Issuer and any guarantors				
B.1	The legal and commercial name of the issuer.	The legal and commercial name of the Issuer is Citigroup Global Markets Deutschland AG.				
B.2	The domicile and legal form of the issuer, the legislation under which the issuer operates and its country of incorporation.	Prankfurt am Main; the address of Citigroup Global Markets Deutschland AG is Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, Federal Republic of Germany (telephone +49 (0)69-1366-0). Legal form and jurisdiction The Issuer is a stock corporation (Aktiengesellschaft, "AG") under German law. Place of registration The Issuer is entered in the commercial register of the Frankfurt am Main Local Court under the number HRB 88301.				

	T.	
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Bank expects world economic growth in 2013 to increase slightly from 2.5 per cent to 2.6 per cent. In 2014 growth should increase to 3.2 per cent. The slowdown in worldwide economic growth was principally due to the slowdown of growth in the industrialized countries. The Bank expects moderate growth of 1.0 per cent for industrialized countries in 2013 and a modest increase to 1.6 per cent in 2014.
		Overall the Bank expects continued significant variations between different regions in the world.
		The Bank expects a mild recession in the Eurozone (the Bank's growth forecasts are for -0.6 per cent and -0.4 per cent for 2013 and 2014). This is seen to be due to the continuing sovereign debt crisis and the high level of private sector indebtedness in the peripheral European countries. The ECB is expected to continue to act to stabilise markets and to reduce interest rates in the second quarter of 2013 depending on further economic growth in the Eurozone, which could be followed by a forecast final interest rate reduction in the second half of the year. The Bank considers it likely that Southern Europe and Ireland will only gradually reach a common sustainable fiscal path. If the core countries in future are no longer prepared to increase their support for the peripheral states, this could lead to a raft of debt restructurings (with likely longer maturities and interest rate reductions), but probably not before 2015.
		In the Warrants and Certificates Division, the competition is expected to remain intense among leading issuers. Further regulatory challenges are expected, which have to be integrated into the business in a timely manner.
		Given the forecasts made by the individual business divisions and a restrictive cost management approach, the Bank is expecting continued overall profits in fiscal years 2013 and 2014.
B.5	If the issuer is part of a group, a description of the group and the issuer's position	The Issuer is a member of the German subgroup of Citigroup. As a public limited company, it is managed by the executive board. The Issuer is wholly-owned by the German holding company, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, a limited partnership with registered offices in Frankfurt/Main.
	within the group.	Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is also a silent partner of the Issuer, having a silent equity interest ("Stille Einlage") totalling EUR 122,710,051.49 as of 30 November 2012. The general partner of Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is Citigroup Global Markets Finance LLC (USA). The sole limited partner is Citi Overseas Investment Bahamas Inc.
		All shares of Citigroup Global Markets Finance LLC are held by Citi Overseas Investment Bahamas Inc., the sole shareholder of which is Citibank Overseas Investment Corporation (USA). This company is in turn 100 per cent owned by Citibank, N.A. (USA). Citibank, N.A. (USA) is a 100 per cent owned subsidiary of Citicorp (USA), which in turn is a 100 per cent owned subsidiary of Citigroup, Inc. (USA).
B.9	Where a profit	Not applicable; the Issuer has decided not to make any profit forecasts or profit

	forecast or estimate is made, state the figure.	estimates in the Base Prosp	ectus.		
B.10	A description of the nature of any qualifications in the audit report on the historical financial information.	The annual financial state December 2011 to 30 Nov 2011 were audited by the unqualified auditor's opinion	vember 2012 and ne Issuer's statute	1 December 201	0 to 30 November
B.12	Selected historical key financial information regarding the issuer, presented for each financial year of the period	Key Annual Financial Deutschland AG The table below provides a which have been taken fro prior fiscal year (fiscal year business development of Ci	m the audited fin ar 2011) and fisca	ertain noteworthy ancial statements I year 2012 and	2012 between the thereby reveals the
	covered by the historical financial information and any		30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro	
	subsequent interim	Balance sheet total	9,543	8,690	
	financial period accompanied by	Business volume	11,162	10,163	
	comparative data	Equity capital	590	588	
	from the same	Loan portfolio	5,365	5,196	
	period in the prior financial year,	Number of employees	348	361	
	except that the	- Company of			I
	requirement for comparative balance sheet information is satisfied by		01.12.2011 - 30.11.2012 in million Euro	prior fiscal year (01.12.2012 - 30.11.2011) in million Euro	
	presenting the year- end balance sheet	Interest income from operations	11	29	
	information. A statement that there	Commissions from brokerage business	111	96	
	has been no material adverse change in the	Commissions from securities business	18	17	
	prospects of the issuer since the date	Net income from financial trading operations	25	60	
	of its last published audited financial	General administrative expenses	161	137	
	statements or a description of any material adverse change.	As of the balance sheet da following components:	ate, the balance s	sheet equity cap	ital consists of the
	A description of				

significant changes in the financial or trading position of the issuer subsequent to the period covered by the historical financial information.

	30.11.2012 in million Euro (audited)	prior fiscal year (30.11.2011) in million Euro (audited)
Subscribed capital		
Share capital	210.6	210.6
Silent partner capital	122.7	122.7
Capital reserves	195.8	193.8
Legal reserves	33.0	33.0
Other earnings reserves	27.9	27.9

In addition, as part of incorporating the new rules under the BilMoG pursuant to § 340g of the German Commercial Code (HGB), a new separate item was created ("Fund for general banking risks") in the amount of EUR 9.4m (EUR 6.6m in the previous year).

The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows:

	30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro
Equity capital on balance sheet	590.0	588.0
Less intangible assets	0	-1.2
Core capital	599.3	594.3
Supplementary capital	0.0	0.0
Equity capital	599.3	594.3
Capital ratios		
Tier one capital in %	33.6	29.3
Total capital ratio in %	33.6	29.3

Despite the debt crisis in the Eurozone and the concomitant volatility on the international financial markets, Citigroup Global Markets Deutschland AG was once again able to earn a profit in the recently completed fiscal year.

Key Semi-Annual Financial Information of Citigroup Global Markets Deutschland AG

The table below provides a comparison of certain noteworthy financial statistics for the first half of the financial year 2013 which have been taken from the unaudited interim financial statements 2013 between the prior fiscal year and/or the previous year's figures and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

	31.05.2013	30.11.2012	
	in million Euro	in million Euro	

Balance sheet total	11,147	9,543
Business volume	12,628	11,162
Equity capital	590	590
Loan portfolio	5,179	5,365
Number of employees on the balance sheet date	263	334

	01.12.2012 - 31.05.2013 in million Euro	01.12.2011 - 31.05.2012 in million Euro
Interest income from operations	3	7
Commissions from brokerage business	20	33
Commissions from securities business	8	9
Net income from financial trading operations	29	16
General administrative expenses	72	70

Statements as regards trend information and financial or trading position

The Issuer declares that since the date of the last audited annual financial statements on 30 November 2012 no material adverse change in the prospects of the Issuer has occurred.

Furthermore, the Issuer declares that since the date of the last interim financial statements on 31 May 2013 no significant change has occurred in the financial or trading position of the Issuer.

B.13 A description of any recent events particular to the issuer which are to a material extent relevant to the evaluation of the issuer's solvency.

Significant events that may have a material impact on the assessment of the Issuer's solvency can not be determined at the moment. However, Citigroup Global Markets Deutschland AG is currently subject to an extra-ordinary audit on withholding taxes by the Frankfurt-Hoechst tax authority for the years 2007-2008. In this context the tax authority has expressed its view that Citigroup Global Markets Deutschland AG may not have deducted and paid withholding taxes from dividends received in connection with so called cum-ex transactions for shares held by it in custody for its clients as required. Based on these findings the tax authority is currently of the view that Citigroup Global Markets Deutschland AG is liable for non deducted withholding taxes in the amount of more than Euro 706 million for the years 2007 and 2008. In case the tax authority's view should succeed further tax liability for the years 2009 to 2011 may arise which can not be estimated at the moment.

The main starting point for the liability claim of the tax authorities is the question if Citigroup Global Markets Deutschland AG is to be qualified as a German bank

		executing the trade (<i>die den Verkaufsauftrag ausführende Stelle</i>) in the respective years. Furthermore, the method applied to identify the amount of the liability claim is debatable as well as the question if Citigroup Global Markets Deutschland AG can be held liable as principal debtor. Citigroup Global Markets Deutschland AG has obtained legal advice from a reputable tax consultant office as well as from a reputable accounting firm. Based thereon, the management of Citigroup Global Markets Deutschland AG is of the view that the likelihood to win any legal proceedings in this matter exceeds 50 per. cent. On this basis, Citigroup Global Markets Deutschland AG's management has decided to put up a reserve only for expected legal advice and litigation expenses, if any, and has decided that 2 million Euro is an adequate figure in this respect. Furthermore, it should be noted that Citigroup is currently evaluating measures to
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	optimize its organizational structure. Citigroup Global Markets Finance Corporation as the German holding company owns 100% of the shares of the Issuer. Pursuant to § 17 (2) of the German Stock Corporation Act (<i>Aktiengesetz</i> , "AktG"), it is assumed that a company in which a majority of the shares is held by another company is dependent upon that other company.
B.15	A description of the issuer's principal activities.	The Issuer is engaged in the business of corporate and investment banking and offers companies, governments and institutional investors comprehensive financial solutions in the areas of investment banking, fixed income, foreign exchange, equities and derivatives, and global transaction services; in addition it is a leading issuer of warrants and certificates whose end investors are predominantly retail clients. Since the end of 2012 the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.
B.16	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control.	In addition to the inclusion of the Issuer in the Citigroup Inc. group of companies referred to above, the Issuer is also party to a control and profit and loss transfer agreement with its immediate parent company. Under the terms of the agreement, the Issuer has placed the management of its business under the control of its immediate parent company. Accordingly, the immediate holding company has the right to give instructions to the Issuer. The agreement also requires the Issuer to transfer its entire profit to its immediate parent company. In return, the immediate parent company is required to make up any annual loss of the Issuer arising during the period of the agreement, as provided in detail by § 302 (1) and (3) AktG.

Section C – Securities					
C.1	•	Type/form of the Warrants			
	type and the class of the securities being offered	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with			

	and/or admitted to trading, including any security identification number.	options. One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. The leverage effect of the Warrant operates in both directions – not only to the investor's advantage in the event of the favorable performance of the factors determining the value, but also to the investor's disadvantage in the event of their unfavorable performance. The payment due under a Warrant on exercise or early termination depends on the value of the underlying at the relevant time.	
		The Warrants will be issued in dematerialized bearer form (<i>au porteur</i>) and inscribed in the books of the central securities depositary which shall credit the accounts of the account holders. No physical document of title (including <i>certificats représentatifs</i> pursuant to Article R.211-7 of the French Monetary and Financial Code (<i>Code monétaire et financier</i>)) will be issued in respect of the Warrants.	
		Security identification number	
		ISIN: DE000CF6Z626	
		Local Code: 5121C	
C.2	Currency of the securities issue.	Euro	
C.5	A description of any restrictions on the free transferability of the securities.	Each Warrant is transferable in accordance with the laws applying in each case and, where relevant, the respective applicable regulations and procedures of the securities depositary in whose records the transfer is registered.	
C.8	A description of the	Applicable law for the securities	
	rights attached to the securities including ranking and including limitations to those	The Warrants are subject to German law. The constituting of the Warrants may be governed by the laws of the jurisdiction of the central securities depository.	
	rights.	Rights attached to the Warrants	
		Each Warrant grants the holder the right to the cash amount as described in more detail under C.15.	
		Status of the Warrants	
		The Warrants create direct, unsecured and unsubordinated obligations of the Issuer that rank <i>pari passu</i> in relation to one another and in relation to all other current and future unsecured and unsubordinated obligations of the Issuer, with the exception of obligations that have priority due to mandatory statutory provisions.	
		Limitations to the rights	
		The Issuer has the right to terminate the Warrants and to amend the terms and conditions pursuant to the provisions specified in the terms and conditions of the Warrants.	

C.11	An indication as to whether the securities offered are or will be the object of an application for admission to trading, with a view to their distribution in a regulated market or other equivalent markets with an indication of the markets in question.	The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.	
C.15	A description of how the value of the investment is affected by the value of the underlying instrument(s), unless the securities have a denomination of at least EUR 100,000.	Put Warrants enable investors to participate on a disproportional (leveraged) basis in the negative performance of the underlying. In return, however, they also participate on a leveraged basis in any positive performance of the underlying and in addition bear the risk that the P Warrant may expire worthless if the reference price of the underlying	
C.16	The expiration or maturity date of the derivative securities – the exercise date or final reference date.	Maturity date: 27/03/2014 Exercise date: 20/03/2014 Valuation date: 20/03/2014	
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants with automatic exercise, i.e. a European type of exercise, the Issuer will transfer any positive cash amount to the central securities depositary on the maturity date for the credit of the warrant holders registered with the central securities depositary at the close of business on the preceding banking day at the head office of the central securities depositary. The central securities depositary has given an undertaking to the Issuer to make a corresponding onward transfer.	
C.18	A description of how the return on derivative securities takes place.	In the case of Warrants with a European type of exercise, the option right may be exercised by the warrant holder only with effect as of the valuation date for the respective Warrant. If the cash amount results in a positive value, the option right attaching to the respective Warrant is deemed to be exercised on the valuation date without further preconditions and without the submission of an explicit exercise notice ("Automatic Exercise").	

C.19	The exercise price or the final reference price of the underlying.	Reference price on the valuation date: Closing price	
C.20	A description of the type of the underlying and where the information on the underlying can be found.	Type: share or security representing shares WKN: A0ER6Q ISIN: FR0010208488 Company: GDF Suez SA Relevant stock exchange: Euronext Paris Reuters page: GSZ.PA Website: www.gdfsuez.com	
Section	D – Risks		
D.2	Key information on the key risks that are specific to the issuer.	Risk of the cessation or limitation of price-setting by the Issuer If the Issuer were to limit or completely abandon its voluntary intention to set bid and offered prices, there would be a danger, if prices for Warrants were not set by any other party that investors would have to wait for the final maturity of the Warrants or, where early exercise is possible, exercise the option right. Liquidity risk despite control and profit and loss transfer agreement	
		The Issuer would also be unable to meet its obligations arising from the securities despite the control and profit and loss transfer agreement if, in the event that the Issuer generated a net loss, while the immediate parent company would in principle be required to assume that loss, it was unable or unwilling to comply with this contractual obligation as a result of its own liquidity difficulties or overindebtedness.	
		Brokerage of transactions for other Group companies and allocation of work within Citigroup	
		The great majority of the Issuer's commission income consists of transfer pricing income from brokerage transactions with affiliated companies. The Issuer's costs arising from the exchange of services with individual Group companies are reimbursed on the basis of existing agreements using transfer prices. For this purpose, income and expenses, in particular commission income for transactions assisted by the bank in an advisory capacity in the context of its sales activities, are determined and allocated to the relevant areas providing the services. The transactions relate to equity trading, bond issues and corporate finance as well as to the sale of structured products, corporate derivatives and currency management products, and also global relationship banking. This process is coordinated closely across all areas with Citigroup Global Markets Limited, London, in particular, and also with Citibank, N.A., London.	

If a decision were made within Citigroup to reallocate the relevant activities to other Group companies, the Issuer could lose a material source of income.

Risks in the lending business

The Issuer's loan portfolio consists mainly of loans to international customers in the industrial and financial services sectors with investment grade credit ratings. Loan defaults have been avoided in recent years thanks to this business policy. The loan portfolio is mainly concentrated on a manageable number of borrower units, as defined by German banking law. If significant individual borrowers in the Issuer's portfolio were unable to meet their obligations, therefore, a substantial increase in loan loss provisions would be conceivable in principle and loan defaults could occur.

Interest rate risk

Risk-Treasury assesses and controls the Issuer's interest rate risk. The Issuer's exposure to changes in interest rates maybe a mid to long-term risk in holdings in liquid securities if these were not originally covered by hedging transactions like interest rate swap agreements. The same applies to medium and long-term loans granted by the Issuer. A significant risk from interest rate changes could arise where interest rates are not monitored in a timely or sensitive manner, which may produce the concomitant danger that action to cover such interest rate exposure is not taken early enough.

Operating risk

The Issuer has transferred a number of areas that are significant for the proper management and control of its business activities and the risks associated with them to other companies within and outside Citigroup. In the event that the companies to which these areas have been transferred do not fulfill their contractual obligations or do not do so at the proper time, the ability of the Issuer to meet its own obligations arising from the securities it has issued on the due dates could also be adversely affected.

Tax risks

The tax decisions issued to the Issuer are regularly subject to subsequent review in the form of an external tax audit or to the resolution of individual issues by the relevant courts. This is normal practice and means that an additional tax demand can be issued by the tax authorities years after the original assessment as a result of a tax audit or a generally applicable decision by a tax court.

General business risks

Settlement risk

The risk that a business transaction is incorrectly processed or that a transaction is executed which is different from the intentions and expectations of the Issuer's management.

Information risk

The risk that information, which was generated, received, transmitted or stored within or outside the Issuer's place of business, can no longer be accessed. Furthermore, such information may be of poor quality, or have been wrongly handled or improperly obtained. The information risk also includes risks that are generated by systems and used for processing information.

Reputation risk

This represents the Issuer's risk that its relations with its customers could be harmed if its services are poor or transactions are incorrectly executed. This risk also includes the risk of entering into business relations with counterparties, whose business practices do not conform to the standards or business ethics of the Issuer.

Personnel risk

The Issuer has a high demand for qualified and specially trained professionals and managers. Personnel risk entails the risk of high staff turnover and the risk that the Issuer will be unable to retain a sufficient staff of qualified personnel, as well as the risk that the Issuer's employees may knowingly or negligently violate established regulations or the firm's business ethics standards.

• Legal and regulatory risks

The Issuer views legal risks as any and all risks resulting from binding contracts and governing legislation. Regulatory risks result from the legal environment in which the Issuer does business.

· Risk of fraud

These are both internal and external risks of fraud such as bribery, insider trading and theft of data.

D.6 Ke

Key information on the key risks that are specific to the securities. This must include a risk warning effect that the investors may lose the value of their entire investment or part of it, as the case may be, and/or, if the investor's liability is not limited to value of investment, a statement of that fact, together with a description of the circumstances in which such additional liability

General risk factors of Warrants

Risk of total loss

Warrants represent particularly risky investment instruments. They entail a particularly high risk of losing the capital invested, up to and including a total loss, plus the transaction costs incurred and any borrowing costs.

Risk of default by the Issuer of the Warrants

In the event of the Issuer becoming insolvent, investors could suffer a loss up to and including a total loss. As bearer securities, Warrants do not fall within the scope of the deposit protection arrangements.

Risk arising from above-average fluctuations in the prices of Warrants (leverage effect)

One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. At the same time, Warrants also entail above-average arises and the likely financial effect.

risks of loss.

Risk of the absence or non-functioning of a secondary market in the Warrants or restricted availability of the Issuer's electronic trading system

Investors should not assume that they will be able to sell a Warrant at a particular time or at a particular price during its term. Investors should assume instead that pricing on the exchange can only take place within the spread of bid and offered prices quoted by the Issuer, if available, and that their buy or sell orders on the exchange will be executed with the Issuer as the direct or indirect counterparty.

Risk in connection with the cessation of secondary trading immediately prior to final maturity

The Issuer and/or the exchange cease trading in the Warrants shortly before their valuation date. However, the reference price of the underlying on the valuation date and/or the applicable exchange rate, both of which are important for the purpose of determining the cash amount of the Warrants, may still change between the last exchange trading day and the maturity date, which may be to the disadvantage of the investor. There is a particular risk that the price of the underlying may reach, fall below or exceed a barrier for the first time shortly before the reference price on the valuation date is determined and after trading in the secondary market has already finished.

Currency risk with respect to the intrinsic value of the Warrants

The performance of the investment is subject to a currency risk if the underlying on which the Warrants are based is expressed in a currency other than the currency in which the cash amount is paid out (settlement currency).

Risks relating to market disruption events

In the event of market disruption events with respect to the underlying, the Issuer has the right to postpone the valuation date for the reference price on exercise. This may result in an additional risk for investors if the underlying performs negatively during the time delay or, where applicable, if the exchange rate for converting the intrinsic value into the settlement currency moves in an unfavourable direction for the investor.

Product specific risk factors

Risk relating to the loss of time value of Warrants depending on the remaining term

The price of Warrants is calculated on the basis of two components of price (intrinsic value and time value). The intrinsic value of Warrants during their term is equal to the difference (if positive), multiplied by the multiplier, between the strike and the value of the underlying (Put Warrants). The amount of the time value, on the other hand, is essentially determined on the basis of the remaining term of the Warrant and the expected frequency

		and intensity of the fluctuations in the price of the underlying expected by the Issuer during the remaining term of the Warrant (implied volatility).		
		Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs		
		The other factors affecting the price of the Warrants include, <i>inter alia</i> , interest rates on the money market relating to the remaining term, expected income from the Issuer's hedging transactions in or related to the underlying and the level of the Issuer's refinancing costs for entering into those hedging transactions.		
		Even if the price of the underlying rises in the case of a call option or falls in the case of a put option, therefore, the value of the Warrant may decline as a result of the other factors affecting value. Given the limited term of the Warrant, there is no guarantee that the price of the Warrant will recover in sufficient time. The shorter the remaining term, the greater the risk.		
Section	E – Offer			
E.2b	Reasons for the offer and use of proceeds when different from making profit and/or hedging certain risks.	certain risks and the net proceeds from the issuance of Warrants presented in this base prospectus will be used by the Issuer for its general business.		
E.3	A description of the terms and conditions of	Offer method, offeror and issue date of the Warrants		
	the offer.	The Warrants are being offered over-the-counter on a continuous basis		
		The offer of the Warrants begins in France on 22/01/2014.		
		The offeror of the Warrants is the Issuer.		
		The issue date is: 22/01/2014		
		Restrictions on the free transferability of the securities		
		The Warrants may be offered or sold only if all applicable securities laws and regulations in force in the jurisdiction in which a purchase, offer, sale or delivery of Warrants is made or in which this document is circulated or kept for inspection have been complied with, and if all consents or authorizations required for the purchase, offer, sale or delivery of the Warrants in accordance with the legal norms in force in that jurisdiction have been obtained.		
		In particular, the Warrants are not and will not be registered pursuant to the United States Securities Act of 1933 as amended. They may not be offered, sold, traded or delivered within the United States either directly or indirectly by or to or for the account of a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933), except in the case of exemption from the registration requirements of the		

		Securities Act. Any person receiving the cash amount in accordance with these terms and conditions is deemed to have made a declaration that the person entitled to the rights arising from the Warrants is not a US person. Issue price and costs and taxes on purchase The initial issue price is EUR 0.15. The purchase of the Warrants incurs no costs or taxes that are specifically charged by the Issuer to the subscriber or purchaser.
E.4	A description of any interest that is material to the issue/offer including conflicting interests.	The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it generally act as the calculation agent for the Warrants. This activity can lead to conflicts of interest since the responsibilities of the calculation agent include making certain determinations and decisions which could have a negative effect on the price of the Warrants or the level of the cash amount.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may engage in trading transactions in the underlying, other instruments linked to it, or derivatives, stock exchange options or stock exchange forward contracts, or may issue other securities and derivatives based on the underlying. The companies may also be involved in the acquisition of new shares or other securities of the underlying or, in the case of stock indices, of individual companies included in the index, or act as financial advisors to the entities referred to or work with them in the commercial banking business. The companies are required to fulfill their obligations arising in this connection irrespective of the consequences resulting for the warrant holders and, where necessary, to take actions they consider necessary or appropriate in order to protect themselves or safeguard their interests arising from these business relationships. The activities referred to above could lead to conflicts of interest and have a negative effect on the price of the underlying or securities linked to it such as the Warrants.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may issue additional derivative securities based on the respective underlying or constituents of the underlying, including securities whose features are the same as or similar to those of the Warrants. The introduction of such products that compete with the Warrants may impact the price of the underlying or the constituents of the underlying and thus also the price of the Warrants. The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may receive non-public information relating to the underlying or the constituents of the underlying, but are under no obligation to pass on such information to the warrant holders. Furthermore, companies belonging to Citigroup, Inc. or affiliated to it may publish research reports relating to the underlying or constituents of the underlying. These types of activities may entail certain conflicts of interest and affect the price of the Warrants.
E.7	Estimated expenses charged to the investor	The estimated expenses for the Warrants, including the cost for admission to exchange trading, are included in the issue price or the selling price, as

by the	issuer or	the	the case may be. If the investor purchases the Warrants from a distributor,	
offeror.			the purchase price to be paid by the investor may include selling fees that	
			have to be disclosed by the distributor.	

ANNEXE - RÉSUMÉ EN FRANÇAIS

Section A – Introduction et mises en garde

A.1 Le présent Résumé présente les caractéristiques et les risques principaux de Citigroup Global Markets Deutschland AG (« l'**Émetteur** ») et les Warrants émis au titre de Prospectus Tripartite de Base. Le Résumé a pour finalité de servir d'introduction au Prospectus Tripartite de Base, qui comporte ce Résumé, le Formulaire d'Enregistrement de Citigroup Global Markets Deutschland AG daté du 3 mai 2013 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG daté du 13 mai 2013. Les investisseurs devraient donc veiller à ne prendre aucune décision d'investir dans les Warrants avant d'avoir pris connaissance du Prospectus dans sa totalité, y compris de tous les suppléments et des Conditions Définitives. Dans le cas où un recours relatif aux informations contenues dans un prospectus de base, dans tous les suppléments ou dans les Conditions Définitives respectives serait intenté auprès d'un tribunal, l'investisseur agissant en tant que plaignant pourrait, en vertu des lois de différents États membres de l'Espace économique européen, être contraint de prendre en charge le coût de la traduction du prospectus de base, de tous les suppléments et des Conditions Définitives, dans la langue de travail du tribunal avant le commencement de la procédure judiciaire. L'Émetteur peut être jugé responsable du contenu de ce Résumé, y compris de toute traduction en étant faite, mais seulement dans le cas où le Résumé serait trompeur, inexact ou contradictoire par rapport aux autres parties du Prospectus, ou, dans le cas où il est lu en même temps que les autres parties du Prospectus Tripartite de Base, s'il ne donne pas toutes les informations clés nécessaires.

A.2 – Consentement à l'utilisation du prospectus.

En ce qui concerne les Offres non-dispensées, en vertu de l'Article 3 (2) de la Directive Prospectus, l'Émetteur consent à l'utilisation du Prospectus par tous les intermédiaires financiers (consentement général) pour les offres faites en France (le ou les « État(s) concerné(s) par l'Offre »). Le consentement général à la revente ultérieure et au placement final des valeurs mobilières par le ou les intermédiaires financiers est donné en ce qui concerne France.

La revente ultérieure et le placement final des valeurs mobilières par les intermédiaires financiers peuvent être effectués pendant la période de validité du Prospectus Tripartite de Base en vertu du §9 de la Loi allemande sur les prospectus de valeurs mobilières (*Wertpapierprospektgesetz*, « WpPG »).

Dans le cas d'une offre faite par un intermédiaire financier, les modalités et conditions de l'offre doivent être précisées aux investisseurs au moment où l'offre est faite par l'intermédiaire financier.

Section B – Émetteur et garants

	1	
B.1	Indiquer la raison sociale et le nom commercial de l'émetteur.	La raison sociale et le nom commercial de l'Émetteur est Citigroup Global Markets Deutschland AG.
B.2	Indiquer le siège social et la forme juridique de l'émetteur, la législation régissant ses activités	Siège social Francfort-sur-le-Main; l'adresse de Citigroup Global Markets Deutschland AG est Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, République fédérale d'Allemagne (téléphone +49 (0)69-1366-0).

	ainsi que son pays	
	d'origine.	Forme juridique et législation régissant les activités
		L'Émetteur est une société anonyme (<i>Aktiengesellschaft</i> , « AG ») au sens de la législation allemande.
		Pays d'origine
		L'Émetteur est immatriculé au Registre de commerce du Tribunal local de Francfort-sur-le-Main sous le numéro HRB 88301.
B.4b	Décrire toute tendance connue ayant des répercussions sur l'émetteur et ses secteurs d'activité.	La Banque prévoit une légère accélération de la croissance économique mondiale en 2013, de 2,5% à 2,6 %. En 2014, la croissance devrait atteindre 3,2 %. Le ralentissement de la croissance économique mondiale observée est principalement imputable à la détérioration de la croissance des pays industrialisés. La Banque prévoit une croissance modérée de 1 pour cent pour les pays industrialisés en 2013 et une légère progression à 1,6 % en 2014.
		De façon générale, la Banque s'attend à un maintien d'écarts significatifs entre les différentes régions dans le monde.
		La Banque s'attend à une légère récession dans l'Eurozone (les prévisions de croissance de la Banque sont de -0,6 % et -0,4 % pour 2013 et 2014). Ceci est attribué à la poursuite de la crise de la dette souveraine et au niveau élevé de l'endettement du secteur privé dans les pays européens périphériques. La BCE devrait continuer à intervenir pour stabiliser les marchés et faire baisser les taux d'intérêt au cours du deuxième trimestre 2013 en fonction de la poursuite de la croissance économique de l'Eurozone, qui pourrait être suivie par une réduction finale de taux d'intérêt prévue pour le deuxième semestre. La Banque estime probable que le Sud de l'Europe et l'Irlande n'aboutiront que progressivement à des solutions communes durables en matière fiscale. Si les pays fondateurs ne sont plus déterminés à renforcer leur soutien aux États périphériques à l'avenir, ceci pourrait aboutir à un ensemble de restructurations de dette (avec probablement des échéances à plus long terme et des réductions de taux d'intérêt), mais probablement pas avant 2015.
		Dans la Division warrants et certificats, la concurrence devrait rester intense entre les principaux émetteurs. D'autres modifications de la réglementation devraient intervenir, qui devront être prises en compte en temps opportun pour l'activité.
		Compte tenu des prévisions faites par les différentes divisions et d'une approche restrictive de la gestion des coûts, la Banque s'attend à un maintien global des bénéfices au cours des exercices 2013 et 2014.
B.5	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur.	L'Émetteur est membre du sous-groupe allemand de Citigroup. En tant que société anonyme, il est géré par un conseil d'administration. L'Émetteur est entièrement détenu par une société holding allemande, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, une société en commandite domiciliée à Francfort-sur-le-Main.
		Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est également un associé passif de l'Émetteur, dans la mesure où il détient une participation passive (« Stille Einlage ») d'un montant total de 122 710 051,49 EUR au 30 novembre 2012. L'associé responsable de la société Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est la société

B.9	Lorsqu'une prévision ou une estimation du bénéfice est réalisée, en indiquer le montant.	Citigroup Global Markets Finance LLC (États-Unis). Le commanditaire unique est Citi Overseas Investment Bahamas Inc. Toutes les actions de Citigroup Global Markets Finance LLC sont détenues par Citi Overseas Investment Bahamas Inc., dont le seul actionnaire est Citibank Overseas Investment Corporation (États-Unis). Cette société est elle-même détenue à 100 % par Citibank, N.A. (États-Unis). Citibank, N.A. (États-Unis) est détenue à 100 % par Citicorp (États-Unis), qui est elle-même détenue à 100 % par Citigroup, Inc (États-Unis). Sans objet; l'Émetteur a décidé de ne publier aucune prévision de bénéfice ou estimation de bénéfice dans le Prospectus de Base.			
B.10	Décrire la nature des éventuelles réserves sur les informations financières historiques contenues dans le rapport d'audit.	Les états financiers annuels de l'Émetteur pour les exercices du 1 ^{er} décembre 2011 au 30 novembre 2012 et du 1 ^{er} décembre 2010 au 30 novembre 2011 ont été audités par l'auditeur statutaire de l'Émetteur et ont obtenu une mention sans réserve de la part de l'auditeur.			
B.12	Présenter les informations financières historiques clés sélectionnées pour l'émetteur, pour chaque exercice de la période couverte par ces informations financières historiques et pour toute période intermédiaire ultérieure,	Informations financières Deutschland AG Le tableau ci-dessous profinancières significatives for l'exercice budgétaire antéricompte du développement de AG:	résente une com purnies dans les é ieur (exercice 20	nparaison de certats financiers aud 11) et l'exercice tigroup Global M Exercice précédent (30.11.2011) en	rtaines statistiques dités de 2012 entre 2012 et rend donc
	accompagnées de			millions d'euros	
	données comparatives	Total du bilan	9.543	8.690	
	couvrant la même période de l'exercice	Volume d'activité	11.162	10.163	
	précédent; la	Fonds propres	590	588	
	présentation des bilans	Volume des prêts	5.365	5.196	
	de clôture suffit toutefois à remplir	Nombre d'employés	348	361	
	l'exigence	1 2			1
	d'informations bilancielles comparables. Une déclaration		01.12.2011 - 30.11.2012 en millions d'euros	Exercice précédent (01.12.2010 – 30.11.2011) en millions d'euros	
	attestant qu'aucune détérioration significative n'a eue de	Revenus d'intérêt de l'exploitation	11	29	
	répercussions sur les	Commissions de courtage	111	96	
	perspectives de	Commissions d'opérations sur	18	17	

l'émetteur depuis la date de ses derniers états financiers vérifiés et publiés, ou une description de toute détérioration significative.

Une description des changements significatifs de la situation financière ou commerciale l'émetteur survenus après la période couverte par informations financières historiques.

valeurs mobilières		
Revenu net des opérations financières de négoce	25	60
Frais généraux et administratifs	161	137

À la date du bilan, les **fonds propres inscrits au bilan** comprennent les éléments suivants :

	30.11.2012 en millions d'euros (audité)	Exercice précédent (30.11.2011) en millions d'euros (audité)
Capital souscrit		
Capital social	210,6	210,6
Participation de l'associé passif	122,7	122,7
Réserves de capital	195,8	193,8
Réserve légale	33,0	33,0
Autres bénéfices mis en réserve	27,9	27,9

De plus, dans le cadre de l'intégration de nouvelles règles au titre de BilMoG en vertu du §340g du Code allemand du commerce (HGB), un nouveau poste séparé a été créé (« Fonds pour les risques bancaires généraux ») pour un montant de 9,4 millions d'euros (6,6 millions d'euros l'année précédente).

Le capital réglementaire imputé sous BIZ se compose d'un capital de base et de capital supplémentaire (passifs subordonnés) après approbation, comme suit :

	30.11.2012 en millions d'euros	Exercice précédent (30.11.2011) en millions d'euros
Fonds propres au bilan	590,0	588,0
Moins immobilisations	0	-1,2
Capital de base	599,3	594,3
Capitaux supplémentaires	0,0	0,0
Fonds propres	599,3	594,3
Ratios de capitaux		
Fonds propres Tier one en %	33,6	29,3
Ratio de capitaux totaux en %	33,6	29,3

En dépit de la crise de dette dans l'Eurozone et de la volatilité concomitante sur les marchés financiers internationaux, Citigroup Global Markets Deutschland AG

a de nouveau réussi à dégager un bénéfice au cours de l'exercice clôturé récemment.

Informations financières semestrielles clés de Citigroup Global Markets Deutschland AG

Le tableau ci-dessous présente une comparaison de certaines statistiques financières significatives pour le premier semestre de l'exercice financier fournies dans les états financiers non-audités de 2013 entre l'exercice budgétaire antérieur et/ou les chiffres des années précédentes et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG:

	31.05.2013 en million d'Euro	30.11.2012 en million d' Euro
Total du bilan	11.147	9.543
Volume d'activité	12.628	11.162
Fonds propres	590	590
Portefeuille des prêts	5.179	5.365
Nombre d'employés à la date du bilan	263	334

	01.12.2012 - 31.05.2013 en million d'Euro	01.12.2011 - 31.05.2012 en million d'Euro
Revenus d'intérêt de l'exploitation	3	7
Commissions de courtage	20	33
Commissions d'opérations sur valeurs mobilières	8	9
Revenu net des opérations financières de négoce	29	16
Frais généraux et administratifs	72	70

Etats en ce qui concerne l'information tendancielle et la situation financière et commerciale.

L'Emetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2012, aucune détérioration significative n'a affecté les perspectives de l'Emetteur.

En outre, l'Emetteur déclare que depuis la date des états financiers provisoires au 31 mai 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale de l'Emetteur.

B.13 Décrire tout événement récent propre à l'émetteur et présentant un intérêt significatif

Aucun événement présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur n'est identifié à ce moment. Cependant, Citigroup Global Markets Deutschland AG est actuellement sujet à un audit extraordinaire sur les retenues à la source fiscales par l'autorité fiscale Francfort-Hoeschst pour

	pour l'évaluation de sa solvabilité.	les années 2007-2008. Dans ce contexte l'autorité fiscale a explicité ses vues quant au fait que Citigroup Global Markets Deutschland AG aurait dû déduire et payer la retenue à la source des dividendes reçus en relation avec transactions communément appelées cum-ex transactions. S'appuyant sur ces observations l'autorité fiscale est actuellement de l'avis que Citigroup Global Markets Deutschland AG est responsable de la non déduction de la retenue à la source d'un montant supérieur à 706 Millions d'Euro pour les années 2007 et 2008. Dans le cas où l'autorité fiscale a raison, la responsabilité fiscale pour les années 2009 à 2011 pourrait se poser ce qui est impossible d'estimer pour le moment. The principal point de départ de l'action en responsabilité des autorités fiscales est de savoir si Citigroup Global Markets Deutschland AG est qualifié de banque allemande exécutant un transaction (die den Verkaufsauftrag ausführende Stelle) durant ces années. De plus, la méthode appliquée pour identifier le montant des dommages et intérêts est débattue comme celle de savoir si Citigroup Global Markets Deutschland AG peut être tenu responsable comme débiteur principal. De plus, il devrait être noté que . Citigroup envisage actuellement des mesures visant à optimiser sa structure d'organisation.
B.14	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur. Si l'émetteur est dépendant d'autres entités du groupe, ce fait doit être clairement stipulé.	Citigroup Global Markets Finance Corporation à titre de société holding allemande possède 100 % des actions de l'Émetteur. En vertu du § 17 (2) de la Loi allemande sur les sociétés par actions (<i>Aktiengesetz</i> , « AktG »), il est considéré qu'une société dont la majorité des actions est détenue par une autre société est dépendante de cette autre société.
B.15	Fournir une description des principales activités de l'émetteur.	L'Émetteur est une banque d'affaire et d'investissement qui propose des solutions financières complètes dans les secteurs des opérations bancaires de l'investissement, des titres à revenu fixe, des opérations de change, des valeurs mobilières et des dérivés ainsi que des services de transactions internationales aux entreprises, aux pouvoirs publics et aux investisseurs institutionnels; c'est en outre un émetteur majeur de warrants et de certificats dont les investisseurs finaux sont principalement des clients particuliers. Depuis la fin de l'année 2012, l'activité de l'Émetteur intègre également Citi Private Bank – Family Office Coverage Germany et Covered Bond Research.
B.16	Dans la mesure où ces informations sont connues de l'émetteur, indiquer si celui-ci est détenu ou contrôlé, directement ou indirectement, et par qui; décrire la nature de ce contrôle.	En plus de l'intégration de l'Émetteur dans le groupe de sociétés Citigroup Inc. mentionné ci-dessus, l'Émetteur est également partie liée à sa maison mère directe par un accord de transfert de pouvoir et de pertes et profits. En vertu de cet accord, l'Émetteur a conféré la gestion de ses affaires à sa maison mère directe. De ce fait, la société holding dont dépend directement l'Émetteur, a le droit de lui donner des instructions. L'accord impose également à l'Émetteur de transférer la totalité de son bénéfice à sa maison mère directe. En contrepartie, la maison mère directe est tenue de compenser toute perte annuelle éventuelle de l'Émetteur durant la période de validité de l'accord, comme prévu en détail par les § 302 (1) et (3) d'AktG.

Section C – Valeurs mobilières

C.1	Décrire la nature et la catégorie des valeurs mobilières offertes et/ou admises à la négociation et donner tout numéro d'identification des valeurs mobilières.	Type/forme des Warrants Les warrants sont des instruments dérivés qui peuvent comporter un droit d'option et qui peuvent donc présenter beaucoup de points communs avec les options. L'une des principales caractéristiques des Warrants est l'effet de levier: une évolution du cours du sous-jacent peut entraîner une variation disproportionnée du cours du Warrant. L'effet de levier du Warrant joue dans les deux sens – non seulement à l'avantage de l'investisseur en cas de bonnes performances des facteurs déterminant la valeur, mais également en sa défaveur en cas de performances défavorables. Le paiement du au titre d'un Warrant lors de son exercice ou de sa liquidation prématurée dépend de la valeur du sous-jacent à ce moment. Les Warrants seront émis sous une forme dématerialisée au porteur et seront enregistrés dans les livres du dépôt central des valeurs mobilières qui créditera les comptes des titulaires de compte. Aucun document physique attestant de la possession (notamment des certificats représentatifs conformément à l'Article R.211-7 du Code monétaire et financier français) ne sera émis concernant les Warrants. Numéro d'identification des titres ISIN: DE000CF6Z626
C.2	Indiquer dans quelle monnaie l'émission a eu lieu.	Numéro d'identification local : 5121C Euro
C.5	Décrire toute restriction imposée à la libre négociabilité des valeurs mobilières.	Chaque Warrant est transmissible selon les lois s'appliquant à chaque cas et, le cas échéant, les réglementations et les procédures respectives applicables du dépositaire central de titres dans les livres duquel le transfert est enregistré.
C.8	Décrire les droits attachés aux valeurs mobilières y compris leur rang, y compris toute restriction qui leur est applicable.	Loi applicable aux titres: Les Warrants sont régis par la loi allemande. La constitution des Warrants peut être régie par les lois de la juridiction du dépositaire central de titres. Droits attachés aux Warrants Chaque Warrant confère à son détenteur le droit au montant en espèces détaillé à la section C.15. Statut des Warrants Les Warrants créent des obligations non garanties et non subordonnées de l'Émetteur qui se classent pari passu les unes par rapport aux autres et par rapport à toutes autres obligations actuelles et futures non garanties et non subordonnées de l'Émetteur, à l'exception des obligations qui ont priorité en raison de dispositions statutaires obligatoires. Limitations de droits

		L'Emetteur a le droit de résilier les Warrants et de modifier par voie d'avenant les termes et conditions en application des dispositions prévues aux termes et conditions des Warrants.
C.11	Indiquer si les valeurs mobilières offertes font ou feront l'objet d'une demande d'admission à la négociation, en vue de leur distribution sur un marché réglementé ou sur des marchés équivalents — les marchés en question devant alors être nommés.	Les Warrants ont été admis sur le marché réglementé à la bourse de valeurs de Eurolist, Euronext Paris S.A., qui est un marché réglementé au sens de la Directive 2004/39/CE.
0.15		Description des Warrants « Put » avec une modalité d'exercice européenne
C.15	Décrire comment la valeur de l'investissement est influencée par celle du ou des instrument(s) sous-jacent(s), sauf lorsque les valeurs mobilières ont une valeur nominale d'au moins 100 000 EUR.	Les Warrants « Put » permettent aux investisseurs de participer avec un effet de levier à la performance négative de la valeur sous-jacente. En contrepartie, cependant, ils participent également sur une base à effet multiplicateur à toute performance positive de la valeur sous-jacente en prenant en plus le risque que le Warrant « Put » expire en perdant totalement sa valeur si le prix de référence de la valeur sous-jacente atteint ou dépasse le prix d'exercice. À la date d'échéance, le montant reçu par les investisseurs est égal au déficit, multiplié par le coefficient multiplicateur, entre le prix de référence de la valeur sous-jacente à la date d'évaluation et le prix d'exercice correspondant. Si le prix de référence est égal ou supérieur au prix d'exercice, le warrant « Put » expire sans valeur.
C.16	Indiquer la date d'expiration ou d'échéance des instruments dérivés ainsi que la date d'exercice ou la date finale de référence.	Date d'échéance: 27.03.2014 Date d'exercice: 20.03.2014 Date d'évaluation: 20.03.2014
C.17	Décrire la procédure de règlement des instruments dérivés.	Dans le cas de Warrants à exercice automatique, cà-d. d'une modalité d'exercice européenne, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au crédit des détenteurs du warrant enregistrés auprès du dépositaire central à la clôture du jour ouvrable bancaire précédent au siège social du dépositaire central de titres. Le dépositaire central de titres s'est engagé auprès de l'Émetteur à faire un transfert ultérieur correspondant.

C.18	Indiquer les modalités relatives au produit des instruments dérivés.	Dans le cas de Warrants à modalité d'exercice européenne, le droit d'option ne peut être exercé par le détenteur du warrant qu'à la date d'évaluation pour le warrant concerné. Si le montant en numéraire aboutit à une valeur positive, le droit d'option attaché au warrant concerné est considéré exercé à la date d'évaluation sans autres conditions préalables et sans soumission d'une notification explicite d'exercice (« Exercice Automatique »).
C.19	Indiquer le prix d'exercice ou le prix de référence final du sous-jacent.	Prix de référence à la date d'évaluation : Cours de clôture
C.20	Décrire le type de sous-jacent utilisé et indiquer où trouver les informations à son sujet.	Type: action ou titre représentant des actions WKN (Numéro d'identification des valeurs mobilières allemandes): A0ER6Q ISIN: FR0010208488 Société: GDF Suez SA Bourse de valeurs mobilières concernée: Euronext Paris Page de Reuters: GSZ.PA
		Site Web: www.gdfsuez.com
Section	n D – Risques	
D.2	Fournir les informations clés concernant les principaux risques propres à l'émetteur.	Risque d'arrêt ou de restriction de la fixation du prix par l'Emetteur Si l'Émetteur devait limiter ou abandonner complètement son intention de fixer les prix de l'offre et de la demande, le danger existerait, au cas où les prix des Warrants ne seraient pas fixés par aucune autre partie, que les investisseurs doivent attendre l'échéance finale des Warrants ou, lorsque l'exercice est possible, qu'ils doivent exercer leur droit d'option.
		Risque de liquidité en dépit d'un accord de transfert de pouvoir et de pertes et profits
		L'Émetteur ne serait également pas en mesure d'honorer les obligations liées aux titres en dépit d'un accord de transfert de pouvoir et de pertes et profits si, dans le cas où l'Émetteur générait une perte nette, bien que la maison mère directe soit en principe tenue de prendre cette perte à son compte, il était incapable ou non disposé à se conformer à cet engagement contractuel en raison de ses propres difficultés de trésorerie ou de surendettement.
		Courtage de transactions pour d'autres sociétés du Groupe et répartition du travail au sein de Citigroup
		L'essentiel du revenu de commission de l'Émetteur se compose du revenu des prix de cession des transactions de courtage avec les sociétés apparentées. Les coûts pour l'Émetteur résultant de l'échange de services avec différentes sociétés du Groupe sont remboursés sur la base des accords existants en utilisant les prix de cession. À cette fin, le revenu et les dépenses, en particulier

le revenu de commission pour les transactions réalisées avec l'assistance de la banque à titre de conseiller dans le cadre de ses activités commerciales, sont déterminés et alloués aux différents secteurs fournissant les services. Les transactions se rapportent à la négociation sur les titres, les émissions d'obligations et la gestion financière d'entreprise ainsi qu'à la vente de produits structurés, dérivés de titres de sociétés et les produits de gestion de devises, et aux opérations bancaires internationales. Ce processus est coordonné étroitement dans l'ensemble des secteurs avec Citigroup Global Markets Limited, Londres, en particulier, et également avec Citibank, N.A., Londres.

Si une décision était prise au sein de Citigroup pour réaffecter les activités concernées à d'autres sociétés du Groupe, l'Émetteur pourrait perdre une importante source de revenu.

Les risques de l'activité de prêt

Le portefeuille de prêt de l'Émetteur consiste principalement en prêts accordés à des clients internationaux dans les secteurs de l'industrie et des services financiers ayant des notations de crédit de qualité. Les défauts de remboursement de prêt ont été évités ces dernières années grâce à cette politique commerciale. Le portefeuille de prêts consiste principalement en un nombre raisonnable d'unités empruntrices, comme le prescrit la loi allemande sur les opérations bancaires. Si des emprunteurs individuels importants du portefeuille de l'Émetteur n'étaient pas en mesure d'honorer leurs obligations, une forte hausse des provisions pour pertes sur prêt serait envisageable en principe et des défauts de remboursement sur prêts pourraient se produire.

Risque de taux d'intérêt

Le département des risques et trésorerie évalue et maîtrise le risque sur taux d'intérêt de l'Émetteur. L'exposition de l'Émetteur à des fluctuations des taux d'intérêt peut être un risque à moyen ou à long terme pour la détention de titres liquides si ceux-ci n'étaient pas à l'origine couverts par des transactions de couverture telles que des accords de swap de taux d'intérêt. Il en va de même pour les emprunts à moyen et long terme accordés par l'Émetteur. Un risque significatif de fluctuation des taux d'intérêt pourrait survenir lorsque les taux d'intérêt ne font pas l'objet d'un suivi attentif et en temps opportun, ce qui peut générer le danger concomitant qu'une mesure pour couvrir une telle exposition au risque de taux d'intérêt ne soit pas prise suffisamment tôt.

Risque opérationnel

L'Émetteur a transféré un certain nombre de domaines qui sont importants pour une gestion et un contrôle appropriés de ses activités économiques et les risques qui s'y rapportent à d'autres sociétés au sein et à l'extérieur de Citigroup. Au cas où les sociétés auxquelles ces domaines ont été transférés ne s'acquitteraient pas de leurs obligations contractuelles ou ne le feraient pas en temps opportun, la capacité de l'Émetteur à assumer ses propres obligations découlant des titres qu'il a émis aux dates prévues pourrait également être compromise.

Risque fiscal

Les décisions fiscales prises concernant l'Émetteur sont régulièrement soumises à un examen ultérieur sous forme d'audit fiscal externe ou d'arbitrage des affaires individuelles par les tribunaux compétents. Cette pratique est courante

et signifie qu'un rappel d'impôts peut être décidé par l'administration fiscale des années après l'évaluation initiale en raison d'un contrôle fiscal ou d'une décision à portée générale rendue par un tribunal fiscal.

Risques généraux liés à l'activité

• Risque de règlement

Le risque qu'une transaction soit traitée de manière incorrecte, ou qu'une transaction soit exécutée différemment des intentions et des attentes de la direction de l'Emetteur.

• Risque en matière d'information

Le risque que l'information, qui a été produite, reçue, transmise ou conservée au sein ou à l'extérieur du siège social de l'Émetteur ne soit plus accessible. En outre, de telles informations peuvent être de qualité médiocre ou avoir été mal exploitées ou encore avoir été obtenues sans autorisation. Le risque en matière d'information inclut également les risques provenant des systèmes en tant que tels et utilisés pour le traitement de l'information.

• Risque de réputation

Il représente le risque pour l'Emetteur que la relation avec ses clients se détériore si le niveau de qualité de ses services est insuffisant ou le risque que les transactions soient traitées de manière incorrecte. Ce risque inclut également le risque de développer des relations d'affaires avec des contreparties dont les pratiques ne sont pas conformes aux normes ou à l'éthique de l'Émetteur.

• Risque lié au personnel

L'Émetteur fait appel à des professionnels et des cadres dirigeants qualifiés. Le risque lié au personnel inclut le risque d'une rotation importante du personnel et le risque que l'Émetteur ne soit pas en mesure de retenir un personnel qualifié en nombre suffisant, mais également le risque que les employés de l'Émetteur enfreignent en connaissance de cause ou par négligence les règles fixées ou les standards éthiques de pratique établis par la société.

• Risques juridiques et réglementaires

L'Émetteur considère les risques juridiques comme tout risque résultant des contrats engageant sa responsabilité et de la loi applicable. Les risques réglementaires résultent de l'environnement juridique dans lequel l'Émetteur réalise ses opérations.

• Risques de fraude

Risques internes et externes de fraude tels que la corruption, le délit d'initié et le vol de données.

D 6	Fournir	les
D.0		100
	informations	clés
	concernant	les

Facteurs généraux de risque des Warrants

Risque de perte totale

principaux risques propres aux valeurs mobilières. Inclure un avertissement informant l'investisseur qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son investissement et/ou. si le risque encouru l'investisseur ne se limite pas à la valeur de investissement, une mention de ce fait, assortie d'une description des cas où ce surcroît de risque se matérialise ainsi que des effets financiers probables cette matérialisation.

Les Warrants constituent des instruments d'investissement particulièrement risqués. Ils impliquent un niveau de risque particulièrement élevé de perdre le capital investi, y compris une perte totale, plus les coûts de transaction encourus et tous les coûts d'emprunt.

Risque de défaillance de l'Émetteur des Warrants

Au cas où l'Émetteur deviendrait insolvable, les investisseurs pourraient subir une perte pouvant aller jusqu'à une perte totale. En tant que titres au porteur, les Warrants n'entrent pas dans le champ des dispositions prévues pour la protection des dépôts.

Risque résultant de fluctuations de prix des Warrants supérieures à la moyenne (effet de levier)

L'une des principales caractéristiques des Warrants est l'effet de levier : une évolution du cours de la valeur sous-jacente peut entraîner une variation disproportionnée du cours du Warrant. En même temps, les Warrants génèrent également des risques de perte supérieurs à la moyenne.

Risque d'absence ou de non-fonctionnement d'un marché secondaire de Warrants ou de manque de disponibilité du système de transactions électroniques de l'Émetteur

Les investisseurs ne devraient pas présumer qu'ils seront en mesure de vendre un Warrant à un moment particulier ou à un prix particulier pendant sa période de validité. Les investisseurs devraient plutôt partir de l'hypothèse que le prix en bourse ne peut se situer que dans les limites de la fourchette de prix acheteur et vendeur indiquée par l'Émetteur, si elle est disponible, et que leurs ordres d'achat ou de vente en bourse seront exécutés avec l'Émetteur en qualité de contrepartie directe ou indirecte.

Risque lié à la cessation du négoce sur le marché secondaire immédiatement avant une échéance finale

L'Emetteur et/ou le marché cessent de négocier les Warrants juste avant leur date d'évaluation. Cependant, le prix de référence de la valeur sous-jacente à la date d'évaluation et/ou le taux de change applicable, lesquels sont importants dans la détermination du montant des Warrants, peuvent varier entre le dernier jour de cotation et la date d'échéance, dans un sens défavorable à l'investisseur. Il existe un risque particulier que le prix de la valeur sous-jacente atteigne, chute au-dessous ou dépasse une barrière pour la première fois juste avant que le prix de référence à la date d'évaluation soit déterminé et après la clôture de la cotation sur le marché secondaire.

Risque sur la devise relatif à la valeur intrinsèque des Warrants

La performance de l'investissement est soumise à un risque sur la devise si la valeur sous-jacente sur laquelle les Warrants sont basés est libellée dans une devise autre que la devise dans laquelle le montant en numéraire est versé (devise de règlement).

Risques d'événements perturbant le fonctionnement du marché

En cas de survenue d'événements perturbant le fonctionnement du marché pour

la valeur sous-jacente, l'Émetteur a le droit de repousser la date d'évaluation du prix de référence de l'exercice. Ceci peut entraîner un risque supplémentaire pour les investisseurs si la valeur sous-jacente réalise une performance négative pendant la durée du report ou, le cas échéant, si le taux de change utilisé pour convertir la valeur intrinsèque en devise de règlement fluctue dans un sens défavorable à l'investisseur.

Facteurs de risque spécifiques au produit

Risque relatif à la perte de la valeur temps des Warrants en fonction de la durée résiduelle

Le prix des Warrants est calculé sur la base de deux composants du prix (la valeur intrinsèque et la valeur temps) La valeur intrinsèque des Warrants pendant leur période de validité est égale à la différence (si elle est positive), multipliée par le coefficient multiplicateur, entre le prix d'exercice et la valeur sous-jacente (warrants Put). Le montant de la valeur temps, d'autre part, est essentiellement déterminée en fonction de la durée résiduelle du Warrant et de la fréquence et de l'intensité des fluctuations du prix de la valeur sous-jacente attendues par l'Émetteur pendant la durée résiduelle du Warrant (volatilité implicite).

Risques relatifs à d'autres facteurs affectant la valeur comme les taux d'intérêt du marché monétaire, les dividendes attendus et les coûts de refinancement de l'Émetteur

Les autres facteurs affectant le prix des Warrants comprennent, notamment, les taux d'intérêt sur le marché monétaire pour la durée résiduelle, le revenu attendu des transactions de couverture de l'Émetteur concernant la valeur sousjacente et le niveau des coûts de refinancement de l'Émetteur pour réaliser ces transactions de couverture.

Même si le prix de la valeur sous-jacente s'élève, dans le cas d'une option call, ou chute, dans le cas d'une option put, la valeur du Warrant peut diminuer en raison des autres facteurs affectant la valeur. Compte tenu de la durée de validité limitée du Warrant, aucune garantie ne peut être donnée quant à une remontée du prix du Warrant dans les délais. Plus la durée résiduelle est courte, plus le risque est grand.

Section E - Offre

E.3

E.2b	Indiquer les raisons de
	l'offre et l'utilisation
	prévue du produit de
	celle-ci, lorsqu'il s'agit
	de raisons autres que la
	réalisation d'un
	bénéfice et/ou la
	couverture de certains
	risques.

Décrire les modalités et

Sans objet; les raisons de l'offre sont de réaliser des profits et/ou de prendre une couverture par rapport à certains risques et le produit net de l'émission de Warrants présentés dans le Prospectus de Base seront utilisés par l'Émetteur à des fins générales.

Méthode de présentation de l'offre, offreur et date d'émission des

	les conditions de	Warrants
	l'offre.	Les Warrants sont offerts de gré à gré en continu.
		L'offre des Warrants commence en France le 22.01.2014.
		Les offreur des Warrants est: l'Émetteur
		La date d'émission est: 22.01.2014
		Restriction imposée à la libre négociabilité des valeurs mobilières
		Les Warrants peuvent être offerts ou vendus seulement si l'ensemble des lois et règlementations relatives aux valeurs mobilières en vigueur dans la juridiction dans laquelle un achat, une offre, une vente ou une livraison de Warrants est effectué ou dans laquelle le présent document est diffusé ou conservé pour inspection ont été respectées, et si tous les consentements ou autorisations nécessaires pour l'achat, l'offre, la vente ou la livraison des Warrants conformément aux normes légales en vigueur dans cette juridiction ont été obtenus.
		En particulier, les Warrants ne sont pas et ne seront pas enregistrés conformément à la Loi sur les valeurs mobilières des États-Unis (<i>United States Securities Act</i>) de 1933 telle qu'amendée. Ils ne peuvent être offerts, vendus, négociés ou livrés au sein des États-Unis directement ou indirectement par ou pour le compte d'un ressortissant des États-Unis (comme défini dans la Réglementation S conformément à la Loi sur les valeurs mobilières des États-Unis de 1933), excepté dans le cas d'exemption des conditions d'enregistrement de la Loi sur les valeurs mobilières. Toute personne recevant le montant de liquidités correspondant aux termes et conditions est considérée comme ayant fait une déclaration indiquant que la personne titulaire des droits découlant des Warrants n'est pas un ressortissant des États-Unis.
		Prix d'émission, frais et taxes relatifs à l'achat
		Le prix d'émission initial est de EUR 0,15.
		Sans objet, l'achat de Warrants ne faisant supporter aucun coût ou taxe à l'Émetteur notamment pour les acheteurs ou les souscripteurs.
E.4	Décrire tout intérêt, y compris les intérêts conflictuels, pouvant influer sensiblement sur l'émission/l'offre.	L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui agissent généralement en qualité d'agent de calcul des Warrants. Cette activité peut entraîner des conflits d'intérêt dans la mesure où les responsabilités de l'agent de calcul comprennent certaines déterminations et décisions qui pourraient avoir un effet négatif sur le prix des Warrants ou le montant des liquidités.
		L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent s'engager dans des transactions de négoce sur la valeur sous-jacente, sur d'autres instruments qui s'y rapportent, ou sur des dérivés, des options boursières ou des contrats à terme en bourse, ou peuvent émettre d'autres valeurs et dérivés fondés sur la valeur sous-jacente. Les sociétés peuvent également intervenir dans l'acquisition de nouvelles parts ou d'autres titres de la valeur sous-jacente ou, dans le cas d'indices de valeurs, de sociétés individuelles incluses dans

l'indice, ou agir en qualité de conseillers financiers pour les entités auxquelles il est fait référence ou collaborer avec elle dans le secteur de la banque d'affaires. Les sociétés sont tenues de s'acquitter de leurs obligations à ce titre, indépendamment des conséquences qui peuvent en résulter pour les détenteurs de warrants et, le cas échéant, devront prendre les mesures qu'elles considèrent nécessaires ou appropriées pour se protéger ou sauvegarder leurs intérêts dans le cadre de ces relations d'affaires. Les activités visées ci-dessus pourraient entraîner des conflits d'intérêt et avoir un effet négatif sur le prix de la valeur sous-jacente ou des titres qui lui sont associés comme les Warrants.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent émettre des titres dérivés supplémentaires fondés sur la valeur sous-jacente, ou sur des éléments constitutifs de la valeur sous-jacente, notamment des titres dont les caractéristiques sont identiques ou similaires à celles des Warrants. L'introduction de tels produits, qui concurrencent les Warrants, peuvent avoir un effet sur le prix de la valeur sous-jacente ou les éléments constitutifs de la valeur sous-jacente et donc aussi sur le prix des Warrants. L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent recevoir des informations de nature non publique se rapportant à la valeur sous-jacente, ou à des éléments constitutifs de la valeur sous-jacente, mais ne sont pas tenus de les communiquer aux détenteurs de warrants. De plus, les sociétés appartenant à Citigroup ou affiliées à lui peuvent publier des rapports de recherche se rapportant à la valeur sous-jacente ou aux éléments constitutifs de la valeur sous-jacente. Les activités de ce type peuvent créer certains conflits d'intérêt et affecter le prix des Warrants.

E.7 Donner une estimation des dépenses facturées à l'investisseur par l'émetteur ou l'offreur.

Les dépenses estimées pour les Warrants, y compris le coût d'admission à la négociation sont compris(es) dans le prix d'émission ou au prix de vente, le cas échéant. Si l'investisseur achète des Warrants auprès d'un distributeur, le prix d'achat à payer par l'investisseur pourra comprendre des commissions de vente devant être communiquées au distributeur.

Citigroup Global Markets Deutschland AG

Frankfurt am Main

(Issuer)

Final Terms dated

21 January 2014

to the

Tripartite Base Prospectus dated 13 May 2013 as amended (the "Tripartite Base Prospectus")

CALL OR PUT WARRANTS

referenced to the following underlying:

GDF Suez

ISIN: DE000CF6Z634

The respective Final Terms to the Tripartite Base Prospectus will be made available as a separate document in paper form free of charge at the address of the relevant paying agent and published on the Issuer's website (www.citifirst.com).

The subject matter of the Final Terms is Call or Put Warrants (Product No. 1) (the "Warrants" or the "Series") based on a share or a security representing shares issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer").

The Final Terms were prepared in accordance with Article 5 (4) of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (as most recently amended by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010) (the "Prospectus Directive") and must be read in conjunction with the Tripartite Base Prospectus (consisting of the Summary and the Securities Note, each dated 13 May 2013, and the Registration Form of Citigroup Global Markets Deutschland AG dated 3 May 2013, including any supplements). Complete information about the Issuer and the offer of the Warrants can be obtained only from a synopsis of these Final Terms together with the Tripartite Base Prospectus (including all related supplements, if any).

The Final Terms to the Tripartite Base Prospectus take the form of a separate document within the meaning of Article 26 (5) of Commission Regulation (EC) No. 809/2004 of 29 April 2004 as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012 and Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012 (the "**Prospectus Regulation**").

An issue specific summary that has been completed for the Warrants is attached to these Final Terms.

INFORMATION ABOUT THE TERMS AND CONDITIONS – ISSUE SPECIFIC CONDITIONS

With respect to the Series of Warrants, the Issue Specific Conditions applicable to the Call or Put Warrants, as replicated in the following from the Tripartite Base Prospectus and supplemented by the information in the Annex to the Issue Specific Conditions as set out below, and the General Conditions contain the conditions applicable to the Warrants (referred to together as the "Conditions"). The Issue Specific Conditions should be read in conjunction with the General Conditions.

Part A. Product Specific Conditions

No. 1 Option Right

Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer") hereby grants the holder (each a "Warrant Holder") of Call or Put Warrants (the "Warrants"), based on the Underlying as specified in detail in each case in Table 1 and Table 2 of the Annex to the Issue Specific Conditions, the right (the "Option Right") to require the Issuer to pay the Cash Amount (No. 2 (1) of the Issue Specific Conditions) or the Termination Amount (No. 2 of the General Conditions) in accordance with these Terms and Conditions.

No. 2 Cash Amount; Definitions

- (1) The "Cash Amount" for each Warrant, subject to the early redemption of the Warrants by the Issuer (No. 2 of the General Conditions), shall be the Intrinsic Value of a Warrant, if the latter is already expressed in the Settlement Currency, or the Intrinsic Value of a Warrant converted into the Settlement Currency using the Reference Rate for Currency Conversion.
- (2) The "Intrinsic Value" of a Warrant shall be the difference, expressed in the Reference Currency and multiplied by the Multiplier, by which the Reference Price of the Underlying determined on the Valuation Date is higher than (Call Warrants) or lower than (Put Warrants) the respective Strike.
- (3) The following definitions shall apply in these Terms and Conditions:

"Additional Securities Euroclear System, Brussels; Clearstream Banking S.A.,

Depositaries": Luxembourg

"Auxiliary Location": London, United Kingdom

"Banking Day": Every day on which the commercial banks in Paris and

Frankfurt am Main are open for business, including trade in foreign currencies and the receipt of foreign currency deposits (except for Saturdays and Sundays), the

TARGET2-System is open and the Central Securities

Depositary settles payments. "TARGET2-System" shall mean the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) payment system or any successor system.

"Central Securities Depositary":

Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

France

"Clearing Territory of the

France

Central Securities Depositary":

"Currency Conversion Date": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Exchange Rate Reference

not applicable

Agent":

"Exercise Date":

I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

Valuation Date

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

The Banking Day at the respective place of the Exercise Agent pursuant to No. 3 (1), on which the exercise prerequisites pursuant to No. 3 (1) are met for the first time at 10:00 a.m. (local time at the place of the

respective Exercise Agent).

"Form of the Warrants": The Warrants will be issued in dematerialized bearer form

(au porteur) and inscribed in the books of the Central Securities Depositary which shall credit the accounts of the Account Holders. No physical document of title (including certificats représentatifs pursuant to Article R.211-7 of the French Monetary and Financial Code (Code monétaire et financier)) will be issued in respect of

the Warrants.

"Issue Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Issuer's Website": www.citifirst.com

"Maturity Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Minimum Exercise Volume": 100 Warrant(s) per ISIN or an integral multiple thereof

"Minimum Trading Volume": 1 Warrant(s) per ISIN or an integral multiple thereof

"Modified Exercise Date + 1": I. Applicable in the case of Warrants with a European

> Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

not applicable

"Modified Exercise Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

The first Exercise Date which is a Banking Day at the Auxiliary Location and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant Adjustment Exchange as specified in Table 2 of the Annex to the Issue Specific Conditions.

"Modified Valuation Date + 1": not applicable

"Modified Valuation Date": not applicable

"Multiplier": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Number": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Payment Date upon Exercise": I. Applicable in the case of Warrants with a European

> Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

At the latest the fifth common Banking Day following the Exercise Date at the registered office of the Issuer and the place of the Central Securities Depositary.

"**Reference Currency**": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"**Reference Price**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Reference Rate for Currency

Conversion":

not applicable

"Rollover Date": not applicable

"Settlement Currency": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Strike": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"**Type**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type of Exercise": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Underlying": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Valuation Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

As specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation

Date.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

In case of an exercise during the Exercise Period, the Valuation Date as specified in Table 2 of the Annex to the Issue Specific Conditions; in case of an Automatic Exercise, the Valuation Date as specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation Date.

No. 3 Exercise of the Option Rights

I. Applicable in the case of Warrants with a European Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

- (1) The Option Right may be exercised by the Warrant Holder only with effect as of the Valuation Date for the respective Warrant. If the Cash Amount results in a positive value, the Option Right attaching to the respective Warrant shall be deemed to be exercised on the Valuation Date without further preconditions and without the submission of an explicit Exercise Notice (referred to in the following as "Automatic Exercise").
- (2) The Issuer will transfer any positive Cash Amount to the Central Securities Depositary on the Maturity Date for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid.
- (3) The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer. In the event that the onward transfer of the Cash Amount or of the fair market value is not possible within three months after the Maturity Date ("Presentation Period"), the Issuer shall be entitled to deposit the relevant amounts with the Frankfurt am Main Local Court for the Warrant Holders at their risk and expense with a waiver of its right to reclaim those amounts. Upon the deposit of the relevant amounts with the Court, the claims of the Warrant Holders against the Issuer shall expire.
- (4) All taxes or other levies that may be incurred in connection with the payment of the Cash Amount or of the fair market value shall be borne by the Warrant Holders.
- (5) If the Valuation Date falls between the date on which the Issuer determines that there are grounds for making an Adjustment in accordance with No. 6 of the Issue Specific Conditions and the date on which the Issuer has given notice of the Adjustments (referred to in the following as the "Adjustment Period"), the Valuation Date shall be the first Banking Day common to the head office of the Issuer and to the location of the Central Securities Depositary following the date on which the Issuer has given notice of the Adjustments for the Valuation Date. The calculation of the Cash Amount in accordance with No. 2 of the Issue Specific Conditions shall be based on the relevant Reference Price of the Underlying on the Valuation Date together with the Adjustments made by the Issuer.
- (6) The Cash Amount and the fair market value shall be paid in the Settlement Currency without a requirement for the Issuer to give notice of any kind.
- (7) A declaration shall be deemed to have been made automatically that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell

or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell, resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the respective series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

(1) For the exercise of the Warrants to be effective, the holder of the respective Warrant must comply with the preconditions set out below with respect to the relevant Exercise Agent within the Exercise Period for the respective Warrant. The Exercise Period for the Warrants shall begin in each case on the third Banking Day after the Issue Date and shall end in each case at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the Valuation Date or, if the Reference Price of the Underlying is usually determined before 11.00 a.m. (local time at the location of the relevant Exercise Agent), the Exercise Period ends at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the last Trading Day preceding the last Valuation Date. The provisions of paragraphs (2) to (4) of this No. 3 II shall also apply.

If the Option Rights are exercised via the Exercise Agent in **France**, the Warrant Holder must submit to Citibank International plc., France (the "**Exercise Agent**") at the following address:

Citibank International plc. - Service Titres, 1-5 Rue Paul Cezanne, 75008 Paris, France a properly completed "Paris" Exercise Notice for the respective ISIN (International Securities Identification Number) using the form available from the Issuer (referred to in the following as "Exercise Notice") and must have transferred the Warrants which it is intended to exercise

- to the Issuer crediting its account No. 186 at Euroclear France, account nature 51 or its account No. 67098 at Clearstream Luxembourg.

The Exercise Notice must specify:

- the ISIN (International Securities Identification Number) of the Warrant series and the number of Warrants intended to be exercised and
- the account of the Warrant Holder with a bank in France into which the Cash Amount is to be paid. If the Exercise Notice does not specify an account or specifies an account outside France, a check for the Cash Amount will be sent to the Warrant Holder at his risk by normal post to the address given in the Exercise Notice within five (5) Banking Days in Frankfurt am Main and Paris following the Valuation Date.
- Confirmation must also be given that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell,

resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

- (2) The Exercise Notice shall become effective on the Exercise Date according to No. 2 (3) of the Issue Specific Conditions. The Exercise Notice may not be revoked, including during the period prior to the date on which it becomes effective. All of the preconditions set out in No. 3 (1) of the Issue Specific Conditions must be satisfied within five (5) Banking Days of the occurrence of the first precondition. In any other circumstances, the Issuer shall have the right to return any payments already made to the Warrant Holder without interest at his risk and expense; in this event the Exercise Notice shall not become effective.
- (3) Option Rights that have not been exercised effectively in accordance with paragraphs (1) and (2) shall be deemed, subject to early termination by means of extraordinary Termination pursuant to No. 2 of the General Conditions, to be exercised on the final day of the Exercise Period without further preconditions, if the Cash Amount is positive ("Automatic Exercise"). In the event of Automatic Exercise, the confirmation referred to in the last subparagraph of paragraph (1) shall be deemed to have been given automatically. In any other circumstances, all rights arising from the Warrants that have not been exercised effectively by then shall expire on that day and the Warrants shall become invalid.
- (4) All taxes or other levies that may be incurred in connection with the exercise of the Warrants shall be borne by the Warrant Holder. The exercise or settlement amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.
- (5) The Issuer will transfer any Cash Amount to the Central Securities Depositary on the Payment Date upon Exercise for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid. The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer.

No. 4 (not applicable)

Part B. Underlying Specific Conditions

No. 5 Underlying

- (1) The "**Underlying**" shall be the share or security representing shares specified as the Underlying in Table 2 of the Annex to the Issue Specific Conditions of the Company specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Company**").
- (2) The "Reference Price" of the Underlying shall correspond to the price specified as the Reference Price of the Underlying in Table 1 of the Annex to the Issue Specific Conditions,

as calculated and published on Trading Days on the Relevant Exchange specified in Table 2 of the Annex to the Issue Specific Conditions (the "Relevant Exchange"). "Trading Days" shall be days on which the Underlying is normally traded on the Relevant Exchange. "Trading Hours" shall be hours during which the Underlying is normally traded on the Relevant Exchange on Trading Days.

No. 6 Adjustments

(1) If an Adjustment Event pursuant to paragraph (2) of this No. 6 occurs, the Issuer shall determine whether the relevant Adjustment Event has a diluting, concentrative or other effect on the computed value of the Underlying and, if such is the case, shall if necessary make a corresponding Adjustment to the affected features of the Warrants, which in its reasonable discretion is appropriate in order to take account of the diluting, concentrative or other effect and to leave the Warrant Holders as far as possible in the same position in financial terms as they were in before the Adjustment Event took effect. The Adjustments may relate, inter alia, to the Strike, the Multiplier and other relevant features, as well as to the replacement of the Underlying by a basket of shares or other assets or, in the event of a merger, by an adjusted number of shares of the absorbing or newly formed company and, where relevant, the specification of a different exchange as the Relevant Exchange and/or a different currency as the Reference Currency. The Issuer may (but is not obliged to) base the determination of this appropriate Adjustment on the adjustment made in response to the relevant Adjustment Event by a futures exchange, on which options or futures contracts on the Underlying are traded at the time of the Adjustment Event, in respect of options or futures contracts on the relevant share traded on that futures exchange.

(2) An "Adjustment Event" shall be:

- (a) the subdivision (stock split), combination (reverse stock split) or reclassification of the respective shares or the distribution of dividends in the form of bonus shares or stock dividends or a comparable issue;
- (b) the increase in the capital of the Company by means of the issue of new shares in return for capital contributions, with the grant of a direct or indirect subscription right to its shareholders (capital increase for capital contributions);
- (c) the increase of the capital of the Company from its own financial resources (capital increase from corporate funds);
- (d) the grant by the Company to its shareholders of the right to subscribe for bonds or other securities with option or conversion rights (issue of securities with option or conversion rights);
- (e) the distribution of an extraordinary dividend;
- (f) the spin-off of a division of the Company in such a way that a new, independent company is formed or the division is absorbed by a third company, with the grant to the

- shareholders of the Company of shares in either the new company or the absorbing company for no consideration;
- (g) the permanent delisting of the Underlying on the Relevant Exchange as a result of a merger by absorption or new company formation or for another reason;
- (h) other comparable events that could have a diluting, concentrative or other effect on the calculated value of the Underlying.
- (3) The rules described in the preceding paragraphs shall apply analogously to securities representing shares as the Underlying (such as ADRs, ADSs or GDRs).
- (4) Changes in the method of calculating the Reference Price or other prices for the Underlying that are relevant in accordance with these Terms and Conditions, including a change in the Trading Days or Trading Hours relevant for the Underlying, shall entitle the Issuer to adjust the Option Right accordingly in its reasonable discretion. The Issuer shall determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change.
- (5) In the event that the Underlying is permanently delisted on the Relevant Exchange but continues to be listed on another exchange or another market which the Issuer in its reasonable discretion considers to be suitable (the "New Relevant Exchange"), then, subject to extraordinary Termination of the Warrants by the Issuer pursuant to No. 2 of the General Conditions, the Cash Amount shall be calculated on the basis of the corresponding prices for the Underlying calculated and published on the New Relevant Exchange. In addition, all references in these Terms and Conditions to the Relevant Exchange shall then be deemed, insofar as the context allows, to be references to the New Relevant Exchange.
- (6) In the event that a voluntary or compulsory liquidation, bankruptcy, insolvency, winding up, dissolution or comparable procedure affecting the Company is initiated, or in the event of a process as a result of which all of the shares in the Company or all or substantially all of the assets of the Company are nationalized or expropriated or required to be transferred in some other way to government bodies, authorities or institutions, or if following the occurrence of an event of another kind the Issuer reaches the conclusion that it is not possible to make an Adjustment that would reflect the changes that have occurred appropriately from a financial point of view, then the Issuer will terminate the Warrants pursuant to No. 2 of the General Conditions.
- (7) The Issuer shall give notice of the Adjustments and the date on which the Adjustments become effective in accordance with No. 4 of the General Conditions.

No. 7 Market Disruption Events

(1) If a Market Disruption Event in accordance with paragraph (2) of this No. 7 exists on the Valuation Date, then the Valuation Date shall be postponed to the next following day which fulfills the criteria for a Valuation Date in accordance with No. 2 of the Issue Specific Conditions and on which a Market Disruption Event no longer exists. The Issuer shall endeavor to give notice to the Warrant Holders without delay in accordance with No. 4 of the

General Conditions that a Market Disruption Event has occurred. However, there shall be no obligation to give notice. If, as a result of the provisions of this paragraph, the Valuation Date has been postponed for five (5) consecutive days that fulfill the criteria for a Valuation Date in accordance with No. 2 (3) of the Issue Specific Conditions and if the Market Disruption Event continues to exist on that day as well, then that day shall be deemed to be the Valuation Date and the Issuer shall determine the Cash Amount in its reasonable discretion taking account of the market conditions prevailing on any such deemed Valuation Date.

(2) "Market Disruption Event" shall mean

- (i) the suspension or restriction of trading in the Underlying on the Relevant Exchange, or
- (ii) the suspension or restriction of trading (including the lending market) in a futures or options contract based on the Underlying on a Futures Exchange on which futures or options contracts based on the Underlying are traded (the "Futures Exchange");

if that suspension or restriction occurs or exists in the last half-hour before the calculation of the closing price of the Underlying that would normally take place and is material as determined by the Issuer in its reasonable discretion. A change in the Trading Days or Trading Hours on or during which the Underlying is traded does not constitute a Market Disruption Event, provided that the change takes place as the result of a previously announced change in the trading regulations by the Relevant Exchange.

ANNEX TO THE ISSUE SPECIFIC CONDITIONS

Table 1 – supplementary to Part A. Product Specific Conditions

Issue Date: 22/01/2014

Initial value date in France: 27/01/2014

ISIN / Local Trading Code	Underlying	Туре	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike	Multiplier	Valuation Date / Maturity Date	Type of Exercise	Number	Reference Price of the Underlying ("Reference Price")
DE000CF6Z634 / 5122C	GDF Suez	PUT	No	EUR 0.15	Euro (EUR)	EUR 17.00	0.2	19/06/2014 / 26/06/2014	European	3,000,000	Closing price

Table 2 – supplementary to Part B. Underlying Specific Conditions

Underlying (Company) / Share type	ISIN or Reuters Code of the	Relevant Stock Exchange / Relevant Adjustment Exchange for the	Valuation Date /	Currency in which the Reference Price is expressed
	Underlying	Underlying ("Adjustment Exchange")	Currency Conversion Date	("Reference Currency")
GDF Suez SA / Common Shares	FR0010208488	Euronext Paris / EUREX Frankfurt	See Table 1 / not applicable	Euro (EUR)

The following specific meanings shall apply in this context:

Deutsche Börse AG, Frankfurt, Germany (XETRA®)

EUREX : EUREX, Frankfurt, Germany

STOXX Limited, Zurich : STOXX Limited, Zurich, Switzerland

Dow Jones & Company, Inc., New York, U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

Nikkei Inc. : Nikkei Inc., Tokyo, Japan

Standard & Poor's Corp., New York, N.Y., U.S.A.

AEX Options and Futures Exchange : AEX Options and Futures Exchange, Amsterdam, The Netherlands

Bolsa de Derivados Portugal, Lisbon, Portugal : Bolsa de Derivados Portugal, Lisbon, Portugal

EUREX : EUREX, Zurich, Switzerland

Euronext Amsterdam/ Euronext Lisbon/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Euronext Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Discrete Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Paris S.A., Paris, France

Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.) : Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.), Helsinki, Finland

Helsinki Derivatives Exchange (HEX Ltd.) : Helsinki Derivatives Exchange (HEX Ltd.), Helsinki, Finland

HSIL : Hang Seng Indexes Company Limited ("HSIL"), Hong Kong, China

Madrid stock exchange : Bolsa de Madrid, Madrid, Spain

MEFF
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
New York Stock Exchange, New York, NY, USA
OCC
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signatu

OSE : Osaka Securities Exchange, Osaka, Japan
TSE : Tokyo Stock Exchange, Tokyo, Japan
SIX Swiss Exchange, Swiss Exchange : SIX Swiss Exchange, Switzerland

RISK FACTORS

Investors should read carefully the risk factors set out under "I. Risk factors of Warrants" in the Securities Note and under 1. in the Registration Form.

In particular, the following optional risk factors that relate only to certain types of Warrants are applicable to these Warrants (please refer to "I. Risk factors of Warrants" in the Securities Note):

- Risk relating to the loss of time value of Warrants depending on the remaining term
- Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs

ADDITIONAL INFORMATION

Name and address of the paying agents and the calculation agent

Paying Agent(s):

Citigroup Global Markets Ltd., 1-5 Rue Paul Cézanne, 75008 Paris, France

Calculation Agent:

Citigroup Global Markets Deutschland AG, Frankfurter Welle, Reuterweg 16, D-60323 Frankfurt am Main, Federal Republic of Germany

Conflicts of interest

With respect to interests of natural and legal persons involved in the issue and resulting potential conflicts of interest, please refer to "4. Risk of conflicts of interest" under "I. Risk factors of Warrants" in the Securities Note.

Offer method

The Warrants are being offered over-the-counter on a continuous basis in one series.

The offer of the Warrants begins in France on 22/01/2014.

Stock exchange listing

The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.

Consent to the use of the Prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*, "WpPG").

Issue price, price calculation and costs and taxes on purchase

The initial issue price is specified in Table 1 of the annex to the Issue Specific Conditions.

Both the initial issue price and the bid and offered prices quoted by the Issuer during the term of the Warrants are calculated using theoretical pricing models. In this context, the bid and offered prices for the Warrants are determined on the basis, among other things, of the mathematical value of the Warrants, the costs of hedging and accepting risk and the expected return. Please see also the information provided under "Risk relating to the calculation of the warrant prices" and "4. Risk of conflicts of interest", both in Section "I. Risk factors of Warrants".

No costs or taxes of any kind for the warrant holders will be deducted by the Issuer whether the Warrants are purchased off-market (in countries where this is permitted by law) or via a stock exchange. Such costs or taxes should be distinguished from the fees and costs charged to the purchaser of the Warrants by his bank for executing the securities order, which are generally

shown separately on the statement for the purchase transaction in addition to the price of the Warrants. The latter costs depend solely on the particular terms of business of the warrant purchaser's bank. In the case of a purchase via a stock exchange, additional fees and expenses are also incurred. Furthermore, warrant holders are generally charged an individual fee in each case by their bank for managing the securities account. Notwithstanding the foregoing, profits arising from the Warrants or capital represented by the Warrants may be subject to taxation.

Information on the underlying

Website: www.gdfsuez.com

Disclaimers in relation to Share Prices used as Underlyings

Insofar as share prices are the underlying of Warrants issued by the issuer and described in this Final Terms document, the respective public limited company that has issued the relevant shares, to whose reference price the Warrants relate (the "Issuer of the Underlying"), does not express any recommendation for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main. The Issuer of the underlying neither directly nor indirectly assumes any liability for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main.

The Warrants are the sole obligation of Citigroup Global Markets Deutschland AG and do not involve liability on the part of the Issuer of the underlying. This is not an offer of shares. The Issuer of the underlying has not been and does not want to be involved, neither directly nor indirectly, in deciding the timing of the issue, or the preparation of this document, or the constitution of the option rights under these securities. Furthermore, the Warrant Holder will not have any right through the Warrant to any information, votes or dividends in the Issuer of the underlying.

Publication of additional information

The Issuer does not intend to provide any additional information about the underlying.

The Issuer will publish additional notices described in detail in the terms and conditions. Examples of such notices are adjustments of the features of the Warrants as a result of adjustments relating to the underlying which may, for example, affect the conditions for calculating the cash amount or a replacement of the underlying. A further example is the early redemption of the Warrants if an adjustment cannot be made.

Notices under these terms and conditions are generally published on the Issuer's website. If and to the extent that mandatory provisions of the applicable laws or exchange regulations require notices to be published elsewhere, they will also be published, where necessary, in the place prescribed in each case.

Selling restrictions

Information on selling restrictions can be found under "VI. Selling restrictions" in the Securities Note.

ANNEX – ISSUE SPECIFIC SUMMARY

Section A – Introduction and warnings

This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the A.1 "Issuer") and of the Warrants issued under the Tripartite Base Prospectus. The Summary is intended as an introduction to the Tripartite Base Prospectus, which comprises this Summary, the Registration Form of Citigroup Global Markets Deutschland AG dated 03 May 2013 including any supplements and the Securities Note of Citigroup Global Markets Deutschland AG dated 13 May 2013. Investors should therefore ensure that any decision to invest in the Warrants is based on a review of the entire Prospectus, including any supplements and the Final Terms. Where claims relating to the information contained in a base prospectus, any supplements, and the respective Final Terms are brought before a court, the investor acting as plaintiff may, as a result of the laws of individual member states of the European Economic Area, have to bear the costs of translating the base prospectus, any supplements, and the Final Terms into the language of the court prior to the commencement of legal proceedings. The Issuer can be held liable for the content of this Summary, including any translation prepared, but only in the event that the Summary is misleading, inaccurate or inconsistent when read in conjunction with the other parts of the Prospectus, or, when read in conjunction with the other parts of the Tripartite Base Prospectus, does not convey all of the key information required.

A.2 Consent to use the prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent) for offers in France (the "Offer State"). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (Wertpapierprospektgesetz, "WpPG").

In the event of an offer by a financial intermediary, the terms and conditions of the offer must be provided to investors at the time of the offer by the financial intermediary.

Sectio	n B – Issuer and any g	n B – Issuer and any guarantors				
B.1	The legal and commercial name of the issuer.	The legal and commercial name of the Issuer is Citigroup Global Markets Deutschland AG.				
B.2	The domicile and legal form of the issuer, the legislation under which the issuer operates and its country of incorporation.	Prankfurt am Main; the address of Citigroup Global Markets Deutschland AG is Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, Federal Republic of Germany (telephone +49 (0)69-1366-0). Legal form and jurisdiction The Issuer is a stock corporation (Aktiengesellschaft, "AG") under German law. Place of registration The Issuer is entered in the commercial register of the Frankfurt am Main Local Court under the number HRB 88301.				

	T.	
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Bank expects world economic growth in 2013 to increase slightly from 2.5 per cent to 2.6 per cent. In 2014 growth should increase to 3.2 per cent. The slowdown in worldwide economic growth was principally due to the slowdown of growth in the industrialized countries. The Bank expects moderate growth of 1.0 per cent for industrialized countries in 2013 and a modest increase to 1.6 per cent in 2014.
		Overall the Bank expects continued significant variations between different regions in the world.
		The Bank expects a mild recession in the Eurozone (the Bank's growth forecasts are for -0.6 per cent and -0.4 per cent for 2013 and 2014). This is seen to be due to the continuing sovereign debt crisis and the high level of private sector indebtedness in the peripheral European countries. The ECB is expected to continue to act to stabilise markets and to reduce interest rates in the second quarter of 2013 depending on further economic growth in the Eurozone, which could be followed by a forecast final interest rate reduction in the second half of the year. The Bank considers it likely that Southern Europe and Ireland will only gradually reach a common sustainable fiscal path. If the core countries in future are no longer prepared to increase their support for the peripheral states, this could lead to a raft of debt restructurings (with likely longer maturities and interest rate reductions), but probably not before 2015.
		In the Warrants and Certificates Division, the competition is expected to remain intense among leading issuers. Further regulatory challenges are expected, which have to be integrated into the business in a timely manner.
		Given the forecasts made by the individual business divisions and a restrictive cost management approach, the Bank is expecting continued overall profits in fiscal years 2013 and 2014.
B.5	If the issuer is part of a group, a description of the group and the issuer's position	The Issuer is a member of the German subgroup of Citigroup. As a public limited company, it is managed by the executive board. The Issuer is wholly-owned by the German holding company, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, a limited partnership with registered offices in Frankfurt/Main.
	within the group.	Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is also a silent partner of the Issuer, having a silent equity interest ("Stille Einlage") totalling EUR 122,710,051.49 as of 30 November 2012. The general partner of Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is Citigroup Global Markets Finance LLC (USA). The sole limited partner is Citi Overseas Investment Bahamas Inc.
		All shares of Citigroup Global Markets Finance LLC are held by Citi Overseas Investment Bahamas Inc., the sole shareholder of which is Citibank Overseas Investment Corporation (USA). This company is in turn 100 per cent owned by Citibank, N.A. (USA). Citibank, N.A. (USA) is a 100 per cent owned subsidiary of Citicorp (USA), which in turn is a 100 per cent owned subsidiary of Citigroup, Inc. (USA).
B.9	Where a profit	Not applicable; the Issuer has decided not to make any profit forecasts or profit

	forecast or estimate is made, state the figure.	estimates in the Base Prosp	ectus.		
B.10	A description of the nature of any qualifications in the audit report on the historical financial information.	The annual financial state December 2011 to 30 Nov 2011 were audited by the unqualified auditor's opinion	vember 2012 and ne Issuer's statute	1 December 201	0 to 30 November
B.12	Selected historical key financial information regarding the issuer, presented for each financial year of the period	Key Annual Financial Deutschland AG The table below provides a which have been taken fro prior fiscal year (fiscal year business development of Ci	m the audited fin ar 2011) and fisca	ertain noteworthy ancial statements I year 2012 and	2012 between the thereby reveals the
	covered by the historical financial information and any		30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro	
	subsequent interim	Balance sheet total	9,543	8,690	
	financial period accompanied by	Business volume	11,162	10,163	
	comparative data	Equity capital	590	588	
	from the same	Loan portfolio	5,365	5,196	
	period in the prior financial year,	Number of employees	348	361	
	except that the	- Company of the comp			I
	requirement for comparative balance sheet information is satisfied by		01.12.2011 - 30.11.2012 in million Euro	prior fiscal year (01.12.2012 - 30.11.2011) in million Euro	
	presenting the year- end balance sheet	Interest income from operations	11	29	
	information. A statement that there	Commissions from brokerage business	111	96	
	has been no material adverse change in the	Commissions from securities business	18	17	
	prospects of the issuer since the date	Net income from financial trading operations	25	60	
	of its last published audited financial	General administrative expenses	161	137	
	statements or a description of any material adverse change.	As of the balance sheet da following components:	ate, the balance s	sheet equity cap	ital consists of the
	A description of				

significant changes in the financial or trading position of the issuer subsequent to the period covered by the historical financial information.

	30.11.2012 in million Euro (audited)	prior fiscal year (30.11.2011) in million Euro (audited)
Subscribed capital		
Share capital	210.6	210.6
Silent partner capital	122.7	122.7
Capital reserves	195.8	193.8
Legal reserves	33.0	33.0
Other earnings reserves	27.9	27.9

In addition, as part of incorporating the new rules under the BilMoG pursuant to § 340g of the German Commercial Code (HGB), a new separate item was created ("Fund for general banking risks") in the amount of EUR 9.4m (EUR 6.6m in the previous year).

The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows:

	30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro
Equity capital on balance sheet	590.0	588.0
Less intangible assets	0	-1.2
Core capital	599.3	594.3
Supplementary capital	0.0	0.0
Equity capital	599.3	594.3
Capital ratios		
Tier one capital in %	33.6	29.3
Total capital ratio in %	33.6	29.3

Despite the debt crisis in the Eurozone and the concomitant volatility on the international financial markets, Citigroup Global Markets Deutschland AG was once again able to earn a profit in the recently completed fiscal year.

Key Semi-Annual Financial Information of Citigroup Global Markets Deutschland AG

The table below provides a comparison of certain noteworthy financial statistics for the first half of the financial year 2013 which have been taken from the unaudited interim financial statements 2013 between the prior fiscal year and/or the previous year's figures and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

	31.05.2013	30.11.2012	
	in million Euro	in million Euro	

Balance sheet total	11,147	9,543
Business volume	12,628	11,162
Equity capital	590	590
Loan portfolio	5,179	5,365
Number of employees on the balance sheet date	263	334

	01.12.2012 - 31.05.2013 in million Euro	01.12.2011 - 31.05.2012 in million Euro
Interest income from operations	3	7
Commissions from brokerage business	20	33
Commissions from securities business	8	9
Net income from financial trading operations	29	16
General administrative expenses	72	70

Statements as regards trend information and financial or trading position

The Issuer declares that since the date of the last audited annual financial statements on 30 November 2012 no material adverse change in the prospects of the Issuer has occurred.

Furthermore, the Issuer declares that since the date of the last interim financial statements on 31 May 2013 no significant change has occurred in the financial or trading position of the Issuer.

B.13 A description of any recent events particular to the issuer which are to a material extent relevant to the evaluation of the issuer's solvency.

Significant events that may have a material impact on the assessment of the Issuer's solvency can not be determined at the moment. However, Citigroup Global Markets Deutschland AG is currently subject to an extra-ordinary audit on withholding taxes by the Frankfurt-Hoechst tax authority for the years 2007-2008. In this context the tax authority has expressed its view that Citigroup Global Markets Deutschland AG may not have deducted and paid withholding taxes from dividends received in connection with so called cum-ex transactions for shares held by it in custody for its clients as required. Based on these findings the tax authority is currently of the view that Citigroup Global Markets Deutschland AG is liable for non deducted withholding taxes in the amount of more than Euro 706 million for the years 2007 and 2008. In case the tax authority's view should succeed further tax liability for the years 2009 to 2011 may arise which can not be estimated at the moment.

The main starting point for the liability claim of the tax authorities is the question if Citigroup Global Markets Deutschland AG is to be qualified as a German bank

		executing the trade (<i>die den Verkaufsauftrag ausführende Stelle</i>) in the respective years. Furthermore, the method applied to identify the amount of the liability claim is debatable as well as the question if Citigroup Global Markets Deutschland AG can be held liable as principal debtor. Citigroup Global Markets Deutschland AG has obtained legal advice from a reputable tax consultant office as well as from a reputable accounting firm. Based thereon, the management of Citigroup Global Markets Deutschland AG is of the view that the likelihood to win any legal proceedings in this matter exceeds 50 per. cent. On this basis, Citigroup Global Markets Deutschland AG's management has decided to put up a reserve only for expected legal advice and litigation expenses, if any, and has decided that 2 million Euro is an adequate figure in this respect. Furthermore, it should be noted that Citigroup is currently evaluating measures to
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	optimize its organizational structure. Citigroup Global Markets Finance Corporation as the German holding company owns 100% of the shares of the Issuer. Pursuant to § 17 (2) of the German Stock Corporation Act (<i>Aktiengesetz</i> , "AktG"), it is assumed that a company in which a majority of the shares is held by another company is dependent upon that other company.
B.15	A description of the issuer's principal activities.	The Issuer is engaged in the business of corporate and investment banking and offers companies, governments and institutional investors comprehensive financial solutions in the areas of investment banking, fixed income, foreign exchange, equities and derivatives, and global transaction services; in addition it is a leading issuer of warrants and certificates whose end investors are predominantly retail clients. Since the end of 2012 the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.
B.16	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control.	In addition to the inclusion of the Issuer in the Citigroup Inc. group of companies referred to above, the Issuer is also party to a control and profit and loss transfer agreement with its immediate parent company. Under the terms of the agreement, the Issuer has placed the management of its business under the control of its immediate parent company. Accordingly, the immediate holding company has the right to give instructions to the Issuer. The agreement also requires the Issuer to transfer its entire profit to its immediate parent company. In return, the immediate parent company is required to make up any annual loss of the Issuer arising during the period of the agreement, as provided in detail by § 302 (1) and (3) AktG.

Section C – Securities						
C.1	•	Type/form of the Warrants				
	type and the class of the securities being offered	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with				

	and/or admitted to trading, including any security identification number.	options. One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. The leverage effect of the Warrant operates in both directions – not only to the investor's advantage in the event of the favorable performance of the factors determining the value, but also to the investor's disadvantage in the event of their unfavorable performance. The payment due under a Warrant on exercise or early termination depends on the value of the underlying at the relevant time.
		The Warrants will be issued in dematerialized bearer form (<i>au porteur</i>) and inscribed in the books of the central securities depositary which shall credit the accounts of the account holders. No physical document of title (including <i>certificats représentatifs</i> pursuant to Article R.211-7 of the French Monetary and Financial Code (<i>Code monétaire et financier</i>)) will be issued in respect of the Warrants.
		Security identification number
		ISIN: DE000CF6Z634
		Local Code: 5122C
C.2	Currency of the securities issue.	Euro
C.5	A description of any restrictions on the free transferability of the securities.	Each Warrant is transferable in accordance with the laws applying in each case and, where relevant, the respective applicable regulations and procedures of the securities depositary in whose records the transfer is registered.
C.8	A description of the	Applicable law for the securities
	rights attached to the securities including ranking and including limitations to those	The Warrants are subject to German law. The constituting of the Warrants may be governed by the laws of the jurisdiction of the central securities depository.
	rights.	Rights attached to the Warrants
		Each Warrant grants the holder the right to the cash amount as described in more detail under C.15.
		Status of the Warrants
		The Warrants create direct, unsecured and unsubordinated obligations of the Issuer that rank <i>pari passu</i> in relation to one another and in relation to all other current and future unsecured and unsubordinated obligations of the Issuer, with the exception of obligations that have priority due to mandatory statutory provisions.
		Limitations to the rights
		The Issuer has the right to terminate the Warrants and to amend the terms and conditions pursuant to the provisions specified in the terms and conditions of the Warrants.

C.11	An indication as to	The Warrante have been admitted to the recorded market of the Forestict
C.11	An indication as to whether the securities offered are or will be the object of an application for admission to trading, with a view to their distribution in a regulated market or other equivalent markets with an indication of the markets in question.	The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.
C.15	A description of how	Description of Put Warrants with European type of exercise
	the value of the investment is affected by the value of the	Put Warrants enable investors to participate on a disproportionate (leveraged) basis in the negative performance of the underlying.
	underlying instrument(s), unless the securities have a denomination of at least EUR 100,000.	In return, however, they also participate on a leveraged basis in any positive performance of the underlying and in addition bear the risk that the Put Warrant may expire worthless if the reference price of the underlying reaches or exceeds the strike.
		On the maturity date, the cash amount received by the investors is the difference, multiplied by the multiplier, by which the reference price of the underlying determined on the valuation date is lower than the respective strike. If the reference price is equal to or higher than the strike, the Put Warrant expires worthless.
C.16	The expiration or maturity date of the	Maturity date: 26/06/2014
	derivative securities –	Exercise date: 19/06/2014
	the exercise date or final reference date.	Valuation date: 19/06/2014
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants with automatic exercise, i.e. a European type of exercise, the Issuer will transfer any positive cash amount to the central securities depositary on the maturity date for the credit of the warrant holders registered with the central securities depositary at the close of business on the preceding banking day at the head office of the central securities depositary.
		The central securities depositary has given an undertaking to the Issuer to make a corresponding onward transfer.
C.18	A description of how the return on derivative securities takes place.	In the case of Warrants with a European type of exercise, the option right may be exercised by the warrant holder only with effect as of the valuation date for the respective Warrant. If the cash amount results in a positive value, the option right attaching to the respective Warrant is deemed to be exercised on the valuation date without further preconditions and without the submission of an explicit exercise notice ("Automatic Exercise").

C.19	The exercise price or the final reference price of the underlying.	Reference price on the valuation date: Closing price	
C.20	A description of the type of the underlying and where the information on the underlying can be found.	Type: share or security representing shares WKN: A0ER6Q ISIN: FR0010208488 Company: GDF Suez SA Relevant stock exchange: Euronext Paris Reuters page: GSZ.PA Website: www.gdfsuez.com	
Section	D – Risks		
D.2	Key information on the key risks that are specific to the issuer.	Risk of the cessation or limitation of price-setting by the Issuer If the Issuer were to limit or completely abandon its voluntary intention to set bid and offered prices, there would be a danger, if prices for Warrants were not set by any other party that investors would have to wait for the final maturity of the Warrants or, where early exercise is possible, exercise the option right. Liquidity risk despite control and profit and loss transfer agreement	
		The Issuer would also be unable to meet its obligations arising from the securities despite the control and profit and loss transfer agreement if, in the event that the Issuer generated a net loss, while the immediate parent company would in principle be required to assume that loss, it was unable or unwilling to comply with this contractual obligation as a result of its own liquidity difficulties or overindebtedness.	
		Brokerage of transactions for other Group companies and allocation of work within Citigroup	
		The great majority of the Issuer's commission income consists of transfer pricing income from brokerage transactions with affiliated companies. The Issuer's costs arising from the exchange of services with individual Group companies are reimbursed on the basis of existing agreements using transfer prices. For this purpose, income and expenses, in particular commission income for transactions assisted by the bank in an advisory capacity in the context of its sales activities, are determined and allocated to the relevant areas providing the services. The transactions relate to equity trading, bond issues and corporate finance as well as to the sale of structured products, corporate derivatives and currency management products, and also global relationship banking. This process is coordinated closely across all areas with Citigroup Global Markets Limited, London, in particular, and also with Citibank, N.A., London.	

If a decision were made within Citigroup to reallocate the relevant activities to other Group companies, the Issuer could lose a material source of income.

Risks in the lending business

The Issuer's loan portfolio consists mainly of loans to international customers in the industrial and financial services sectors with investment grade credit ratings. Loan defaults have been avoided in recent years thanks to this business policy. The loan portfolio is mainly concentrated on a manageable number of borrower units, as defined by German banking law. If significant individual borrowers in the Issuer's portfolio were unable to meet their obligations, therefore, a substantial increase in loan loss provisions would be conceivable in principle and loan defaults could occur.

Interest rate risk

Risk-Treasury assesses and controls the Issuer's interest rate risk. The Issuer's exposure to changes in interest rates maybe a mid to long-term risk in holdings in liquid securities if these were not originally covered by hedging transactions like interest rate swap agreements. The same applies to medium and long-term loans granted by the Issuer. A significant risk from interest rate changes could arise where interest rates are not monitored in a timely or sensitive manner, which may produce the concomitant danger that action to cover such interest rate exposure is not taken early enough.

Operating risk

The Issuer has transferred a number of areas that are significant for the proper management and control of its business activities and the risks associated with them to other companies within and outside Citigroup. In the event that the companies to which these areas have been transferred do not fulfill their contractual obligations or do not do so at the proper time, the ability of the Issuer to meet its own obligations arising from the securities it has issued on the due dates could also be adversely affected.

Tax risks

The tax decisions issued to the Issuer are regularly subject to subsequent review in the form of an external tax audit or to the resolution of individual issues by the relevant courts. This is normal practice and means that an additional tax demand can be issued by the tax authorities years after the original assessment as a result of a tax audit or a generally applicable decision by a tax court.

General business risks

Settlement risk

The risk that a business transaction is incorrectly processed or that a transaction is executed which is different from the intentions and expectations of the Issuer's management.

Information risk

The risk that information, which was generated, received, transmitted or stored within or outside the Issuer's place of business, can no longer be accessed. Furthermore, such information may be of poor quality, or have been wrongly handled or improperly obtained. The information risk also includes risks that are generated by systems and used for processing information.

Reputation risk

This represents the Issuer's risk that its relations with its customers could be harmed if its services are poor or transactions are incorrectly executed. This risk also includes the risk of entering into business relations with counterparties, whose business practices do not conform to the standards or business ethics of the Issuer.

Personnel risk

The Issuer has a high demand for qualified and specially trained professionals and managers. Personnel risk entails the risk of high staff turnover and the risk that the Issuer will be unable to retain a sufficient staff of qualified personnel, as well as the risk that the Issuer's employees may knowingly or negligently violate established regulations or the firm's business ethics standards.

• Legal and regulatory risks

The Issuer views legal risks as any and all risks resulting from binding contracts and governing legislation. Regulatory risks result from the legal environment in which the Issuer does business.

· Risk of fraud

These are both internal and external risks of fraud such as bribery, insider trading and theft of data.

D.6 Ke

Key information on the key risks that are specific to the securities. This must include a risk warning effect that the investors may lose the value of their entire investment or part of it, as the case may be, and/or, if the investor's liability is not limited to value of investment, a statement of that fact, together with a description of the circumstances in which such additional liability

General risk factors of Warrants

Risk of total loss

Warrants represent particularly risky investment instruments. They entail a particularly high risk of losing the capital invested, up to and including a total loss, plus the transaction costs incurred and any borrowing costs.

Risk of default by the Issuer of the Warrants

In the event of the Issuer becoming insolvent, investors could suffer a loss up to and including a total loss. As bearer securities, Warrants do not fall within the scope of the deposit protection arrangements.

Risk arising from above-average fluctuations in the prices of Warrants (leverage effect)

One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. At the same time, Warrants also entail above-average arises and the likely financial effect.

risks of loss.

Risk of the absence or non-functioning of a secondary market in the Warrants or restricted availability of the Issuer's electronic trading system

Investors should not assume that they will be able to sell a Warrant at a particular time or at a particular price during its term. Investors should assume instead that pricing on the exchange can only take place within the spread of bid and offered prices quoted by the Issuer, if available, and that their buy or sell orders on the exchange will be executed with the Issuer as the direct or indirect counterparty.

Risk in connection with the cessation of secondary trading immediately prior to final maturity

The Issuer and/or the exchange cease trading in the Warrants shortly before their valuation date. However, the reference price of the underlying on the valuation date and/or the applicable exchange rate, both of which are important for the purpose of determining the cash amount of the Warrants, may still change between the last exchange trading day and the maturity date, which may be to the disadvantage of the investor. There is a particular risk that the price of the underlying may reach, fall below or exceed a barrier for the first time shortly before the reference price on the valuation date is determined and after trading in the secondary market has already finished.

Currency risk with respect to the intrinsic value of the Warrants

The performance of the investment is subject to a currency risk if the underlying on which the Warrants are based is expressed in a currency other than the currency in which the cash amount is paid out (settlement currency).

Risks relating to market disruption events

In the event of market disruption events with respect to the underlying, the Issuer has the right to postpone the valuation date for the reference price on exercise. This may result in an additional risk for investors if the underlying performs negatively during the time delay or, where applicable, if the exchange rate for converting the intrinsic value into the settlement currency moves in an unfavourable direction for the investor.

Product specific risk factors

Risk relating to the loss of time value of Warrants depending on the remaining term

The price of Warrants is calculated on the basis of two components of price (intrinsic value and time value). The intrinsic value of Warrants during their term is equal to the difference (if positive), multiplied by the multiplier, between the strike and the value of the underlying (Put Warrants). The amount of the time value, on the other hand, is essentially determined on the basis of the remaining term of the Warrant and the expected frequency

		and intensity of the fluctuations in the price of the underlying expected by the Issuer during the remaining term of the Warrant (implied volatility).	
		Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs	
		The other factors affecting the price of the Warrants include, <i>inter alia</i> , interest rates on the money market relating to the remaining term, expected income from the Issuer's hedging transactions in or related to the underlying and the level of the Issuer's refinancing costs for entering into those hedging transactions.	
		Even if the price of the underlying rises in the case of a call option or falls in the case of a put option, therefore, the value of the Warrant may decline as a result of the other factors affecting value. Given the limited term of the Warrant, there is no guarantee that the price of the Warrant will recover in sufficient time. The shorter the remaining term, the greater the risk.	
Section	E – Offer		
E.2b	Reasons for the offer and use of proceeds when different from making profit and/or hedging certain risks.	certain risks and the net proceeds from the issuance of Warrants presented in this base prospectus will be used by the Issuer for its general business	
E.3	A description of the terms and conditions of	Offer method, offeror and issue date of the Warrants	
	the offer.	The Warrants are being offered over-the-counter on a continuous basis	
		The offer of the Warrants begins in France on 22/01/2014.	
		The offeror of the Warrants is the Issuer.	
		The issue date is: 22/01/2014	
		Restrictions on the free transferability of the securities	
		The Warrants may be offered or sold only if all applicable securities laws and regulations in force in the jurisdiction in which a purchase, offer, sale or delivery of Warrants is made or in which this document is circulated or kept for inspection have been complied with, and if all consents or authorizations required for the purchase, offer, sale or delivery of the Warrants in accordance with the legal norms in force in that jurisdiction have been obtained.	
		In particular, the Warrants are not and will not be registered pursuant to the United States Securities Act of 1933 as amended. They may not be offered, sold, traded or delivered within the United States either directly or indirectly by or to or for the account of a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933), except in the case of exemption from the registration requirements of the	

		Securities Act. Any person receiving the cash amount in accordance with these terms and conditions is deemed to have made a declaration that the person entitled to the rights arising from the Warrants is not a US person. Issue price and costs and taxes on purchase The initial issue price is EUR 0.15. The purchase of the Warrants incurs no costs or taxes that are specifically charged by the Issuer to the subscriber or purchaser.
E.4	A description of any interest that is material to the issue/offer including conflicting interests.	The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it generally act as the calculation agent for the Warrants. This activity can lead to conflicts of interest since the responsibilities of the calculation agent include making certain determinations and decisions which could have a negative effect on the price of the Warrants or the level of the cash amount.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may engage in trading transactions in the underlying, other instruments linked to it, or derivatives, stock exchange options or stock exchange forward contracts, or may issue other securities and derivatives based on the underlying. The companies may also be involved in the acquisition of new shares or other securities of the underlying or, in the case of stock indices, of individual companies included in the index, or act as financial advisors to the entities referred to or work with them in the commercial banking business. The companies are required to fulfill their obligations arising in this connection irrespective of the consequences resulting for the warrant holders and, where necessary, to take actions they consider necessary or appropriate in order to protect themselves or safeguard their interests arising from these business relationships. The activities referred to above could lead to conflicts of interest and have a negative effect on the price of the underlying or securities linked to it such as the Warrants.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may issue additional derivative securities based on the respective underlying or constituents of the underlying, including securities whose features are the same as or similar to those of the Warrants. The introduction of such products that compete with the Warrants may impact the price of the underlying or the constituents of the underlying and thus also the price of the Warrants. The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may receive non-public information relating to the underlying or the constituents of the underlying, but are under no obligation to pass on such information to the warrant holders. Furthermore, companies belonging to Citigroup, Inc. or affiliated to it may publish research reports relating to the underlying or constituents of the underlying. These types of activities may entail certain conflicts of interest and affect the price of the Warrants.
E.7	Estimated expenses charged to the investor	The estimated expenses for the Warrants, including the cost for admission to exchange trading, are included in the issue price or the selling price, as

by the	issuer or	the	the case may be. If the investor purchases the Warrants from a distributor,	
offeror.			the purchase price to be paid by the investor may include selling fees that	
			have to be disclosed by the distributor.	

ANNEXE - RÉSUMÉ EN FRANÇAIS

Section A – Introduction et mises en garde

A.1 Le présent Résumé présente les caractéristiques et les risques principaux de Citigroup Global Markets Deutschland AG (« l'**Émetteur** ») et les Warrants émis au titre de Prospectus Tripartite de Base. Le Résumé a pour finalité de servir d'introduction au Prospectus Tripartite de Base, qui comporte ce Résumé, le Formulaire d'Enregistrement de Citigroup Global Markets Deutschland AG daté du 3 mai 2013 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG daté du 13 mai 2013. Les investisseurs devraient donc veiller à ne prendre aucune décision d'investir dans les Warrants avant d'avoir pris connaissance du Prospectus dans sa totalité, y compris de tous les suppléments et des Conditions Définitives. Dans le cas où un recours relatif aux informations contenues dans un prospectus de base, dans tous les suppléments ou dans les Conditions Définitives respectives serait intenté auprès d'un tribunal, l'investisseur agissant en tant que plaignant pourrait, en vertu des lois de différents États membres de l'Espace économique européen, être contraint de prendre en charge le coût de la traduction du prospectus de base, de tous les suppléments et des Conditions Définitives, dans la langue de travail du tribunal avant le commencement de la procédure judiciaire. L'Émetteur peut être jugé responsable du contenu de ce Résumé, y compris de toute traduction en étant faite, mais seulement dans le cas où le Résumé serait trompeur, inexact ou contradictoire par rapport aux autres parties du Prospectus, ou, dans le cas où il est lu en même temps que les autres parties du Prospectus Tripartite de Base, s'il ne donne pas toutes les informations clés nécessaires.

A.2 – Consentement à l'utilisation du prospectus.

En ce qui concerne les Offres non-dispensées, en vertu de l'Article 3 (2) de la Directive Prospectus, l'Émetteur consent à l'utilisation du Prospectus par tous les intermédiaires financiers (consentement général) pour les offres faites en France (le ou les « État(s) concerné(s) par l'Offre »). Le consentement général à la revente ultérieure et au placement final des valeurs mobilières par le ou les intermédiaires financiers est donné en ce qui concerne France.

La revente ultérieure et le placement final des valeurs mobilières par les intermédiaires financiers peuvent être effectués pendant la période de validité du Prospectus Tripartite de Base en vertu du §9 de la Loi allemande sur les prospectus de valeurs mobilières (*Wertpapierprospektgesetz*, « WpPG »).

Dans le cas d'une offre faite par un intermédiaire financier, les modalités et conditions de l'offre doivent être précisées aux investisseurs au moment où l'offre est faite par l'intermédiaire financier.

Section B – Émetteur et garants

	1	
B.1	Indiquer la raison sociale et le nom commercial de l'émetteur.	La raison sociale et le nom commercial de l'Émetteur est Citigroup Global Markets Deutschland AG.
B.2	Indiquer le siège social et la forme juridique de l'émetteur, la législation régissant ses activités	Siège social Francfort-sur-le-Main; l'adresse de Citigroup Global Markets Deutschland AG est Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, République fédérale d'Allemagne (téléphone +49 (0)69-1366-0).

	ainsi que son pays	
	d'origine.	Forme juridique et législation régissant les activités
		L'Émetteur est une société anonyme (<i>Aktiengesellschaft</i> , « AG ») au sens de la législation allemande.
		Pays d'origine
		L'Émetteur est immatriculé au Registre de commerce du Tribunal local de Francfort-sur-le-Main sous le numéro HRB 88301.
B.4b	Décrire toute tendance connue ayant des répercussions sur l'émetteur et ses secteurs d'activité.	La Banque prévoit une légère accélération de la croissance économique mondiale en 2013, de 2,5% à 2,6 %. En 2014, la croissance devrait atteindre 3,2 %. Le ralentissement de la croissance économique mondiale observée est principalement imputable à la détérioration de la croissance des pays industrialisés. La Banque prévoit une croissance modérée de 1 pour cent pour les pays industrialisés en 2013 et une légère progression à 1,6 % en 2014.
		De façon générale, la Banque s'attend à un maintien d'écarts significatifs entre les différentes régions dans le monde.
		La Banque s'attend à une légère récession dans l'Eurozone (les prévisions de croissance de la Banque sont de -0,6 % et -0,4 % pour 2013 et 2014). Ceci est attribué à la poursuite de la crise de la dette souveraine et au niveau élevé de l'endettement du secteur privé dans les pays européens périphériques. La BCE devrait continuer à intervenir pour stabiliser les marchés et faire baisser les taux d'intérêt au cours du deuxième trimestre 2013 en fonction de la poursuite de la croissance économique de l'Eurozone, qui pourrait être suivie par une réduction finale de taux d'intérêt prévue pour le deuxième semestre. La Banque estime probable que le Sud de l'Europe et l'Irlande n'aboutiront que progressivement à des solutions communes durables en matière fiscale. Si les pays fondateurs ne sont plus déterminés à renforcer leur soutien aux États périphériques à l'avenir, ceci pourrait aboutir à un ensemble de restructurations de dette (avec probablement des échéances à plus long terme et des réductions de taux d'intérêt), mais probablement pas avant 2015.
		Dans la Division warrants et certificats, la concurrence devrait rester intense entre les principaux émetteurs. D'autres modifications de la réglementation devraient intervenir, qui devront être prises en compte en temps opportun pour l'activité.
		Compte tenu des prévisions faites par les différentes divisions et d'une approche restrictive de la gestion des coûts, la Banque s'attend à un maintien global des bénéfices au cours des exercices 2013 et 2014.
B.5	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur.	L'Émetteur est membre du sous-groupe allemand de Citigroup. En tant que société anonyme, il est géré par un conseil d'administration. L'Émetteur est entièrement détenu par une société holding allemande, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, une société en commandite domiciliée à Francfort-sur-le-Main.
		Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est également un associé passif de l'Émetteur, dans la mesure où il détient une participation passive (« Stille Einlage ») d'un montant total de 122 710 051,49 EUR au 30 novembre 2012. L'associé responsable de la société Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est la société

B.9	Lorsqu'une prévision ou une estimation du bénéfice est réalisée, en indiquer le montant.	Citigroup Global Markets Finance LLC (États-Unis). Le commanditaire unique est Citi Overseas Investment Bahamas Inc. Toutes les actions de Citigroup Global Markets Finance LLC sont détenues par Citi Overseas Investment Bahamas Inc., dont le seul actionnaire est Citibank Overseas Investment Corporation (États-Unis). Cette société est elle-même détenue à 100 % par Citibank, N.A. (États-Unis). Citibank, N.A. (États-Unis) est détenue à 100 % par Citicorp (États-Unis), qui est elle-même détenue à 100 % par Citigroup, Inc (États-Unis). Sans objet ; l'Émetteur a décidé de ne publier aucune prévision de bénéfice ou estimation de bénéfice dans le Prospectus de Base.			
B.10	Décrire la nature des éventuelles réserves sur les informations financières historiques contenues dans le rapport d'audit.	Les états financiers annuels de l'Émetteur pour les exercices du 1 ^{er} décembre 2011 au 30 novembre 2012 et du 1 ^{er} décembre 2010 au 30 novembre 2011 ont été audités par l'auditeur statutaire de l'Émetteur et ont obtenu une mention sans réserve de la part de l'auditeur.			
B.12	B.12 Présenter les informations financières historiques clés sélectionnées pour l'émetteur, pour chaque exercice de la période couverte par ces informations financières historiques et pour toute période intermédiaire B.12 Informations financières annuelles clés de Citigroup Global Deutschland AG Le tableau ci-dessous présente une comparaison de certaines financières significatives fournies dans les états financiers audités de l'exercice budgétaire antérieur (exercice 2011) et l'exercice 2012 et compte du développement de l'activité de Citigroup Global Markets E AG: AG:				
	ultérieure, accompagnées de			millions d'euros	
	données comparatives	Total du bilan	9.543	8.690	
	couvrant la même période de l'exercice	Volume d'activité	11.162	10.163	
	précédent; la	Fonds propres	590	588	
	présentation des bilans	Volume des prêts	5.365	5.196	
	de clôture suffit toutefois à remplir	Nombre d'employés	348	361	
	l'exigence	1 2			1
	d'informations bilancielles comparables. Une déclaration		01.12.2011 - 30.11.2012 en millions d'euros	Exercice précédent (01.12.2010 – 30.11.2011) en millions d'euros	
	attestant qu'aucune détérioration significative n'a eue de	Revenus d'intérêt de l'exploitation	11	29	
	répercussions sur les	Commissions de courtage	111	96	
	perspectives de	Commissions d'opérations sur	18	17	

l'émetteur depuis la date de ses derniers états financiers vérifiés et publiés, ou une description de toute détérioration significative.

Une description des changements significatifs de la situation financière ou commerciale l'émetteur survenus après la période couverte par informations financières historiques.

valeurs mobilières		
Revenu net des opérations financières de négoce	25	60
Frais généraux et administratifs	161	137

À la date du bilan, les **fonds propres inscrits au bilan** comprennent les éléments suivants :

	30.11.2012 en millions d'euros (audité)	Exercice précédent (30.11.2011) en millions d'euros (audité)
Capital souscrit		
Capital social	210,6	210,6
Participation de l'associé passif	122,7	122,7
Réserves de capital	195,8	193,8
Réserve légale	33,0	33,0
Autres bénéfices mis en réserve	27,9	27,9

De plus, dans le cadre de l'intégration de nouvelles règles au titre de BilMoG en vertu du §340g du Code allemand du commerce (HGB), un nouveau poste séparé a été créé (« Fonds pour les risques bancaires généraux ») pour un montant de 9,4 millions d'euros (6,6 millions d'euros l'année précédente).

Le capital réglementaire imputé sous BIZ se compose d'un capital de base et de capital supplémentaire (passifs subordonnés) après approbation, comme suit :

	30.11.2012 en millions d'euros	Exercice précédent (30.11.2011) en millions d'euros
Fonds propres au bilan	590,0	588,0
Moins immobilisations	0	-1,2
Capital de base	599,3	594,3
Capitaux supplémentaires	0,0	0,0
Fonds propres	599,3	594,3
Ratios de capitaux		
Fonds propres Tier one en %	33,6	29,3
Ratio de capitaux totaux en %	33,6	29,3

En dépit de la crise de dette dans l'Eurozone et de la volatilité concomitante sur les marchés financiers internationaux, Citigroup Global Markets Deutschland AG

a de nouveau réussi à dégager un bénéfice au cours de l'exercice clôturé récemment.

Informations financières semestrielles clés de Citigroup Global Markets Deutschland AG

Le tableau ci-dessous présente une comparaison de certaines statistiques financières significatives pour le premier semestre de l'exercice financier fournies dans les états financiers non-audités de 2013 entre l'exercice budgétaire antérieur et/ou les chiffres des années précédentes et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG:

	31.05.2013 en million d'Euro	30.11.2012 en million d' Euro
Total du bilan	11.147	9.543
Volume d'activité	12.628	11.162
Fonds propres	590	590
Portefeuille des prêts	5.179	5.365
Nombre d'employés à la date du bilan	263	334

	01.12.2012 - 31.05.2013 en million d'Euro	01.12.2011 - 31.05.2012 en million d'Euro
Revenus d'intérêt de l'exploitation	3	7
Commissions de courtage	20	33
Commissions d'opérations sur valeurs mobilières	8	9
Revenu net des opérations financières de négoce	29	16
Frais généraux et administratifs	72	70

Etats en ce qui concerne l'information tendancielle et la situation financière et commerciale.

L'Emetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2012, aucune détérioration significative n'a affecté les perspectives de l'Emetteur.

En outre, l'Emetteur déclare que depuis la date des états financiers provisoires au 31 mai 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale de l'Emetteur.

B.13 Décrire tout événement récent propre à l'émetteur et présentant un intérêt significatif

Aucun événement présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur n'est identifié à ce moment. Cependant, Citigroup Global Markets Deutschland AG est actuellement sujet à un audit extraordinaire sur les retenues à la source fiscales par l'autorité fiscale Francfort-Hoeschst pour

	pour l'évaluation de sa solvabilité.	les années 2007-2008. Dans ce contexte l'autorité fiscale a explicité ses vues quant au fait que Citigroup Global Markets Deutschland AG aurait dû déduire et payer la retenue à la source des dividendes reçus en relation avec transactions communément appelées cum-ex transactions. S'appuyant sur ces observations l'autorité fiscale est actuellement de l'avis que Citigroup Global Markets Deutschland AG est responsable de la non déduction de la retenue à la source d'un montant supérieur à 706 Millions d'Euro pour les années 2007 et 2008. Dans le cas où l'autorité fiscale a raison, la responsabilité fiscale pour les années 2009 à 2011 pourrait se poser ce qui est impossible d'estimer pour le moment. The principal point de départ de l'action en responsabilité des autorités fiscales est de savoir si Citigroup Global Markets Deutschland AG est qualifié de banque allemande exécutant un transaction (die den Verkaufsauftrag ausführende Stelle) durant ces années. De plus, la méthode appliquée pour identifier le montant des dommages et intérêts est débattue comme celle de savoir si Citigroup Global Markets Deutschland AG peut être tenu responsable comme débiteur principal. De plus, il devrait être noté que . Citigroup envisage actuellement des mesures visant à optimiser sa structure d'organisation.
B.14	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur. Si l'émetteur est dépendant d'autres entités du groupe, ce fait doit être clairement stipulé.	Citigroup Global Markets Finance Corporation à titre de société holding allemande possède 100 % des actions de l'Émetteur. En vertu du § 17 (2) de la Loi allemande sur les sociétés par actions (<i>Aktiengesetz</i> , « AktG »), il est considéré qu'une société dont la majorité des actions est détenue par une autre société est dépendante de cette autre société.
B.15	Fournir une description des principales activités de l'émetteur.	L'Émetteur est une banque d'affaire et d'investissement qui propose des solutions financières complètes dans les secteurs des opérations bancaires de l'investissement, des titres à revenu fixe, des opérations de change, des valeurs mobilières et des dérivés ainsi que des services de transactions internationales aux entreprises, aux pouvoirs publics et aux investisseurs institutionnels; c'est en outre un émetteur majeur de warrants et de certificats dont les investisseurs finaux sont principalement des clients particuliers. Depuis la fin de l'année 2012, l'activité de l'Émetteur intègre également Citi Private Bank – Family Office Coverage Germany et Covered Bond Research.
B.16	Dans la mesure où ces informations sont connues de l'émetteur, indiquer si celui-ci est détenu ou contrôlé, directement ou indirectement, et par qui; décrire la nature de ce contrôle.	En plus de l'intégration de l'Émetteur dans le groupe de sociétés Citigroup Inc. mentionné ci-dessus, l'Émetteur est également partie liée à sa maison mère directe par un accord de transfert de pouvoir et de pertes et profits. En vertu de cet accord, l'Émetteur a conféré la gestion de ses affaires à sa maison mère directe. De ce fait, la société holding dont dépend directement l'Émetteur, a le droit de lui donner des instructions. L'accord impose également à l'Émetteur de transférer la totalité de son bénéfice à sa maison mère directe. En contrepartie, la maison mère directe est tenue de compenser toute perte annuelle éventuelle de l'Émetteur durant la période de validité de l'accord, comme prévu en détail par les § 302 (1) et (3) d'AktG.

Section C – Valeurs mobilières

C.1	Décrire la nature et la catégorie des valeurs mobilières offertes et/ou admises à la négociation et donner tout numéro d'identification des valeurs mobilières.	Type/forme des Warrants Les warrants sont des instruments dérivés qui peuvent comporter un droit d'option et qui peuvent donc présenter beaucoup de points communs avec les options. L'une des principales caractéristiques des Warrants est l'effet de levier: une évolution du cours du sous-jacent peut entraîner une variation disproportionnée du cours du Warrant. L'effet de levier du Warrant joue dans les deux sens – non seulement à l'avantage de l'investisseur en cas de bonnes performances des facteurs déterminant la valeur, mais également en sa défaveur en cas de performances défavorables. Le paiement du au titre d'un Warrant lors de son exercice ou de sa liquidation prématurée dépend de la valeur du sous-jacent à ce moment. Les Warrants seront émis sous une forme dématerialisée au porteur et seront enregistrés dans les livres du dépôt central des valeurs mobilières qui créditera les comptes des titulaires de compte. Aucun document physique attestant de la possession (notamment des certificats représentatifs conformément à l'Article R.211-7 du Code monétaire et financier français) ne sera émis concernant les Warrants. Numéro d'identification des titres ISIN: DE000CF6Z634
C.2	Indiquer dans quelle monnaie l'émission a eu lieu.	Numéro d'identification local : 5122C Euro
C.5	Décrire toute restriction imposée à la libre négociabilité des valeurs mobilières.	Chaque Warrant est transmissible selon les lois s'appliquant à chaque cas et, le cas échéant, les réglementations et les procédures respectives applicables du dépositaire central de titres dans les livres duquel le transfert est enregistré.
C.8	Décrire les droits attachés aux valeurs mobilières y compris leur rang, y compris toute restriction qui leur est applicable.	Loi applicable aux titres: Les Warrants sont régis par la loi allemande. La constitution des Warrants peut être régie par les lois de la juridiction du dépositaire central de titres. Droits attachés aux Warrants Chaque Warrant confère à son détenteur le droit au montant en espèces détaillé à la section C.15. Statut des Warrants Les Warrants créent des obligations non garanties et non subordonnées de l'Émetteur qui se classent pari passu les unes par rapport aux autres et par rapport à toutes autres obligations actuelles et futures non garanties et non subordonnées de l'Émetteur, à l'exception des obligations qui ont priorité en raison de dispositions statutaires obligatoires. Limitations de droits

		L'Emetteur a le droit de résilier les Warrants et de modifier par voie d'avenant
		les termes et conditions en application des dispositions prévues aux termes et conditions des Warrants.
C.11	Indiquer si les valeurs mobilières offertes font ou feront l'objet d'une demande d'admission à la négociation, en vue de leur distribution sur un marché réglementé ou sur des marchés équivalents — les marchés en question devant alors être nommés.	Les Warrants ont été admis sur le marché réglementé à la bourse de valeurs de Eurolist, Euronext Paris S.A., qui est un marché réglementé au sens de la Directive 2004/39/CE.
C.15	Décrire comment la	Description des Warrants « Put » avec une modalité d'exercice européenne
	valeur de l'investissement est influencée par celle du ou des instrument(s) sous-jacent(s), sauf lorsque les valeurs mobilières ont une valeur nominale d'au moins 100 000 EUR.	Les Warrants « Put » permettent aux investisseurs de participer avec un effet de levier à la performance négative de la valeur sous-jacente. En contrepartie, cependant, ils participent également sur une base à effet multiplicateur à toute performance positive de la valeur sous-jacente en prenant en plus le risque que le Warrant « Put » expire en perdant totalement sa valeur si le prix de référence de la valeur sous-jacente atteint ou dépasse le prix d'exercice. À la date d'échéance, le montant reçu par les investisseurs est égal au déficit, multiplié par le coefficient multiplicateur, entre le prix de référence de la valeur sous-jacente à la date d'évaluation et le prix d'exercice correspondant. Si le prix de référence est égal ou supérieur au prix d'exercice, le warrant « Put » expire sans valeur.
C.16	Indiquer la date d'expiration ou d'échéance des instruments dérivés ainsi que la date d'exercice ou la date finale de référence.	Date d'échéance: 26.06.2014 Date d'exercice: 19.06.2014 Date d'évaluation: 19.06.2014
C.17	Décrire la procédure de règlement des instruments dérivés.	Dans le cas de Warrants à exercice automatique, cà-d. d'une modalité d'exercice européenne, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au crédit des détenteurs du warrant enregistrés auprès du dépositaire central à la clôture du jour ouvrable bancaire précédent au siège social du dépositaire central de titres. Le dépositaire central de titres s'est engagé auprès de l'Émetteur à faire un transfert ultérieur correspondant.

C.18	Indiquer les modalités relatives au produit des instruments dérivés.	Dans le cas de Warrants à modalité d'exercice européenne, le droit d'option ne peut être exercé par le détenteur du warrant qu'à la date d'évaluation pour le warrant concerné. Si le montant en numéraire aboutit à une valeur positive, le droit d'option attaché au warrant concerné est considéré exercé à la date d'évaluation sans autres conditions préalables et sans soumission d'une notification explicite d'exercice (« Exercice Automatique »).
C.19	Indiquer le prix d'exercice ou le prix de référence final du sous-jacent.	Prix de référence à la date d'évaluation : Cours de clôture
C.20	Décrire le type de sous-jacent utilisé et indiquer où trouver les informations à son sujet.	Type: action ou titre représentant des actions WKN (Numéro d'identification des valeurs mobilières allemandes): A0ER6Q ISIN: FR0010208488 Société: GDF Suez SA Bourse de valeurs mobilières concernée: Euronext Paris Page de Reuters: GSZ.PA
		Site Web: www.gdfsuez.com
Section	n D – Risques	
D.2	Fournir les informations clés concernant les principaux risques propres à l'émetteur.	Risque d'arrêt ou de restriction de la fixation du prix par l'Emetteur Si l'Émetteur devait limiter ou abandonner complètement son intention de fixer les prix de l'offre et de la demande, le danger existerait, au cas où les prix des Warrants ne seraient pas fixés par aucune autre partie, que les investisseurs doivent attendre l'échéance finale des Warrants ou, lorsque l'exercice est possible, qu'ils doivent exercer leur droit d'option.
		Risque de liquidité en dépit d'un accord de transfert de pouvoir et de pertes et profits
		L'Émetteur ne serait également pas en mesure d'honorer les obligations liées aux titres en dépit d'un accord de transfert de pouvoir et de pertes et profits si, dans le cas où l'Émetteur générait une perte nette, bien que la maison mère directe soit en principe tenue de prendre cette perte à son compte, il était incapable ou non disposé à se conformer à cet engagement contractuel en raison de ses propres difficultés de trésorerie ou de surendettement.
		Courtage de transactions pour d'autres sociétés du Groupe et répartition du travail au sein de Citigroup
		L'essentiel du revenu de commission de l'Émetteur se compose du revenu des prix de cession des transactions de courtage avec les sociétés apparentées. Les coûts pour l'Émetteur résultant de l'échange de services avec différentes sociétés du Groupe sont remboursés sur la base des accords existants en utilisant les prix de cession. À cette fin, le revenu et les dépenses, en particulier

le revenu de commission pour les transactions réalisées avec l'assistance de la banque à titre de conseiller dans le cadre de ses activités commerciales, sont déterminés et alloués aux différents secteurs fournissant les services. Les transactions se rapportent à la négociation sur les titres, les émissions d'obligations et la gestion financière d'entreprise ainsi qu'à la vente de produits structurés, dérivés de titres de sociétés et les produits de gestion de devises, et aux opérations bancaires internationales. Ce processus est coordonné étroitement dans l'ensemble des secteurs avec Citigroup Global Markets Limited, Londres, en particulier, et également avec Citibank, N.A., Londres.

Si une décision était prise au sein de Citigroup pour réaffecter les activités concernées à d'autres sociétés du Groupe, l'Émetteur pourrait perdre une importante source de revenu.

Les risques de l'activité de prêt

Le portefeuille de prêt de l'Émetteur consiste principalement en prêts accordés à des clients internationaux dans les secteurs de l'industrie et des services financiers ayant des notations de crédit de qualité. Les défauts de remboursement de prêt ont été évités ces dernières années grâce à cette politique commerciale. Le portefeuille de prêts consiste principalement en un nombre raisonnable d'unités empruntrices, comme le prescrit la loi allemande sur les opérations bancaires. Si des emprunteurs individuels importants du portefeuille de l'Émetteur n'étaient pas en mesure d'honorer leurs obligations, une forte hausse des provisions pour pertes sur prêt serait envisageable en principe et des défauts de remboursement sur prêts pourraient se produire.

Risque de taux d'intérêt

Le département des risques et trésorerie évalue et maîtrise le risque sur taux d'intérêt de l'Émetteur. L'exposition de l'Émetteur à des fluctuations des taux d'intérêt peut être un risque à moyen ou à long terme pour la détention de titres liquides si ceux-ci n'étaient pas à l'origine couverts par des transactions de couverture telles que des accords de swap de taux d'intérêt. Il en va de même pour les emprunts à moyen et long terme accordés par l'Émetteur. Un risque significatif de fluctuation des taux d'intérêt pourrait survenir lorsque les taux d'intérêt ne font pas l'objet d'un suivi attentif et en temps opportun, ce qui peut générer le danger concomitant qu'une mesure pour couvrir une telle exposition au risque de taux d'intérêt ne soit pas prise suffisamment tôt.

Risque opérationnel

L'Émetteur a transféré un certain nombre de domaines qui sont importants pour une gestion et un contrôle appropriés de ses activités économiques et les risques qui s'y rapportent à d'autres sociétés au sein et à l'extérieur de Citigroup. Au cas où les sociétés auxquelles ces domaines ont été transférés ne s'acquitteraient pas de leurs obligations contractuelles ou ne le feraient pas en temps opportun, la capacité de l'Émetteur à assumer ses propres obligations découlant des titres qu'il a émis aux dates prévues pourrait également être compromise.

Risque fiscal

Les décisions fiscales prises concernant l'Émetteur sont régulièrement soumises à un examen ultérieur sous forme d'audit fiscal externe ou d'arbitrage des affaires individuelles par les tribunaux compétents. Cette pratique est courante

et signifie qu'un rappel d'impôts peut être décidé par l'administration fiscale des années après l'évaluation initiale en raison d'un contrôle fiscal ou d'une décision à portée générale rendue par un tribunal fiscal.

Risques généraux liés à l'activité

• Risque de règlement

Le risque qu'une transaction soit traitée de manière incorrecte, ou qu'une transaction soit exécutée différemment des intentions et des attentes de la direction de l'Emetteur.

• Risque en matière d'information

Le risque que l'information, qui a été produite, reçue, transmise ou conservée au sein ou à l'extérieur du siège social de l'Émetteur ne soit plus accessible. En outre, de telles informations peuvent être de qualité médiocre ou avoir été mal exploitées ou encore avoir été obtenues sans autorisation. Le risque en matière d'information inclut également les risques provenant des systèmes en tant que tels et utilisés pour le traitement de l'information.

• Risque de réputation

Il représente le risque pour l'Emetteur que la relation avec ses clients se détériore si le niveau de qualité de ses services est insuffisant ou le risque que les transactions soient traitées de manière incorrecte. Ce risque inclut également le risque de développer des relations d'affaires avec des contreparties dont les pratiques ne sont pas conformes aux normes ou à l'éthique de l'Émetteur.

• Risque lié au personnel

L'Émetteur fait appel à des professionnels et des cadres dirigeants qualifiés. Le risque lié au personnel inclut le risque d'une rotation importante du personnel et le risque que l'Émetteur ne soit pas en mesure de retenir un personnel qualifié en nombre suffisant, mais également le risque que les employés de l'Émetteur enfreignent en connaissance de cause ou par négligence les règles fixées ou les standards éthiques de pratique établis par la société.

• Risques juridiques et réglementaires

L'Émetteur considère les risques juridiques comme tout risque résultant des contrats engageant sa responsabilité et de la loi applicable. Les risques réglementaires résultent de l'environnement juridique dans lequel l'Émetteur réalise ses opérations.

• Risques de fraude

Risques internes et externes de fraude tels que la corruption, le délit d'initié et le vol de données.

D 6	Fournir	les
D.0		100
	informations	clés
	concernant	les

Facteurs généraux de risque des Warrants

Risque de perte totale

principaux risques propres aux valeurs mobilières. Inclure un avertissement informant l'investisseur qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son investissement et/ou. si le risque encouru l'investisseur ne se limite pas à la valeur de investissement, une mention de ce fait, assortie d'une description des cas où ce surcroît de risque se matérialise ainsi que des effets financiers probables cette matérialisation.

Les Warrants constituent des instruments d'investissement particulièrement risqués. Ils impliquent un niveau de risque particulièrement élevé de perdre le capital investi, y compris une perte totale, plus les coûts de transaction encourus et tous les coûts d'emprunt.

Risque de défaillance de l'Émetteur des Warrants

Au cas où l'Émetteur deviendrait insolvable, les investisseurs pourraient subir une perte pouvant aller jusqu'à une perte totale. En tant que titres au porteur, les Warrants n'entrent pas dans le champ des dispositions prévues pour la protection des dépôts.

Risque résultant de fluctuations de prix des Warrants supérieures à la moyenne (effet de levier)

L'une des principales caractéristiques des Warrants est l'effet de levier : une évolution du cours de la valeur sous-jacente peut entraîner une variation disproportionnée du cours du Warrant. En même temps, les Warrants génèrent également des risques de perte supérieurs à la moyenne.

Risque d'absence ou de non-fonctionnement d'un marché secondaire de Warrants ou de manque de disponibilité du système de transactions électroniques de l'Émetteur

Les investisseurs ne devraient pas présumer qu'ils seront en mesure de vendre un Warrant à un moment particulier ou à un prix particulier pendant sa période de validité. Les investisseurs devraient plutôt partir de l'hypothèse que le prix en bourse ne peut se situer que dans les limites de la fourchette de prix acheteur et vendeur indiquée par l'Émetteur, si elle est disponible, et que leurs ordres d'achat ou de vente en bourse seront exécutés avec l'Émetteur en qualité de contrepartie directe ou indirecte.

Risque lié à la cessation du négoce sur le marché secondaire immédiatement avant une échéance finale

L'Emetteur et/ou le marché cessent de négocier les Warrants juste avant leur date d'évaluation. Cependant, le prix de référence de la valeur sous-jacente à la date d'évaluation et/ou le taux de change applicable, lesquels sont importants dans la détermination du montant des Warrants, peuvent varier entre le dernier jour de cotation et la date d'échéance, dans un sens défavorable à l'investisseur. Il existe un risque particulier que le prix de la valeur sous-jacente atteigne, chute au-dessous ou dépasse une barrière pour la première fois juste avant que le prix de référence à la date d'évaluation soit déterminé et après la clôture de la cotation sur le marché secondaire.

Risque sur la devise relatif à la valeur intrinsèque des Warrants

La performance de l'investissement est soumise à un risque sur la devise si la valeur sous-jacente sur laquelle les Warrants sont basés est libellée dans une devise autre que la devise dans laquelle le montant en numéraire est versé (devise de règlement).

Risques d'événements perturbant le fonctionnement du marché

En cas de survenue d'événements perturbant le fonctionnement du marché pour

la valeur sous-jacente, l'Émetteur a le droit de repousser la date d'évaluation du prix de référence de l'exercice. Ceci peut entraîner un risque supplémentaire pour les investisseurs si la valeur sous-jacente réalise une performance négative pendant la durée du report ou, le cas échéant, si le taux de change utilisé pour convertir la valeur intrinsèque en devise de règlement fluctue dans un sens défavorable à l'investisseur.

Facteurs de risque spécifiques au produit

Risque relatif à la perte de la valeur temps des Warrants en fonction de la durée résiduelle

Le prix des Warrants est calculé sur la base de deux composants du prix (la valeur intrinsèque et la valeur temps) La valeur intrinsèque des Warrants pendant leur période de validité est égale à la différence (si elle est positive), multipliée par le coefficient multiplicateur, entre le prix d'exercice et la valeur sous-jacente (warrants Put). Le montant de la valeur temps, d'autre part, est essentiellement déterminée en fonction de la durée résiduelle du Warrant et de la fréquence et de l'intensité des fluctuations du prix de la valeur sous-jacente attendues par l'Émetteur pendant la durée résiduelle du Warrant (volatilité implicite).

Risques relatifs à d'autres facteurs affectant la valeur comme les taux d'intérêt du marché monétaire, les dividendes attendus et les coûts de refinancement de l'Émetteur

Les autres facteurs affectant le prix des Warrants comprennent, notamment, les taux d'intérêt sur le marché monétaire pour la durée résiduelle, le revenu attendu des transactions de couverture de l'Émetteur concernant la valeur sousjacente et le niveau des coûts de refinancement de l'Émetteur pour réaliser ces transactions de couverture.

Même si le prix de la valeur sous-jacente s'élève, dans le cas d'une option call, ou chute, dans le cas d'une option put, la valeur du Warrant peut diminuer en raison des autres facteurs affectant la valeur. Compte tenu de la durée de validité limitée du Warrant, aucune garantie ne peut être donnée quant à une remontée du prix du Warrant dans les délais. Plus la durée résiduelle est courte, plus le risque est grand.

Section E - Offre

E.3

E.2b	Indiquer les raisons de
	l'offre et l'utilisation
	prévue du produit de
	celle-ci, lorsqu'il s'agit
	de raisons autres que la
	réalisation d'un
	bénéfice et/ou la
	couverture de certains
	risques.

Décrire les modalités et

Sans objet; les raisons de l'offre sont de réaliser des profits et/ou de prendre une couverture par rapport à certains risques et le produit net de l'émission de Warrants présentés dans le Prospectus de Base seront utilisés par l'Émetteur à des fins générales.

Méthode de présentation de l'offre, offreur et date d'émission des

	les conditions de	Warrants
	l'offre.	Les Warrants sont offerts de gré à gré en continu.
		L'offre des Warrants commence en France le 22.01.2014.
		Les offreur des Warrants est: l'Émetteur
		La date d'émission est: 22.01.2014
		Restriction imposée à la libre négociabilité des valeurs mobilières
		Les Warrants peuvent être offerts ou vendus seulement si l'ensemble des lois et règlementations relatives aux valeurs mobilières en vigueur dans la juridiction dans laquelle un achat, une offre, une vente ou une livraison de Warrants est effectué ou dans laquelle le présent document est diffusé ou conservé pour inspection ont été respectées, et si tous les consentements ou autorisations nécessaires pour l'achat, l'offre, la vente ou la livraison des Warrants conformément aux normes légales en vigueur dans cette juridiction ont été obtenus.
		En particulier, les Warrants ne sont pas et ne seront pas enregistrés conformément à la Loi sur les valeurs mobilières des États-Unis (<i>United States Securities Act</i>) de 1933 telle qu'amendée. Ils ne peuvent être offerts, vendus, négociés ou livrés au sein des États-Unis directement ou indirectement par ou pour le compte d'un ressortissant des États-Unis (comme défini dans la Réglementation S conformément à la Loi sur les valeurs mobilières des États-Unis de 1933), excepté dans le cas d'exemption des conditions d'enregistrement de la Loi sur les valeurs mobilières. Toute personne recevant le montant de liquidités correspondant aux termes et conditions est considérée comme ayant fait une déclaration indiquant que la personne titulaire des droits découlant des Warrants n'est pas un ressortissant des États-Unis.
		Prix d'émission, frais et taxes relatifs à l'achat
		Le prix d'émission initial est de EUR 0,15.
		Sans objet, l'achat de Warrants ne faisant supporter aucun coût ou taxe à l'Émetteur notamment pour les acheteurs ou les souscripteurs.
E.4	Décrire tout intérêt, y compris les intérêts conflictuels, pouvant influer sensiblement sur l'émission/l'offre.	L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui agissent généralement en qualité d'agent de calcul des Warrants. Cette activité peut entraîner des conflits d'intérêt dans la mesure où les responsabilités de l'agent de calcul comprennent certaines déterminations et décisions qui pourraient avoir un effet négatif sur le prix des Warrants ou le montant des liquidités.
		L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent s'engager dans des transactions de négoce sur la valeur sous-jacente, sur d'autres instruments qui s'y rapportent, ou sur des dérivés, des options boursières ou des contrats à terme en bourse, ou peuvent émettre d'autres valeurs et dérivés fondés sur la valeur sous-jacente. Les sociétés peuvent également intervenir dans l'acquisition de nouvelles parts ou d'autres titres de la valeur sous-jacente ou, dans le cas d'indices de valeurs, de sociétés individuelles incluses dans

l'indice, ou agir en qualité de conseillers financiers pour les entités auxquelles il est fait référence ou collaborer avec elle dans le secteur de la banque d'affaires. Les sociétés sont tenues de s'acquitter de leurs obligations à ce titre, indépendamment des conséquences qui peuvent en résulter pour les détenteurs de warrants et, le cas échéant, devront prendre les mesures qu'elles considèrent nécessaires ou appropriées pour se protéger ou sauvegarder leurs intérêts dans le cadre de ces relations d'affaires. Les activités visées ci-dessus pourraient entraîner des conflits d'intérêt et avoir un effet négatif sur le prix de la valeur sous-jacente ou des titres qui lui sont associés comme les Warrants.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent émettre des titres dérivés supplémentaires fondés sur la valeur sous-jacente, ou sur des éléments constitutifs de la valeur sous-jacente, notamment des titres dont les caractéristiques sont identiques ou similaires à celles des Warrants. L'introduction de tels produits, qui concurrencent les Warrants, peuvent avoir un effet sur le prix de la valeur sous-jacente ou les éléments constitutifs de la valeur sous-jacente et donc aussi sur le prix des Warrants. L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent recevoir des informations de nature non publique se rapportant à la valeur sous-jacente, ou à des éléments constitutifs de la valeur sous-jacente, mais ne sont pas tenus de les communiquer aux détenteurs de warrants. De plus, les sociétés appartenant à Citigroup ou affiliées à lui peuvent publier des rapports de recherche se rapportant à la valeur sous-jacente ou aux éléments constitutifs de la valeur sous-jacente. Les activités de ce type peuvent créer certains conflits d'intérêt et affecter le prix des Warrants.

E.7 Donner une estimation des dépenses facturées à l'investisseur par l'émetteur ou l'offreur.

Les dépenses estimées pour les Warrants, y compris le coût d'admission à la négociation sont compris(es) dans le prix d'émission ou au prix de vente, le cas échéant. Si l'investisseur achète des Warrants auprès d'un distributeur, le prix d'achat à payer par l'investisseur pourra comprendre des commissions de vente devant être communiquées au distributeur.

Citigroup Global Markets Deutschland AG

Frankfurt am Main

(Issuer)

Final Terms dated

21 January 2014

to the

Tripartite Base Prospectus dated 13 May 2013 as amended (the "Tripartite Base Prospectus")

CALL OR PUT WARRANTS

referenced to the following underlying:

ArcelorMittal

ISIN: DE000CF6Z642

The respective Final Terms to the Tripartite Base Prospectus will be made available as a separate document in paper form free of charge at the address of the relevant paying agent and published on the Issuer's website (www.citifirst.com).

The subject matter of the Final Terms is Call or Put Warrants (Product No. 1) (the "Warrants" or the "Series") based on a share or a security representing shares issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer").

The Final Terms were prepared in accordance with Article 5 (4) of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (as most recently amended by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010) (the "Prospectus Directive") and must be read in conjunction with the Tripartite Base Prospectus (consisting of the Summary and the Securities Note, each dated 13 May 2013, and the Registration Form of Citigroup Global Markets Deutschland AG dated 3 May 2013, including any supplements). Complete information about the Issuer and the offer of the Warrants can be obtained only from a synopsis of these Final Terms together with the Tripartite Base Prospectus (including all related supplements, if any).

The Final Terms to the Tripartite Base Prospectus take the form of a separate document within the meaning of Article 26 (5) of Commission Regulation (EC) No. 809/2004 of 29 April 2004 as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012 and Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012 (the "**Prospectus Regulation**").

An issue specific summary that has been completed for the Warrants is attached to these Final Terms.

INFORMATION ABOUT THE TERMS AND CONDITIONS – ISSUE SPECIFIC CONDITIONS

With respect to the Series of Warrants, the Issue Specific Conditions applicable to the Call or Put Warrants, as replicated in the following from the Tripartite Base Prospectus and supplemented by the information in the Annex to the Issue Specific Conditions as set out below, and the General Conditions contain the conditions applicable to the Warrants (referred to together as the "Conditions"). The Issue Specific Conditions should be read in conjunction with the General Conditions.

Part A. Product Specific Conditions

No. 1 Option Right

Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer") hereby grants the holder (each a "Warrant Holder") of Call or Put Warrants (the "Warrants"), based on the Underlying as specified in detail in each case in Table 1 and Table 2 of the Annex to the Issue Specific Conditions, the right (the "Option Right") to require the Issuer to pay the Cash Amount (No. 2 (1) of the Issue Specific Conditions) or the Termination Amount (No. 2 of the General Conditions) in accordance with these Terms and Conditions.

No. 2 Cash Amount; Definitions

- (1) The "Cash Amount" for each Warrant, subject to the early redemption of the Warrants by the Issuer (No. 2 of the General Conditions), shall be the Intrinsic Value of a Warrant, if the latter is already expressed in the Settlement Currency, or the Intrinsic Value of a Warrant converted into the Settlement Currency using the Reference Rate for Currency Conversion.
- (2) The "Intrinsic Value" of a Warrant shall be the difference, expressed in the Reference Currency and multiplied by the Multiplier, by which the Reference Price of the Underlying determined on the Valuation Date is higher than (Call Warrants) or lower than (Put Warrants) the respective Strike.
- (3) The following definitions shall apply in these Terms and Conditions:

"Additional Securities Euroclear System, Brussels; Clearstream Banking S.A.,

Depositaries": Luxembourg

"Auxiliary Location": London, United Kingdom

"Banking Day": Every day on which the commercial banks in Paris and

Frankfurt am Main are open for business, including trade in foreign currencies and the receipt of foreign currency deposits (except for Saturdays and Sundays), the

TARGET2-System is open and the Central Securities

Depositary settles payments. "TARGET2-System" shall mean the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) payment system or any successor system.

"Central Securities Depositary":

Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

France

"Clearing Territory of the

France

Central Securities Depositary":

"Currency Conversion Date": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Exchange Rate Reference

not applicable

Agent":

"Exercise Date":

I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

Valuation Date

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

The Banking Day at the respective place of the Exercise Agent pursuant to No. 3 (1), on which the exercise prerequisites pursuant to No. 3 (1) are met for the first time at 10:00 a.m. (local time at the place of the

respective Exercise Agent).

"Form of the Warrants": The Warrants will be issued in dematerialized bearer form

(au porteur) and inscribed in the books of the Central Securities Depositary which shall credit the accounts of the Account Holders. No physical document of title (including certificats représentatifs pursuant to Article R.211-7 of the French Monetary and Financial Code (Code monétaire et financier)) will be issued in respect of

the Warrants.

"Issue Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Issuer's Website": www.citifirst.com

"Maturity Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Minimum Exercise Volume": 100 Warrant(s) per ISIN or an integral multiple thereof

"Minimum Trading Volume": 1 Warrant(s) per ISIN or an integral multiple thereof

"Modified Exercise Date + 1": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

not applicable

"Modified Exercise Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

The first Exercise Date which is a Banking Day at the Auxiliary Location and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant Adjustment Exchange as specified in Table 2 of the Annex to the Issue Specific Conditions.

"Modified Valuation Date + 1": not applicable

"Modified Valuation Date": not applicable

"Multiplier": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Number": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Payment Date upon Exercise": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

At the latest the fifth common Banking Day following the Exercise Date at the registered office of the Issuer and the place of the Central Securities Depositary.

"**Reference Currency**": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"**Reference Price**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Reference Rate for Currency

Conversion":

not applicable

"Rollover Date": not applicable

"Settlement Currency": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Strike": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"**Type**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type of Exercise": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Underlying": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Valuation Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

As specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation

Date.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

In case of an exercise during the Exercise Period, the Valuation Date as specified in Table 2 of the Annex to the Issue Specific Conditions; in case of an Automatic Exercise, the Valuation Date as specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation Date.

No. 3 Exercise of the Option Rights

I. Applicable in the case of Warrants with a European Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

- (1) The Option Right may be exercised by the Warrant Holder only with effect as of the Valuation Date for the respective Warrant. If the Cash Amount results in a positive value, the Option Right attaching to the respective Warrant shall be deemed to be exercised on the Valuation Date without further preconditions and without the submission of an explicit Exercise Notice (referred to in the following as "Automatic Exercise").
- (2) The Issuer will transfer any positive Cash Amount to the Central Securities Depositary on the Maturity Date for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid.
- (3) The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer. In the event that the onward transfer of the Cash Amount or of the fair market value is not possible within three months after the Maturity Date ("Presentation Period"), the Issuer shall be entitled to deposit the relevant amounts with the Frankfurt am Main Local Court for the Warrant Holders at their risk and expense with a waiver of its right to reclaim those amounts. Upon the deposit of the relevant amounts with the Court, the claims of the Warrant Holders against the Issuer shall expire.
- (4) All taxes or other levies that may be incurred in connection with the payment of the Cash Amount or of the fair market value shall be borne by the Warrant Holders.
- (5) If the Valuation Date falls between the date on which the Issuer determines that there are grounds for making an Adjustment in accordance with No. 6 of the Issue Specific Conditions and the date on which the Issuer has given notice of the Adjustments (referred to in the following as the "Adjustment Period"), the Valuation Date shall be the first Banking Day common to the head office of the Issuer and to the location of the Central Securities Depositary following the date on which the Issuer has given notice of the Adjustments for the Valuation Date. The calculation of the Cash Amount in accordance with No. 2 of the Issue Specific Conditions shall be based on the relevant Reference Price of the Underlying on the Valuation Date together with the Adjustments made by the Issuer.
- (6) The Cash Amount and the fair market value shall be paid in the Settlement Currency without a requirement for the Issuer to give notice of any kind.
- (7) A declaration shall be deemed to have been made automatically that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell

or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell, resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the respective series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

(1) For the exercise of the Warrants to be effective, the holder of the respective Warrant must comply with the preconditions set out below with respect to the relevant Exercise Agent within the Exercise Period for the respective Warrant. The Exercise Period for the Warrants shall begin in each case on the third Banking Day after the Issue Date and shall end in each case at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the Valuation Date or, if the Reference Price of the Underlying is usually determined before 11.00 a.m. (local time at the location of the relevant Exercise Agent), the Exercise Period ends at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the last Trading Day preceding the last Valuation Date. The provisions of paragraphs (2) to (4) of this No. 3 II shall also apply.

If the Option Rights are exercised via the Exercise Agent in **France**, the Warrant Holder must submit to Citibank International plc., France (the "**Exercise Agent**") at the following address:

Citibank International plc. - Service Titres, 1-5 Rue Paul Cezanne, 75008 Paris, France a properly completed "Paris" Exercise Notice for the respective ISIN (International Securities Identification Number) using the form available from the Issuer (referred to in the following as "Exercise Notice") and must have transferred the Warrants which it is intended to exercise

- to the Issuer crediting its account No. 186 at Euroclear France, account nature 51 or its account No. 67098 at Clearstream Luxembourg.

The Exercise Notice must specify:

- the ISIN (International Securities Identification Number) of the Warrant series and the number of Warrants intended to be exercised and
- the account of the Warrant Holder with a bank in France into which the Cash Amount is to be paid. If the Exercise Notice does not specify an account or specifies an account outside France, a check for the Cash Amount will be sent to the Warrant Holder at his risk by normal post to the address given in the Exercise Notice within five (5) Banking Days in Frankfurt am Main and Paris following the Valuation Date.
- Confirmation must also be given that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell,

resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

- (2) The Exercise Notice shall become effective on the Exercise Date according to No. 2 (3) of the Issue Specific Conditions. The Exercise Notice may not be revoked, including during the period prior to the date on which it becomes effective. All of the preconditions set out in No. 3 (1) of the Issue Specific Conditions must be satisfied within five (5) Banking Days of the occurrence of the first precondition. In any other circumstances, the Issuer shall have the right to return any payments already made to the Warrant Holder without interest at his risk and expense; in this event the Exercise Notice shall not become effective.
- (3) Option Rights that have not been exercised effectively in accordance with paragraphs (1) and (2) shall be deemed, subject to early termination by means of extraordinary Termination pursuant to No. 2 of the General Conditions, to be exercised on the final day of the Exercise Period without further preconditions, if the Cash Amount is positive ("Automatic Exercise"). In the event of Automatic Exercise, the confirmation referred to in the last subparagraph of paragraph (1) shall be deemed to have been given automatically. In any other circumstances, all rights arising from the Warrants that have not been exercised effectively by then shall expire on that day and the Warrants shall become invalid.
- (4) All taxes or other levies that may be incurred in connection with the exercise of the Warrants shall be borne by the Warrant Holder. The exercise or settlement amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.
- (5) The Issuer will transfer any Cash Amount to the Central Securities Depositary on the Payment Date upon Exercise for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid. The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer.

No. 4 (not applicable)

Part B. Underlying Specific Conditions

No. 5 Underlying

- (1) The "**Underlying**" shall be the share or security representing shares specified as the Underlying in Table 2 of the Annex to the Issue Specific Conditions of the Company specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Company**").
- (2) The "Reference Price" of the Underlying shall correspond to the price specified as the Reference Price of the Underlying in Table 1 of the Annex to the Issue Specific Conditions,

as calculated and published on Trading Days on the Relevant Exchange specified in Table 2 of the Annex to the Issue Specific Conditions (the "Relevant Exchange"). "Trading Days" shall be days on which the Underlying is normally traded on the Relevant Exchange. "Trading Hours" shall be hours during which the Underlying is normally traded on the Relevant Exchange on Trading Days.

No. 6 Adjustments

(1) If an Adjustment Event pursuant to paragraph (2) of this No. 6 occurs, the Issuer shall determine whether the relevant Adjustment Event has a diluting, concentrative or other effect on the computed value of the Underlying and, if such is the case, shall if necessary make a corresponding Adjustment to the affected features of the Warrants, which in its reasonable discretion is appropriate in order to take account of the diluting, concentrative or other effect and to leave the Warrant Holders as far as possible in the same position in financial terms as they were in before the Adjustment Event took effect. The Adjustments may relate, inter alia, to the Strike, the Multiplier and other relevant features, as well as to the replacement of the Underlying by a basket of shares or other assets or, in the event of a merger, by an adjusted number of shares of the absorbing or newly formed company and, where relevant, the specification of a different exchange as the Relevant Exchange and/or a different currency as the Reference Currency. The Issuer may (but is not obliged to) base the determination of this appropriate Adjustment on the adjustment made in response to the relevant Adjustment Event by a futures exchange, on which options or futures contracts on the Underlying are traded at the time of the Adjustment Event, in respect of options or futures contracts on the relevant share traded on that futures exchange.

(2) An "Adjustment Event" shall be:

- (a) the subdivision (stock split), combination (reverse stock split) or reclassification of the respective shares or the distribution of dividends in the form of bonus shares or stock dividends or a comparable issue;
- (b) the increase in the capital of the Company by means of the issue of new shares in return for capital contributions, with the grant of a direct or indirect subscription right to its shareholders (capital increase for capital contributions);
- (c) the increase of the capital of the Company from its own financial resources (capital increase from corporate funds);
- (d) the grant by the Company to its shareholders of the right to subscribe for bonds or other securities with option or conversion rights (issue of securities with option or conversion rights);
- (e) the distribution of an extraordinary dividend;
- (f) the spin-off of a division of the Company in such a way that a new, independent company is formed or the division is absorbed by a third company, with the grant to the

- shareholders of the Company of shares in either the new company or the absorbing company for no consideration;
- (g) the permanent delisting of the Underlying on the Relevant Exchange as a result of a merger by absorption or new company formation or for another reason;
- (h) other comparable events that could have a diluting, concentrative or other effect on the calculated value of the Underlying.
- (3) The rules described in the preceding paragraphs shall apply analogously to securities representing shares as the Underlying (such as ADRs, ADSs or GDRs).
- (4) Changes in the method of calculating the Reference Price or other prices for the Underlying that are relevant in accordance with these Terms and Conditions, including a change in the Trading Days or Trading Hours relevant for the Underlying, shall entitle the Issuer to adjust the Option Right accordingly in its reasonable discretion. The Issuer shall determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change.
- (5) In the event that the Underlying is permanently delisted on the Relevant Exchange but continues to be listed on another exchange or another market which the Issuer in its reasonable discretion considers to be suitable (the "New Relevant Exchange"), then, subject to extraordinary Termination of the Warrants by the Issuer pursuant to No. 2 of the General Conditions, the Cash Amount shall be calculated on the basis of the corresponding prices for the Underlying calculated and published on the New Relevant Exchange. In addition, all references in these Terms and Conditions to the Relevant Exchange shall then be deemed, insofar as the context allows, to be references to the New Relevant Exchange.
- (6) In the event that a voluntary or compulsory liquidation, bankruptcy, insolvency, winding up, dissolution or comparable procedure affecting the Company is initiated, or in the event of a process as a result of which all of the shares in the Company or all or substantially all of the assets of the Company are nationalized or expropriated or required to be transferred in some other way to government bodies, authorities or institutions, or if following the occurrence of an event of another kind the Issuer reaches the conclusion that it is not possible to make an Adjustment that would reflect the changes that have occurred appropriately from a financial point of view, then the Issuer will terminate the Warrants pursuant to No. 2 of the General Conditions.
- (7) The Issuer shall give notice of the Adjustments and the date on which the Adjustments become effective in accordance with No. 4 of the General Conditions.

No. 7 Market Disruption Events

(1) If a Market Disruption Event in accordance with paragraph (2) of this No. 7 exists on the Valuation Date, then the Valuation Date shall be postponed to the next following day which fulfills the criteria for a Valuation Date in accordance with No. 2 of the Issue Specific Conditions and on which a Market Disruption Event no longer exists. The Issuer shall endeavor to give notice to the Warrant Holders without delay in accordance with No. 4 of the

General Conditions that a Market Disruption Event has occurred. However, there shall be no obligation to give notice. If, as a result of the provisions of this paragraph, the Valuation Date has been postponed for five (5) consecutive days that fulfill the criteria for a Valuation Date in accordance with No. 2 (3) of the Issue Specific Conditions and if the Market Disruption Event continues to exist on that day as well, then that day shall be deemed to be the Valuation Date and the Issuer shall determine the Cash Amount in its reasonable discretion taking account of the market conditions prevailing on any such deemed Valuation Date.

(2) "Market Disruption Event" shall mean

- (i) the suspension or restriction of trading in the Underlying on the Relevant Exchange, or
- (ii) the suspension or restriction of trading (including the lending market) in a futures or options contract based on the Underlying on a Futures Exchange on which futures or options contracts based on the Underlying are traded (the "Futures Exchange");

if that suspension or restriction occurs or exists in the last half-hour before the calculation of the closing price of the Underlying that would normally take place and is material as determined by the Issuer in its reasonable discretion. A change in the Trading Days or Trading Hours on or during which the Underlying is traded does not constitute a Market Disruption Event, provided that the change takes place as the result of a previously announced change in the trading regulations by the Relevant Exchange.

ANNEX TO THE ISSUE SPECIFIC CONDITIONS

Table 1 – supplementary to Part A. Product Specific Conditions

Issue Date: 22/01/2014

Initial value date in France: 27/01/2014

ISIN / Local Trading Code	Underlying	Туре	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike	Multiplier	Valuation Date / Maturity Date	Type of Exercise	Number	Reference Price of the Underlying ("Reference Price")
DE000CF6Z642 / 5123C	ArcelorMittal	CALL	No	EUR 0.15	Euro (EUR)	EUR 14.00	0.2	20/03/2014 / 27/03/2014	European	3,000,000	Closing price

Table 2 – supplementary to Part B. Underlying Specific Conditions

Underlying (Company) / Share type	ISIN or Reuters	Relevant Stock Exchange /	Valuation Date /	Currency in which the
	Code of the	Relevant Adjustment Exchange for the	Currency Conversion Date	Reference Price is expressed
	Underlying	Underlying ("Adjustment Exchange")		("Reference Currency")
ArcelorMittal S.A. / Common Shares	LU0323134006	Euronext Amsterdam / EUREX Frankfurt	See Table 1 / not applicable	Euro (EUR)

The following specific meanings shall apply in this context:

Deutsche Börse AG, Frankfurt, Germany (XETRA®)

EUREX : EUREX, Frankfurt, Germany

STOXX Limited, Zurich : STOXX Limited, Zurich, Switzerland

Dow Jones & Company, Inc., New York, U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

Nikkei Inc. : Nikkei Inc., Tokyo, Japan

Standard & Poor's Corp., New York, N.Y., U.S.A.

AEX Options and Futures Exchange, Amsterdam, The Netherlands

Bolsa de Derivados Portugal : Bolsa de Derivados Portugal, Lisbon, Portugal

EUREX : EUREX, Zurich, Switzerland

Euronext Amsterdam/ Euronext Lisbon/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Euronext Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Discrete Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Paris S.A., Paris, France

Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.) : Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.), Helsinki, Finland

Helsinki Derivatives Exchange (HEX Ltd.) : Helsinki Derivatives Exchange (HEX Ltd.), Helsinki, Finland

HSIL : Hang Seng Indexes Company Limited ("HSIL"), Hong Kong, China

Madrid stock exchange : Bolsa de Madrid, Madrid, Spain

MEFF
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
New York Stock Exchange, New York, NY, USA
OCC
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signatu

OSE : Osaka Securities Exchange, Osaka, Japan
TSE : Tokyo Stock Exchange, Tokyo, Japan
SIX Swiss Exchange, Swiss Exchange : SIX Swiss Exchange, Switzerland

RISK FACTORS

Investors should read carefully the risk factors set out under "I. Risk factors of Warrants" in the Securities Note and under 1. in the Registration Form.

In particular, the following optional risk factors that relate only to certain types of Warrants are applicable to these Warrants (please refer to "I. Risk factors of Warrants" in the Securities Note):

- Risk relating to the loss of time value of Warrants depending on the remaining term
- Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs

ADDITIONAL INFORMATION

Name and address of the paying agents and the calculation agent

Paying Agent(s):

Citigroup Global Markets Ltd., 1-5 Rue Paul Cézanne, 75008 Paris, France

Calculation Agent:

Citigroup Global Markets Deutschland AG, Frankfurter Welle, Reuterweg 16, D-60323 Frankfurt am Main, Federal Republic of Germany

Conflicts of interest

With respect to interests of natural and legal persons involved in the issue and resulting potential conflicts of interest, please refer to "4. Risk of conflicts of interest" under "I. Risk factors of Warrants" in the Securities Note.

Offer method

The Warrants are being offered over-the-counter on a continuous basis in one series.

The offer of the Warrants begins in France on 22/01/2014.

Stock exchange listing

The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.

Consent to the use of the Prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*, "WpPG").

Issue price, price calculation and costs and taxes on purchase

The initial issue price is specified in Table 1 of the annex to the Issue Specific Conditions.

Both the initial issue price and the bid and offered prices quoted by the Issuer during the term of the Warrants are calculated using theoretical pricing models. In this context, the bid and offered prices for the Warrants are determined on the basis, among other things, of the mathematical value of the Warrants, the costs of hedging and accepting risk and the expected return. Please see also the information provided under "Risk relating to the calculation of the warrant prices" and "4. Risk of conflicts of interest", both in Section "I. Risk factors of Warrants".

No costs or taxes of any kind for the warrant holders will be deducted by the Issuer whether the Warrants are purchased off-market (in countries where this is permitted by law) or via a stock exchange. Such costs or taxes should be distinguished from the fees and costs charged to the purchaser of the Warrants by his bank for executing the securities order, which are generally

shown separately on the statement for the purchase transaction in addition to the price of the Warrants. The latter costs depend solely on the particular terms of business of the warrant purchaser's bank. In the case of a purchase via a stock exchange, additional fees and expenses are also incurred. Furthermore, warrant holders are generally charged an individual fee in each case by their bank for managing the securities account. Notwithstanding the foregoing, profits arising from the Warrants or capital represented by the Warrants may be subject to taxation.

Information on the underlying

Website: www.arcelormittal.com

Disclaimers in relation to Share Prices used as Underlyings

Insofar as share prices are the underlying of Warrants issued by the issuer and described in this Final Terms document, the respective public limited company that has issued the relevant shares, to whose reference price the Warrants relate (the "Issuer of the Underlying"), does not express any recommendation for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main. The Issuer of the underlying neither directly nor indirectly assumes any liability for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main.

The Warrants are the sole obligation of Citigroup Global Markets Deutschland AG and do not involve liability on the part of the Issuer of the underlying. This is not an offer of shares. The Issuer of the underlying has not been and does not want to be involved, neither directly nor indirectly, in deciding the timing of the issue, or the preparation of this document, or the constitution of the option rights under these securities. Furthermore, the Warrant Holder will not have any right through the Warrant to any information, votes or dividends in the Issuer of the underlying.

Publication of additional information

The Issuer does not intend to provide any additional information about the underlying.

The Issuer will publish additional notices described in detail in the terms and conditions. Examples of such notices are adjustments of the features of the Warrants as a result of adjustments relating to the underlying which may, for example, affect the conditions for calculating the cash amount or a replacement of the underlying. A further example is the early redemption of the Warrants if an adjustment cannot be made.

Notices under these terms and conditions are generally published on the Issuer's website. If and to the extent that mandatory provisions of the applicable laws or exchange regulations require notices to be published elsewhere, they will also be published, where necessary, in the place prescribed in each case.

Selling restrictions

Information on selling restrictions can be found under "VI. Selling restrictions" in the Securities Note.

ANNEX – ISSUE SPECIFIC SUMMARY

Section A – Introduction and warnings

This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the A.1 "Issuer") and of the Warrants issued under the Tripartite Base Prospectus. The Summary is intended as an introduction to the Tripartite Base Prospectus, which comprises this Summary, the Registration Form of Citigroup Global Markets Deutschland AG dated 03 May 2013 including any supplements and the Securities Note of Citigroup Global Markets Deutschland AG dated 13 May 2013. Investors should therefore ensure that any decision to invest in the Warrants is based on a review of the entire Prospectus, including any supplements and the Final Terms. Where claims relating to the information contained in a base prospectus, any supplements, and the respective Final Terms are brought before a court, the investor acting as plaintiff may, as a result of the laws of individual member states of the European Economic Area, have to bear the costs of translating the base prospectus, any supplements, and the Final Terms into the language of the court prior to the commencement of legal proceedings. The Issuer can be held liable for the content of this Summary, including any translation prepared, but only in the event that the Summary is misleading, inaccurate or inconsistent when read in conjunction with the other parts of the Prospectus, or, when read in conjunction with the other parts of the Tripartite Base Prospectus, does not convey all of the key information required.

A.2 Consent to use the prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent) for offers in France (the "Offer State"). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (Wertpapierprospektgesetz, "WpPG").

In the event of an offer by a financial intermediary, the terms and conditions of the offer must be provided to investors at the time of the offer by the financial intermediary.

Sectio	n B – Issuer and any g	guarantors
B.1	The legal and commercial name of the issuer.	The legal and commercial name of the Issuer is Citigroup Global Markets Deutschland AG.
B.2	The domicile and legal form of the issuer, the legislation under which the issuer operates and its country of incorporation.	Prankfurt am Main; the address of Citigroup Global Markets Deutschland AG is Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, Federal Republic of Germany (telephone +49 (0)69-1366-0). Legal form and jurisdiction The Issuer is a stock corporation (Aktiengesellschaft, "AG") under German law. Place of registration The Issuer is entered in the commercial register of the Frankfurt am Main Local Court under the number HRB 88301.

	T.	
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Bank expects world economic growth in 2013 to increase slightly from 2.5 per cent to 2.6 per cent. In 2014 growth should increase to 3.2 per cent. The slowdown in worldwide economic growth was principally due to the slowdown of growth in the industrialized countries. The Bank expects moderate growth of 1.0 per cent for industrialized countries in 2013 and a modest increase to 1.6 per cent in 2014.
		Overall the Bank expects continued significant variations between different regions in the world.
		The Bank expects a mild recession in the Eurozone (the Bank's growth forecasts are for -0.6 per cent and -0.4 per cent for 2013 and 2014). This is seen to be due to the continuing sovereign debt crisis and the high level of private sector indebtedness in the peripheral European countries. The ECB is expected to continue to act to stabilise markets and to reduce interest rates in the second quarter of 2013 depending on further economic growth in the Eurozone, which could be followed by a forecast final interest rate reduction in the second half of the year. The Bank considers it likely that Southern Europe and Ireland will only gradually reach a common sustainable fiscal path. If the core countries in future are no longer prepared to increase their support for the peripheral states, this could lead to a raft of debt restructurings (with likely longer maturities and interest rate reductions), but probably not before 2015.
		In the Warrants and Certificates Division, the competition is expected to remain intense among leading issuers. Further regulatory challenges are expected, which have to be integrated into the business in a timely manner.
		Given the forecasts made by the individual business divisions and a restrictive cost management approach, the Bank is expecting continued overall profits in fiscal years 2013 and 2014.
B.5	If the issuer is part of a group, a description of the group and the issuer's position	The Issuer is a member of the German subgroup of Citigroup. As a public limited company, it is managed by the executive board. The Issuer is wholly-owned by the German holding company, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, a limited partnership with registered offices in Frankfurt/Main.
	within the group.	Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is also a silent partner of the Issuer, having a silent equity interest ("Stille Einlage") totalling EUR 122,710,051.49 as of 30 November 2012. The general partner of Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is Citigroup Global Markets Finance LLC (USA). The sole limited partner is Citi Overseas Investment Bahamas Inc.
		All shares of Citigroup Global Markets Finance LLC are held by Citi Overseas Investment Bahamas Inc., the sole shareholder of which is Citibank Overseas Investment Corporation (USA). This company is in turn 100 per cent owned by Citibank, N.A. (USA). Citibank, N.A. (USA) is a 100 per cent owned subsidiary of Citicorp (USA), which in turn is a 100 per cent owned subsidiary of Citigroup, Inc. (USA).
B.9	Where a profit	Not applicable; the Issuer has decided not to make any profit forecasts or profit

	forecast or estimate is made, state the figure.	estimates in the Base Prosp	ectus.			
B.10	A description of the nature of any qualifications in the audit report on the historical financial information.	The annual financial statements of the Issuer for the financial years from 1 December 2011 to 30 November 2012 and 1 December 2010 to 30 November 2011 were audited by the Issuer's statutory auditor and certified with an unqualified auditor's opinion.				
B.12	Selected historical key financial information regarding the issuer, presented for each financial year of the period	Key Annual Financial Information of Citigroup Global Markets Deutschland AG The table below provides a comparison of certain noteworthy financial statistics which have been taken from the audited financial statements 2012 between the prior fiscal year (fiscal year 2011) and fiscal year 2012 and thereby reveals the business development of Citigroup Global Markets Deutschland AG:				
	covered by the historical financial information and any		30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro		
	subsequent interim	Balance sheet total	9,543	8,690		
	financial period accompanied by	Business volume	11,162	10,163		
	comparative data	Equity capital	590	588		
	from the same	Loan portfolio	5,365	5,196		
	period in the prior financial year,	Number of employees	348	361		
	except that the	- Company of the comp			I	
	requirement for comparative balance sheet information is satisfied by		01.12.2011 - 30.11.2012 in million Euro	prior fiscal year (01.12.2012 - 30.11.2011) in million Euro		
	presenting the year- end balance sheet	Interest income from operations	11	29		
	information. A statement that there	Commissions from brokerage business	111	96		
	has been no material adverse change in the	Commissions from securities business	18	17		
	prospects of the issuer since the date	Net income from financial trading operations	25	60		
	of its last published audited financial	General administrative expenses	161	137		
	statements or a description of any material adverse change.	As of the balance sheet da following components:	ate, the balance s	sheet equity cap	ital consists of the	
	A description of					

significant changes in the financial or trading position of the issuer subsequent to the period covered by the historical financial information.

	30.11.2012 in million Euro (audited)	prior fiscal year (30.11.2011) in million Euro (audited)
Subscribed capital		
Share capital	210.6	210.6
Silent partner capital	122.7	122.7
Capital reserves	195.8	193.8
Legal reserves	33.0	33.0
Other earnings reserves	27.9	27.9

In addition, as part of incorporating the new rules under the BilMoG pursuant to § 340g of the German Commercial Code (HGB), a new separate item was created ("Fund for general banking risks") in the amount of EUR 9.4m (EUR 6.6m in the previous year).

The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows:

	30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro
Equity capital on balance sheet	590.0	588.0
Less intangible assets	0	-1.2
Core capital	599.3	594.3
Supplementary capital	0.0	0.0
Equity capital	599.3	594.3
Capital ratios		
Tier one capital in %	33.6	29.3
Total capital ratio in %	33.6	29.3

Despite the debt crisis in the Eurozone and the concomitant volatility on the international financial markets, Citigroup Global Markets Deutschland AG was once again able to earn a profit in the recently completed fiscal year.

Key Semi-Annual Financial Information of Citigroup Global Markets Deutschland AG

The table below provides a comparison of certain noteworthy financial statistics for the first half of the financial year 2013 which have been taken from the unaudited interim financial statements 2013 between the prior fiscal year and/or the previous year's figures and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

		1	
	31.05.2013	30.11.2012	
	in million Euro	in million Euro	

Balance sheet total	11,147	9,543
Business volume	12,628	11,162
Equity capital	590	590
Loan portfolio	5,179	5,365
Number of employees on the balance sheet date	263	334

	01.12.2012 - 31.05.2013 in million Euro	01.12.2011 - 31.05.2012 in million Euro
Interest income from operations	3	7
Commissions from brokerage business	20	33
Commissions from securities business	8	9
Net income from financial trading operations	29	16
General administrative expenses	72	70

Statements as regards trend information and financial or trading position

The Issuer declares that since the date of the last audited annual financial statements on 30 November 2012 no material adverse change in the prospects of the Issuer has occurred.

Furthermore, the Issuer declares that since the date of the last interim financial statements on 31 May 2013 no significant change has occurred in the financial or trading position of the Issuer.

B.13 A description of any recent events particular to the issuer which are to a material extent relevant to the evaluation of the issuer's solvency.

Significant events that may have a material impact on the assessment of the Issuer's solvency can not be determined at the moment. However, Citigroup Global Markets Deutschland AG is currently subject to an extra-ordinary audit on withholding taxes by the Frankfurt-Hoechst tax authority for the years 2007-2008. In this context the tax authority has expressed its view that Citigroup Global Markets Deutschland AG may not have deducted and paid withholding taxes from dividends received in connection with so called cum-ex transactions for shares held by it in custody for its clients as required. Based on these findings the tax authority is currently of the view that Citigroup Global Markets Deutschland AG is liable for non deducted withholding taxes in the amount of more than Euro 706 million for the years 2007 and 2008. In case the tax authority's view should succeed further tax liability for the years 2009 to 2011 may arise which can not be estimated at the moment.

The main starting point for the liability claim of the tax authorities is the question if Citigroup Global Markets Deutschland AG is to be qualified as a German bank

		executing the trade (<i>die den Verkaufsauftrag ausführende Stelle</i>) in the respective years. Furthermore, the method applied to identify the amount of the liability claim is debatable as well as the question if Citigroup Global Markets Deutschland AG can be held liable as principal debtor. Citigroup Global Markets Deutschland AG has obtained legal advice from a reputable tax consultant office as well as from a reputable accounting firm. Based thereon, the management of Citigroup Global Markets Deutschland AG is of the view that the likelihood to win any legal proceedings in this matter exceeds 50 per. cent. On this basis, Citigroup Global Markets Deutschland AG's management has decided to put up a reserve only for expected legal advice and litigation expenses, if any, and has decided that 2 million Euro is an adequate figure in this respect. Furthermore, it should be noted that Citigroup is currently evaluating measures to
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	optimize its organizational structure. Citigroup Global Markets Finance Corporation as the German holding company owns 100% of the shares of the Issuer. Pursuant to § 17 (2) of the German Stock Corporation Act (<i>Aktiengesetz</i> , "AktG"), it is assumed that a company in which a majority of the shares is held by another company is dependent upon that other company.
B.15	A description of the issuer's principal activities.	The Issuer is engaged in the business of corporate and investment banking and offers companies, governments and institutional investors comprehensive financial solutions in the areas of investment banking, fixed income, foreign exchange, equities and derivatives, and global transaction services; in addition it is a leading issuer of warrants and certificates whose end investors are predominantly retail clients. Since the end of 2012 the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.
B.16	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control.	In addition to the inclusion of the Issuer in the Citigroup Inc. group of companies referred to above, the Issuer is also party to a control and profit and loss transfer agreement with its immediate parent company. Under the terms of the agreement, the Issuer has placed the management of its business under the control of its immediate parent company. Accordingly, the immediate holding company has the right to give instructions to the Issuer. The agreement also requires the Issuer to transfer its entire profit to its immediate parent company. In return, the immediate parent company is required to make up any annual loss of the Issuer arising during the period of the agreement, as provided in detail by § 302 (1) and (3) AktG.

\$	Section C – Securities		
(C.1	A description of the	Type/form of the Warrants
		type and the class of the securities being offered	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with

	and/or admitted to trading, including any security identification number.	options. One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. The leverage effect of the Warrant operates in both directions – not only to the investor's advantage in the event of the favorable performance of the factors determining the value, but also to the investor's disadvantage in the event of their unfavorable performance. The payment due under a Warrant on exercise or early termination depends on the value of the underlying at the relevant time.
		The Warrants will be issued in dematerialized bearer form (<i>au porteur</i>) and inscribed in the books of the central securities depositary which shall credit the accounts of the account holders. No physical document of title (including <i>certificats représentatifs</i> pursuant to Article R.211-7 of the French Monetary and Financial Code (<i>Code monétaire et financier</i>)) will be issued in respect of the Warrants.
		Security identification number
		ISIN: DE000CF6Z642
		Local Code: 5123C
C.2	Currency of the securities issue.	Euro
C.5	A description of any restrictions on the free transferability of the securities.	Each Warrant is transferable in accordance with the laws applying in each case and, where relevant, the respective applicable regulations and procedures of the securities depositary in whose records the transfer is registered.
C.8	A description of the	Applicable law for the securities
	rights attached to the securities including ranking and including limitations to those	The Warrants are subject to German law. The constituting of the Warrants may be governed by the laws of the jurisdiction of the central securities depository.
	rights.	Rights attached to the Warrants
		Each Warrant grants the holder the right to the cash amount as described in more detail under C.15.
		Status of the Warrants
		The Warrants create direct, unsecured and unsubordinated obligations of the Issuer that rank <i>pari passu</i> in relation to one another and in relation to all other current and future unsecured and unsubordinated obligations of the Issuer, with the exception of obligations that have priority due to mandatory statutory provisions.
		Limitations to the rights
		The Issuer has the right to terminate the Warrants and to amend the terms and conditions pursuant to the provisions specified in the terms and conditions of the Warrants.

a · ·		
C.11	An indication as to whether the securities offered are or will be the object of an application for admission to trading, with a view to their distribution in a regulated market or other equivalent markets with an indication of the markets in question.	The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.
C.15	A description of how	Description of Call Warrants with European type of exercise
	the value of the investment is affected by the value of the	Call Warrants enable investors to participate on a disproportionate (leveraged) basis in the positive performance of the underlying.
	underlying instrument(s), unless the securities have a denomination of at least EUR 100,000.	In return, however, they also participate on a leveraged basis in any negative performance of the underlying and in addition bear the risk that the Call Warrant may expire worthless if the reference price of the underlying reaches or falls below the strike.
		On the maturity date, the cash amount received by the investors is the difference, multiplied by the multiplier, by which the reference price of the underlying determined on the valuation date is higher than the respective strike. If the reference price is equal to or lower than the strike, the Call Warrant expires worthless.
C.16	The expiration or	Maturity date: 27/03/2014
	maturity date of the derivative securities –	Exercise date: 20/03/2014
	the exercise date or final reference date.	Valuation date: 20/03/2014
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants with automatic exercise, i.e. a European type of exercise, the Issuer will transfer any positive cash amount to the central securities depositary on the maturity date for the credit of the warrant holders registered with the central securities depositary at the close of business on the preceding banking day at the head office of the central securities depositary.
		The central securities depositary has given an undertaking to the Issuer to make a corresponding onward transfer.
C.18	A description of how the return on derivative securities takes place.	In the case of Warrants with a European type of exercise, the option right may be exercised by the warrant holder only with effect as of the valuation date for the respective Warrant. If the cash amount results in a positive value, the option right attaching to the respective Warrant is deemed to be exercised on the valuation date without further preconditions and without the submission of an explicit exercise notice ("Automatic Exercise").

C.19	The exercise price or the final reference price of the underlying.	Reference price on the valuation date: Closing price
C.20	A description of the type of the underlying and where the information on the underlying can be found.	Type: share or security representing shares WKN: A0M6U2 ISIN: LU0323134006 Company: ArcelorMittal S.A. Relevant stock exchange: Euronext Amsterdam Reuters page: ISPA.AS Website: www.arcelormittal.com
Section	D – Risks	
D.2	Key information on the key risks that are specific to the issuer.	Risk of the cessation or limitation of price-setting by the Issuer If the Issuer were to limit or completely abandon its voluntary intention to set bid and offered prices, there would be a danger, if prices for Warrants were not set by any other party that investors would have to wait for the final maturity of the Warrants or, where early exercise is possible, exercise the option right.
		Liquidity risk despite control and profit and loss transfer agreement The Issuer would also be unable to meet its obligations arising from the securities despite the control and profit and loss transfer agreement if, in the event that the Issuer generated a net loss, while the immediate parent company would in principle be required to assume that loss, it was unable or unwilling to comply with this contractual obligation as a result of its own liquidity difficulties or overindebtedness.
		Brokerage of transactions for other Group companies and allocation of work within Citigroup
		The great majority of the Issuer's commission income consists of transfer pricing income from brokerage transactions with affiliated companies. The Issuer's costs arising from the exchange of services with individual Group companies are reimbursed on the basis of existing agreements using transfer prices. For this purpose, income and expenses, in particular commission income for transactions assisted by the bank in an advisory capacity in the context of its sales activities, are determined and allocated to the relevant areas providing the services. The transactions relate to equity trading, bond issues and corporate finance as well as to the sale of structured products, corporate derivatives and currency management products, and also global relationship banking. This process is coordinated closely across all areas with Citigroup Global Markets Limited, London, in particular, and also with Citibank, N.A., London.

If a decision were made within Citigroup to reallocate the relevant activities to other Group companies, the Issuer could lose a material source of income.

Risks in the lending business

The Issuer's loan portfolio consists mainly of loans to international customers in the industrial and financial services sectors with investment grade credit ratings. Loan defaults have been avoided in recent years thanks to this business policy. The loan portfolio is mainly concentrated on a manageable number of borrower units, as defined by German banking law. If significant individual borrowers in the Issuer's portfolio were unable to meet their obligations, therefore, a substantial increase in loan loss provisions would be conceivable in principle and loan defaults could occur.

Interest rate risk

Risk-Treasury assesses and controls the Issuer's interest rate risk. The Issuer's exposure to changes in interest rates maybe a mid to long-term risk in holdings in liquid securities if these were not originally covered by hedging transactions like interest rate swap agreements. The same applies to medium and long-term loans granted by the Issuer. A significant risk from interest rate changes could arise where interest rates are not monitored in a timely or sensitive manner, which may produce the concomitant danger that action to cover such interest rate exposure is not taken early enough.

Operating risk

The Issuer has transferred a number of areas that are significant for the proper management and control of its business activities and the risks associated with them to other companies within and outside Citigroup. In the event that the companies to which these areas have been transferred do not fulfill their contractual obligations or do not do so at the proper time, the ability of the Issuer to meet its own obligations arising from the securities it has issued on the due dates could also be adversely affected.

Tax risks

The tax decisions issued to the Issuer are regularly subject to subsequent review in the form of an external tax audit or to the resolution of individual issues by the relevant courts. This is normal practice and means that an additional tax demand can be issued by the tax authorities years after the original assessment as a result of a tax audit or a generally applicable decision by a tax court.

General business risks

Settlement risk

The risk that a business transaction is incorrectly processed or that a transaction is executed which is different from the intentions and expectations of the Issuer's management.

Information risk

The risk that information, which was generated, received, transmitted or stored within or outside the Issuer's place of business, can no longer be accessed. Furthermore, such information may be of poor quality, or have been wrongly handled or improperly obtained. The information risk also includes risks that are generated by systems and used for processing information.

Reputation risk

This represents the Issuer's risk that its relations with its customers could be harmed if its services are poor or transactions are incorrectly executed. This risk also includes the risk of entering into business relations with counterparties, whose business practices do not conform to the standards or business ethics of the Issuer.

Personnel risk

The Issuer has a high demand for qualified and specially trained professionals and managers. Personnel risk entails the risk of high staff turnover and the risk that the Issuer will be unable to retain a sufficient staff of qualified personnel, as well as the risk that the Issuer's employees may knowingly or negligently violate established regulations or the firm's business ethics standards.

• Legal and regulatory risks

The Issuer views legal risks as any and all risks resulting from binding contracts and governing legislation. Regulatory risks result from the legal environment in which the Issuer does business.

Risk of fraud

These are both internal and external risks of fraud such as bribery, insider trading and theft of data.

D.6

Key information on the key risks that are specific to the securities. This must include a risk warning effect that the investors may lose the value of their entire investment or part of it, as the case may be, and/or, if the investor's liability is not limited to value of investment, a statement of that fact, together with a description of the circumstances in which such additional liability

General risk factors of Warrants

Risk of total loss

Warrants represent particularly risky investment instruments. They entail a particularly high risk of losing the capital invested, up to and including a total loss, plus the transaction costs incurred and any borrowing costs.

Risk of default by the Issuer of the Warrants

In the event of the Issuer becoming insolvent, investors could suffer a loss up to and including a total loss. As bearer securities, Warrants do not fall within the scope of the deposit protection arrangements.

Risk arising from above-average fluctuations in the prices of Warrants (leverage effect)

One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. At the same time, Warrants also entail above-average arises and the likely financial effect.

risks of loss.

Risk of the absence or non-functioning of a secondary market in the Warrants or restricted availability of the Issuer's electronic trading system

Investors should not assume that they will be able to sell a Warrant at a particular time or at a particular price during its term. Investors should assume instead that pricing on the exchange can only take place within the spread of bid and offered prices quoted by the Issuer, if available, and that their buy or sell orders on the exchange will be executed with the Issuer as the direct or indirect counterparty.

Risk in connection with the cessation of secondary trading immediately prior to final maturity

The Issuer and/or the exchange cease trading in the Warrants shortly before their valuation date. However, the reference price of the underlying on the valuation date and/or the applicable exchange rate, both of which are important for the purpose of determining the cash amount of the Warrants, may still change between the last exchange trading day and the maturity date, which may be to the disadvantage of the investor. There is a particular risk that the price of the underlying may reach, fall below or exceed a barrier for the first time shortly before the reference price on the valuation date is determined and after trading in the secondary market has already finished.

Currency risk with respect to the intrinsic value of the Warrants

The performance of the investment is subject to a currency risk if the underlying on which the Warrants are based is expressed in a currency other than the currency in which the cash amount is paid out (settlement currency).

Risks relating to market disruption events

In the event of market disruption events with respect to the underlying, the Issuer has the right to postpone the valuation date for the reference price on exercise. This may result in an additional risk for investors if the underlying performs negatively during the time delay or, where applicable, if the exchange rate for converting the intrinsic value into the settlement currency moves in an unfavourable direction for the investor.

Product specific risk factors

Risk relating to the loss of time value of Warrants depending on the remaining term

The price of Warrants is calculated on the basis of two components of price (intrinsic value and time value). The intrinsic value of Warrants during their term is equal to the difference (if positive), multiplied by the multiplier, between the value of the underlying and the strike (Call Warrants). The amount of the time value, on the other hand, is essentially determined on the basis of the remaining term of the Warrant and the expected frequency

		and intensity of the fluctuations in the price of the underlying expected by the Issuer during the remaining term of the Warrant (implied volatility).
		Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs
		The other factors affecting the price of the Warrants include, <i>inter alia</i> , interest rates on the money market relating to the remaining term, expected income from the Issuer's hedging transactions in or related to the underlying and the level of the Issuer's refinancing costs for entering into those hedging transactions.
		Even if the price of the underlying rises in the case of a call option or falls in the case of a put option, therefore, the value of the Warrant may decline as a result of the other factors affecting value. Given the limited term of the Warrant, there is no guarantee that the price of the Warrant will recover in sufficient time. The shorter the remaining term, the greater the risk.
Section	E – Offer	
E.2b	Reasons for the offer and use of proceeds when different from making profit and/or hedging certain risks.	Not applicable; the reasons for the offer are making profit and/or hedging certain risks and the net proceeds from the issuance of Warrants presented in this base prospectus will be used by the Issuer for its general business purposes.
E.3	A description of the terms and conditions of	Offer method, offeror and issue date of the Warrants
	the offer.	The Warrants are being offered over-the-counter on a continuous basis
		The offer of the Warrants begins in France on 22/01/2014.
		The offeror of the Warrants is the Issuer.
		The issue date is: 22/01/2014
		Restrictions on the free transferability of the securities
		The Warrants may be offered or sold only if all applicable securities laws and regulations in force in the jurisdiction in which a purchase, offer, sale or delivery of Warrants is made or in which this document is circulated or kept for inspection have been complied with, and if all consents or authorizations required for the purchase, offer, sale or delivery of the Warrants in accordance with the legal norms in force in that jurisdiction have been obtained.
		In particular, the Warrants are not and will not be registered pursuant to the United States Securities Act of 1933 as amended. They may not be offered, sold, traded or delivered within the United States either directly or indirectly by or to or for the account of a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933), except in the case of exemption from the registration requirements of the

		Securities Act. Any person receiving the cash amount in accordance with these terms and conditions is deemed to have made a declaration that the person entitled to the rights arising from the Warrants is not a US person. Issue price and costs and taxes on purchase The initial issue price is EUR 0.15. The purchase of the Warrants incurs no costs or taxes that are specifically charged by the Issuer to the subscriber or purchaser.
E.4	A description of any interest that is material to the issue/offer including conflicting interests.	The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it generally act as the calculation agent for the Warrants. This activity can lead to conflicts of interest since the responsibilities of the calculation agent include making certain determinations and decisions which could have a negative effect on the price of the Warrants or the level of the cash amount.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may engage in trading transactions in the underlying, other instruments linked to it, or derivatives, stock exchange options or stock exchange forward contracts, or may issue other securities and derivatives based on the underlying. The companies may also be involved in the acquisition of new shares or other securities of the underlying or, in the case of stock indices, of individual companies included in the index, or act as financial advisors to the entities referred to or work with them in the commercial banking business. The companies are required to fulfill their obligations arising in this connection irrespective of the consequences resulting for the warrant holders and, where necessary, to take actions they consider necessary or appropriate in order to protect themselves or safeguard their interests arising from these business relationships. The activities referred to above could lead to conflicts of interest and have a negative effect on the price of the underlying or securities linked to it such as the Warrants.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may issue additional derivative securities based on the respective underlying or constituents of the underlying, including securities whose features are the same as or similar to those of the Warrants. The introduction of such products that compete with the Warrants may impact the price of the underlying or the constituents of the underlying and thus also the price of the Warrants. The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may receive non-public information relating to the underlying or the constituents of the underlying, but are under no obligation to pass on such information to the warrant holders. Furthermore, companies belonging to Citigroup, Inc. or affiliated to it may publish research reports relating to the underlying or constituents of the underlying. These types of activities may entail certain conflicts of interest and affect the price of the Warrants.
E.7	Estimated expenses charged to the investor	The estimated expenses for the Warrants, including the cost for admission to exchange trading, are included in the issue price or the selling price, as

by the	issuer or	the	the case may be. If the investor purchases the Warrants from a distributor,
offeror.			the purchase price to be paid by the investor may include selling fees that
			have to be disclosed by the distributor.

ANNEXE - RÉSUMÉ EN FRANÇAIS

Section A – Introduction et mises en garde

A.1 Le présent Résumé présente les caractéristiques et les risques principaux de Citigroup Global Markets Deutschland AG (« l'**Émetteur** ») et les Warrants émis au titre de Prospectus Tripartite de Base. Le Résumé a pour finalité de servir d'introduction au Prospectus Tripartite de Base, qui comporte ce Résumé, le Formulaire d'Enregistrement de Citigroup Global Markets Deutschland AG daté du 3 mai 2013 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG daté du 13 mai 2013. Les investisseurs devraient donc veiller à ne prendre aucune décision d'investir dans les Warrants avant d'avoir pris connaissance du Prospectus dans sa totalité, y compris de tous les suppléments et des Conditions Définitives. Dans le cas où un recours relatif aux informations contenues dans un prospectus de base, dans tous les suppléments ou dans les Conditions Définitives respectives serait intenté auprès d'un tribunal, l'investisseur agissant en tant que plaignant pourrait, en vertu des lois de différents États membres de l'Espace économique européen, être contraint de prendre en charge le coût de la traduction du prospectus de base, de tous les suppléments et des Conditions Définitives, dans la langue de travail du tribunal avant le commencement de la procédure judiciaire. L'Émetteur peut être jugé responsable du contenu de ce Résumé, y compris de toute traduction en étant faite, mais seulement dans le cas où le Résumé serait trompeur, inexact ou contradictoire par rapport aux autres parties du Prospectus, ou, dans le cas où il est lu en même temps que les autres parties du Prospectus Tripartite de Base, s'il ne donne pas toutes les informations clés nécessaires.

A.2 – Consentement à l'utilisation du prospectus.

En ce qui concerne les Offres non-dispensées, en vertu de l'Article 3 (2) de la Directive Prospectus, l'Émetteur consent à l'utilisation du Prospectus par tous les intermédiaires financiers (consentement général) pour les offres faites en France (le ou les « État(s) concerné(s) par l'Offre »). Le consentement général à la revente ultérieure et au placement final des valeurs mobilières par le ou les intermédiaires financiers est donné en ce qui concerne France.

La revente ultérieure et le placement final des valeurs mobilières par les intermédiaires financiers peuvent être effectués pendant la période de validité du Prospectus Tripartite de Base en vertu du §9 de la Loi allemande sur les prospectus de valeurs mobilières (*Wertpapierprospektgesetz*, « WpPG »).

Dans le cas d'une offre faite par un intermédiaire financier, les modalités et conditions de l'offre doivent être précisées aux investisseurs au moment où l'offre est faite par l'intermédiaire financier.

Section B – Émetteur et garants

	1	
B.1	Indiquer la raison sociale et le nom commercial de l'émetteur.	La raison sociale et le nom commercial de l'Émetteur est Citigroup Global Markets Deutschland AG.
B.2	Indiquer le siège social et la forme juridique de l'émetteur, la législation régissant ses activités	Siège social Francfort-sur-le-Main; l'adresse de Citigroup Global Markets Deutschland AG est Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, République fédérale d'Allemagne (téléphone +49 (0)69-1366-0).

	ainsi que son pays	
	d'origine.	Forme juridique et législation régissant les activités
		L'Émetteur est une société anonyme (<i>Aktiengesellschaft</i> , « AG ») au sens de la législation allemande.
		Pays d'origine
		L'Émetteur est immatriculé au Registre de commerce du Tribunal local de Francfort-sur-le-Main sous le numéro HRB 88301.
B.4b	Décrire toute tendance connue ayant des répercussions sur l'émetteur et ses secteurs d'activité.	La Banque prévoit une légère accélération de la croissance économique mondiale en 2013, de 2,5% à 2,6 %. En 2014, la croissance devrait atteindre 3,2 %. Le ralentissement de la croissance économique mondiale observée est principalement imputable à la détérioration de la croissance des pays industrialisés. La Banque prévoit une croissance modérée de 1 pour cent pour les pays industrialisés en 2013 et une légère progression à 1,6 % en 2014.
		De façon générale, la Banque s'attend à un maintien d'écarts significatifs entre les différentes régions dans le monde.
		La Banque s'attend à une légère récession dans l'Eurozone (les prévisions de croissance de la Banque sont de -0,6 % et -0,4 % pour 2013 et 2014). Ceci est attribué à la poursuite de la crise de la dette souveraine et au niveau élevé de l'endettement du secteur privé dans les pays européens périphériques. La BCE devrait continuer à intervenir pour stabiliser les marchés et faire baisser les taux d'intérêt au cours du deuxième trimestre 2013 en fonction de la poursuite de la croissance économique de l'Eurozone, qui pourrait être suivie par une réduction finale de taux d'intérêt prévue pour le deuxième semestre. La Banque estime probable que le Sud de l'Europe et l'Irlande n'aboutiront que progressivement à des solutions communes durables en matière fiscale. Si les pays fondateurs ne sont plus déterminés à renforcer leur soutien aux États périphériques à l'avenir, ceci pourrait aboutir à un ensemble de restructurations de dette (avec probablement des échéances à plus long terme et des réductions de taux d'intérêt), mais probablement pas avant 2015.
		Dans la Division warrants et certificats, la concurrence devrait rester intense entre les principaux émetteurs. D'autres modifications de la réglementation devraient intervenir, qui devront être prises en compte en temps opportun pour l'activité.
		Compte tenu des prévisions faites par les différentes divisions et d'une approche restrictive de la gestion des coûts, la Banque s'attend à un maintien global des bénéfices au cours des exercices 2013 et 2014.
B.5	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur.	L'Émetteur est membre du sous-groupe allemand de Citigroup. En tant que société anonyme, il est géré par un conseil d'administration. L'Émetteur est entièrement détenu par une société holding allemande, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, une société en commandite domiciliée à Francfort-sur-le-Main.
		Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est également un associé passif de l'Émetteur, dans la mesure où il détient une participation passive (« Stille Einlage ») d'un montant total de 122 710 051,49 EUR au 30 novembre 2012. L'associé responsable de la société Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est la société

B.9	Lorsqu'une prévision ou une estimation du bénéfice est réalisée, en indiquer le montant.	Citigroup Global Markets Finance LLC (États-Unis). Le commanditaire unique est Citi Overseas Investment Bahamas Inc. Toutes les actions de Citigroup Global Markets Finance LLC sont détenues par Citi Overseas Investment Bahamas Inc., dont le seul actionnaire est Citibank Overseas Investment Corporation (États-Unis). Cette société est elle-même détenue à 100 % par Citibank, N.A. (États-Unis). Citibank, N.A. (États-Unis) est détenue à 100 % par Citicorp (États-Unis), qui est elle-même détenue à 100 % par Citigroup, Inc (États-Unis). Sans objet; l'Émetteur a décidé de ne publier aucune prévision de bénéfice ou estimation de bénéfice dans le Prospectus de Base.			
B.10	Décrire la nature des éventuelles réserves sur les informations financières historiques contenues dans le rapport d'audit.	Les états financiers annue 2011 au 30 novembre 2012 audités par l'auditeur sta réserve de la part de l'audité	et du 1 ^{er} décembre atutaire de l'Éme	e 2010 au 30 nove	embre 2011 ont été
B.12 Présenter les informations financières historiques clés sélectionnées pour l'émetteur, pour chaque exercice de la période couverte par ces informations financières historiques et pour toute période intermédiaire ultérieure,		Informations financières Deutschland AG Le tableau ci-dessous profinancières significatives for l'exercice budgétaire antéricompte du développement de AG:	résente une com purnies dans les é ieur (exercice 20	nparaison de certats financiers aud 11) et l'exercice tigroup Global M Exercice précédent (30.11.2011) en	rtaines statistiques dités de 2012 entre 2012 et rend donc
	accompagnées de			millions d'euros	
	données comparatives	Total du bilan	9.543	8.690	
	couvrant la même période de l'exercice	Volume d'activité	11.162	10.163	
	précédent; la	Fonds propres	590	588	
	présentation des bilans	Volume des prêts	5.365	5.196	
	de clôture suffit toutefois à remplir	Nombre d'employés	348	361	
	l'exigence	1 2			1
	d'informations bilancielles comparables. Une déclaration		01.12.2011 - 30.11.2012 en millions d'euros	Exercice précédent (01.12.2010 – 30.11.2011) en millions d'euros	
	attestant qu'aucune détérioration significative n'a eue de	Revenus d'intérêt de l'exploitation	11	29	
	répercussions sur les	Commissions de courtage	111	96	
	perspectives de	Commissions d'opérations sur	18	17	

l'émetteur depuis la date de ses derniers états financiers vérifiés et publiés, ou une description de toute détérioration significative.

Une description des changements significatifs de la situation financière ou commerciale l'émetteur survenus après la période couverte par informations financières historiques.

valeurs mobilières		
Revenu net des opérations financières de négoce	25	60
Frais généraux et administratifs	161	137

À la date du bilan, les **fonds propres inscrits au bilan** comprennent les éléments suivants :

	30.11.2012 en millions d'euros (audité)	Exercice précédent (30.11.2011) en millions d'euros (audité)
Capital souscrit		
Capital social	210,6	210,6
Participation de l'associé passif	122,7	122,7
Réserves de capital	195,8	193,8
Réserve légale	33,0	33,0
Autres bénéfices mis en réserve	27,9	27,9

De plus, dans le cadre de l'intégration de nouvelles règles au titre de BilMoG en vertu du §340g du Code allemand du commerce (HGB), un nouveau poste séparé a été créé (« Fonds pour les risques bancaires généraux ») pour un montant de 9,4 millions d'euros (6,6 millions d'euros l'année précédente).

Le capital réglementaire imputé sous BIZ se compose d'un capital de base et de capital supplémentaire (passifs subordonnés) après approbation, comme suit :

	30.11.2012 en millions d'euros	Exercice précédent (30.11.2011) en millions d'euros
Fonds propres au bilan	590,0	588,0
Moins immobilisations	0	-1,2
Capital de base	599,3	594,3
Capitaux supplémentaires	0,0	0,0
Fonds propres	599,3	594,3
Ratios de capitaux		
Fonds propres Tier one en %	33,6	29,3
Ratio de capitaux totaux en %	33,6	29,3

En dépit de la crise de dette dans l'Eurozone et de la volatilité concomitante sur les marchés financiers internationaux, Citigroup Global Markets Deutschland AG

a de nouveau réussi à dégager un bénéfice au cours de l'exercice clôturé récemment.

Informations financières semestrielles clés de Citigroup Global Markets Deutschland AG

Le tableau ci-dessous présente une comparaison de certaines statistiques financières significatives pour le premier semestre de l'exercice financier fournies dans les états financiers non-audités de 2013 entre l'exercice budgétaire antérieur et/ou les chiffres des années précédentes et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG:

	31.05.2013 en million d'Euro	30.11.2012 en million d' Euro
Total du bilan	11.147	9.543
Volume d'activité	12.628	11.162
Fonds propres	590	590
Portefeuille des prêts	5.179	5.365
Nombre d'employés à la date du bilan	263	334

	01.12.2012 - 31.05.2013 en million d'Euro	01.12.2011 - 31.05.2012 en million d'Euro
Revenus d'intérêt de l'exploitation	3	7
Commissions de courtage	20	33
Commissions d'opérations sur valeurs mobilières	8	9
Revenu net des opérations financières de négoce	29	16
Frais généraux et administratifs	72	70

Etats en ce qui concerne l'information tendancielle et la situation financière et commerciale.

L'Emetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2012, aucune détérioration significative n'a affecté les perspectives de l'Emetteur.

En outre, l'Emetteur déclare que depuis la date des états financiers provisoires au 31 mai 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale de l'Emetteur.

B.13 Décrire tout événement récent propre à l'émetteur et présentant un intérêt significatif

Aucun événement présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur n'est identifié à ce moment. Cependant, Citigroup Global Markets Deutschland AG est actuellement sujet à un audit extraordinaire sur les retenues à la source fiscales par l'autorité fiscale Francfort-Hoeschst pour

	pour l'évaluation de sa solvabilité.	les années 2007-2008. Dans ce contexte l'autorité fiscale a explicité ses vues quant au fait que Citigroup Global Markets Deutschland AG aurait dû déduire et payer la retenue à la source des dividendes reçus en relation avec transactions communément appelées cum-ex transactions. S'appuyant sur ces observations l'autorité fiscale est actuellement de l'avis que Citigroup Global Markets Deutschland AG est responsable de la non déduction de la retenue à la source d'un montant supérieur à 706 Millions d'Euro pour les années 2007 et 2008. Dans le cas où l'autorité fiscale a raison, la responsabilité fiscale pour les années 2009 à 2011 pourrait se poser ce qui est impossible d'estimer pour le moment. The principal point de départ de l'action en responsabilité des autorités fiscales est de savoir si Citigroup Global Markets Deutschland AG est qualifié de banque allemande exécutant un transaction (die den Verkaufsauftrag ausführende Stelle) durant ces années. De plus, la méthode appliquée pour identifier le montant des dommages et intérêts est débattue comme celle de savoir si Citigroup Global Markets Deutschland AG peut être tenu responsable comme débiteur principal. De plus, il devrait être noté que . Citigroup envisage actuellement des mesures visant à optimiser sa structure d'organisation.
B.14	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur. Si l'émetteur est dépendant d'autres entités du groupe, ce fait doit être clairement stipulé.	Citigroup Global Markets Finance Corporation à titre de société holding allemande possède 100 % des actions de l'Émetteur. En vertu du § 17 (2) de la Loi allemande sur les sociétés par actions (<i>Aktiengesetz</i> , « AktG »), il est considéré qu'une société dont la majorité des actions est détenue par une autre société est dépendante de cette autre société.
B.15	Fournir une description des principales activités de l'émetteur.	L'Émetteur est une banque d'affaire et d'investissement qui propose des solutions financières complètes dans les secteurs des opérations bancaires de l'investissement, des titres à revenu fixe, des opérations de change, des valeurs mobilières et des dérivés ainsi que des services de transactions internationales aux entreprises, aux pouvoirs publics et aux investisseurs institutionnels; c'est en outre un émetteur majeur de warrants et de certificats dont les investisseurs finaux sont principalement des clients particuliers. Depuis la fin de l'année 2012, l'activité de l'Émetteur intègre également Citi Private Bank – Family Office Coverage Germany et Covered Bond Research.
B.16	Dans la mesure où ces informations sont connues de l'émetteur, indiquer si celui-ci est détenu ou contrôlé, directement ou indirectement, et par qui; décrire la nature de ce contrôle.	En plus de l'intégration de l'Émetteur dans le groupe de sociétés Citigroup Inc. mentionné ci-dessus, l'Émetteur est également partie liée à sa maison mère directe par un accord de transfert de pouvoir et de pertes et profits. En vertu de cet accord, l'Émetteur a conféré la gestion de ses affaires à sa maison mère directe. De ce fait, la société holding dont dépend directement l'Émetteur, a le droit de lui donner des instructions. L'accord impose également à l'Émetteur de transférer la totalité de son bénéfice à sa maison mère directe. En contrepartie, la maison mère directe est tenue de compenser toute perte annuelle éventuelle de l'Émetteur durant la période de validité de l'accord, comme prévu en détail par les § 302 (1) et (3) d'AktG.

Section C – Valeurs mobilières

C.1	Décrire la nature et la catégorie des valeurs mobilières offertes et/ou admises à la négociation et donner tout numéro d'identification des valeurs mobilières.	Type/forme des Warrants Les warrants sont des instruments dérivés qui peuvent comporter un droit d'option et qui peuvent donc présenter beaucoup de points communs avec les options. L'une des principales caractéristiques des Warrants est l'effet de levier: une évolution du cours du sous-jacent peut entraîner une variation disproportionnée du cours du Warrant. L'effet de levier du Warrant joue dans les deux sens — non seulement à l'avantage de l'investisseur en cas de bonnes performances des facteurs déterminant la valeur, mais également en sa défaveur en cas de performances défavorables. Le paiement du au titre d'un Warrant lors de son exercice ou de sa liquidation prématurée dépend de la valeur du sous-jacent à ce moment. Les Warrants seront émis sous une forme dématerialisée au porteur et seront enregistrés dans les livres du dépôt central des valeurs mobilières qui créditera les comptes des titulaires de compte. Aucun document physique attestant de la possession (notamment des certificats représentatifs conformément à l'Article R.211-7 du Code monétaire et financier français) ne sera émis concernant les Warrants. Numéro d'identification des titres ISIN: DE000CF6Z642				
		Numéro d'identification local : 5123C				
C.2	Indiquer dans quelle monnaie l'émission a eu lieu.	Euro				
C.5	Décrire toute restriction imposée à la libre négociabilité des valeurs mobilières.	Chaque Warrant est transmissible selon les lois s'appliquant à chaque cas et, le cas échéant, les réglementations et les procédures respectives applicables du dépositaire central de titres dans les livres duquel le transfert est enregistré.				
C.8	Décrire les droits	Loi applicable aux titres :				
	attachés aux valeurs mobilières y compris leur rang, y compris toute restriction qui leur est applicable.	Les Warrants sont régis par la loi allemande. La constitution des Warrants peut être régie par les lois de la juridiction du dépositaire central de titres. Droits attachés aux Warrants Chaque Warrant confère à son détenteur le droit au montant en espèces détaillé à la section C.15.				
		Statut des Warrants				
		Les Warrants créent des obligations non garanties et non subordonnées de l'Émetteur qui se classent <i>pari passu</i> les unes par rapport aux autres et par rapport à toutes autres obligations actuelles et futures non garanties et non subordonnées de l'Émetteur, à l'exception des obligations qui ont priorité en raison de dispositions statutaires obligatoires.				
		Limitations de droits				

		L'Emetteur a le droit de résilier les Warrants et de modifier par voie d'avenant les termes et conditions en application des dispositions prévues aux termes et
C.11	Indiquer si les valeurs mobilières offertes font ou feront l'objet d'une demande d'admission à la négociation, en vue de leur distribution sur un marché réglementé ou sur des marchés équivalents — les marchés en question devant alors être nommés.	conditions des Warrants. Les Warrants ont été admis sur le marché réglementé à la bourse de valeurs de Eurolist, Euronext Paris S.A., qui est un marché réglementé au sens de la Directive 2004/39/CE.
C.15	Décrire comment la valeur de l'investissement est influencée par celle du ou des instrument(s) sousjacent(s), sauf lorsque les valeurs mobilières ont une valeur nominale d'au moins 100 000 EUR.	Description des Warrants « Call » avec une modalité d'exercice européenne Les Warrants « Call » permettent aux investisseurs de participer avec un effet de levier à la performance positive de la valeur sous-jacente. En contrepartie, cependant, ils participent également sur une base à effet multiplicateur à toute performance négative de la valeur sous-jacente en prenant en plus le risque que le Warrant « Call » expire en perdant totalement sa valeur si le prix de référence de la valeur sous-jacente chute au niveau ou au-dessous du prix d'exercice. À la date d'échéance, le montant reçu par les investisseurs est égal à l'excédent, multiplié par le coefficient multiplicateur, entre le prix de référence de la valeur sous-jacente à la date d'évaluation et le prix d'exercice correspondant. Si le prix de référence est égal ou inférieur au prix d'exercice, le Warrant « Call » expire sans valeur.
C.16	Indiquer la date d'expiration ou d'échéance des instruments dérivés ainsi que la date d'exercice ou la date finale de référence.	Date d'échéance: 27.03.2014 Date d'exercice: 20.03.2014 Date d'évaluation: 20.03.2014
C.17	Décrire la procédure de règlement des instruments dérivés.	Dans le cas de Warrants à exercice automatique, cà-d. d'une modalité d'exercice européenne, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au crédit des détenteurs du warrant enregistrés auprès du dépositaire central à la clôture du jour ouvrable bancaire précédent au siège social du dépositaire central de titres. Le dépositaire central de titres s'est engagé auprès de l'Émetteur à faire un transfert ultérieur correspondant.

C.18	Indiquer les modalités relatives au produit des instruments dérivés.	Dans le cas de Warrants à modalité d'exercice européenne, le droit d'option ne peut être exercé par le détenteur du warrant qu'à la date d'évaluation pour le warrant concerné. Si le montant en numéraire aboutit à une valeur positive, le droit d'option attaché au warrant concerné est considéré exercé à la date d'évaluation sans autres conditions préalables et sans soumission d'une notification explicite d'exercice (« Exercice Automatique »).
C.19	Indiquer le prix d'exercice ou le prix de référence final du sous-jacent.	Prix de référence à la date d'évaluation : Cours de clôture
C.20	Décrire le type de sous-jacent utilisé et indiquer où trouver les informations à son sujet.	Type: action ou titre représentant des actions WKN (Numéro d'identification des valeurs mobilières allemandes): A0M6U2 ISIN: LU0323134006 Société: ArcelorMittal S.A. Bourse de valeurs mobilières concernée: Euronext Amsterdam Page de Reuters: ISPA.AS
		Site Web: www.arcelormittal.com
Section	n D – Risques	
D.2	Fournir les informations clés concernant les principaux risques propres à l'émetteur.	Risque d'arrêt ou de restriction de la fixation du prix par l'Emetteur Si l'Émetteur devait limiter ou abandonner complètement son intention de fixer les prix de l'offre et de la demande, le danger existerait, au cas où les prix des Warrants ne seraient pas fixés par aucune autre partie, que les investisseurs doivent attendre l'échéance finale des Warrants ou, lorsque l'exercice est possible, qu'ils doivent exercer leur droit d'option.
		Risque de liquidité en dépit d'un accord de transfert de pouvoir et de pertes et profits
		L'Émetteur ne serait également pas en mesure d'honorer les obligations liées aux titres en dépit d'un accord de transfert de pouvoir et de pertes et profits si, dans le cas où l'Émetteur générait une perte nette, bien que la maison mère directe soit en principe tenue de prendre cette perte à son compte, il était incapable ou non disposé à se conformer à cet engagement contractuel en raison de ses propres difficultés de trésorerie ou de surendettement.
		Courtage de transactions pour d'autres sociétés du Groupe et répartition du travail au sein de Citigroup
		L'essentiel du revenu de commission de l'Émetteur se compose du revenu des prix de cession des transactions de courtage avec les sociétés apparentées. Les coûts pour l'Émetteur résultant de l'échange de services avec différentes sociétés du Groupe sont remboursés sur la base des accords existants en utilisant les prix de cession. À cette fin, le revenu et les dépenses, en particulier

le revenu de commission pour les transactions réalisées avec l'assistance de la banque à titre de conseiller dans le cadre de ses activités commerciales, sont déterminés et alloués aux différents secteurs fournissant les services. Les transactions se rapportent à la négociation sur les titres, les émissions d'obligations et la gestion financière d'entreprise ainsi qu'à la vente de produits structurés, dérivés de titres de sociétés et les produits de gestion de devises, et aux opérations bancaires internationales. Ce processus est coordonné étroitement dans l'ensemble des secteurs avec Citigroup Global Markets Limited, Londres, en particulier, et également avec Citibank, N.A., Londres.

Si une décision était prise au sein de Citigroup pour réaffecter les activités concernées à d'autres sociétés du Groupe, l'Émetteur pourrait perdre une importante source de revenu.

Les risques de l'activité de prêt

Le portefeuille de prêt de l'Émetteur consiste principalement en prêts accordés à des clients internationaux dans les secteurs de l'industrie et des services financiers ayant des notations de crédit de qualité. Les défauts de remboursement de prêt ont été évités ces dernières années grâce à cette politique commerciale. Le portefeuille de prêts consiste principalement en un nombre raisonnable d'unités empruntrices, comme le prescrit la loi allemande sur les opérations bancaires. Si des emprunteurs individuels importants du portefeuille de l'Émetteur n'étaient pas en mesure d'honorer leurs obligations, une forte hausse des provisions pour pertes sur prêt serait envisageable en principe et des défauts de remboursement sur prêts pourraient se produire.

Risque de taux d'intérêt

Le département des risques et trésorerie évalue et maîtrise le risque sur taux d'intérêt de l'Émetteur. L'exposition de l'Émetteur à des fluctuations des taux d'intérêt peut être un risque à moyen ou à long terme pour la détention de titres liquides si ceux-ci n'étaient pas à l'origine couverts par des transactions de couverture telles que des accords de swap de taux d'intérêt. Il en va de même pour les emprunts à moyen et long terme accordés par l'Émetteur. Un risque significatif de fluctuation des taux d'intérêt pourrait survenir lorsque les taux d'intérêt ne font pas l'objet d'un suivi attentif et en temps opportun, ce qui peut générer le danger concomitant qu'une mesure pour couvrir une telle exposition au risque de taux d'intérêt ne soit pas prise suffisamment tôt.

Risque opérationnel

L'Émetteur a transféré un certain nombre de domaines qui sont importants pour une gestion et un contrôle appropriés de ses activités économiques et les risques qui s'y rapportent à d'autres sociétés au sein et à l'extérieur de Citigroup. Au cas où les sociétés auxquelles ces domaines ont été transférés ne s'acquitteraient pas de leurs obligations contractuelles ou ne le feraient pas en temps opportun, la capacité de l'Émetteur à assumer ses propres obligations découlant des titres qu'il a émis aux dates prévues pourrait également être compromise.

Risque fiscal

Les décisions fiscales prises concernant l'Émetteur sont régulièrement soumises à un examen ultérieur sous forme d'audit fiscal externe ou d'arbitrage des affaires individuelles par les tribunaux compétents. Cette pratique est courante

et signifie qu'un rappel d'impôts peut être décidé par l'administration fiscale des années après l'évaluation initiale en raison d'un contrôle fiscal ou d'une décision à portée générale rendue par un tribunal fiscal.

Risques généraux liés à l'activité

• Risque de règlement

Le risque qu'une transaction soit traitée de manière incorrecte, ou qu'une transaction soit exécutée différemment des intentions et des attentes de la direction de l'Emetteur.

• Risque en matière d'information

Le risque que l'information, qui a été produite, reçue, transmise ou conservée au sein ou à l'extérieur du siège social de l'Émetteur ne soit plus accessible. En outre, de telles informations peuvent être de qualité médiocre ou avoir été mal exploitées ou encore avoir été obtenues sans autorisation. Le risque en matière d'information inclut également les risques provenant des systèmes en tant que tels et utilisés pour le traitement de l'information.

• Risque de réputation

Il représente le risque pour l'Emetteur que la relation avec ses clients se détériore si le niveau de qualité de ses services est insuffisant ou le risque que les transactions soient traitées de manière incorrecte. Ce risque inclut également le risque de développer des relations d'affaires avec des contreparties dont les pratiques ne sont pas conformes aux normes ou à l'éthique de l'Émetteur.

• Risque lié au personnel

L'Émetteur fait appel à des professionnels et des cadres dirigeants qualifiés. Le risque lié au personnel inclut le risque d'une rotation importante du personnel et le risque que l'Émetteur ne soit pas en mesure de retenir un personnel qualifié en nombre suffisant, mais également le risque que les employés de l'Émetteur enfreignent en connaissance de cause ou par négligence les règles fixées ou les standards éthiques de pratique établis par la société.

• Risques juridiques et réglementaires

L'Émetteur considère les risques juridiques comme tout risque résultant des contrats engageant sa responsabilité et de la loi applicable. Les risques réglementaires résultent de l'environnement juridique dans lequel l'Émetteur réalise ses opérations.

• Risques de fraude

Risques internes et externes de fraude tels que la corruption, le délit d'initié et le vol de données.

D 6	Fournir	les
D.0		100
	informations	clés
	concernant	les

Facteurs généraux de risque des Warrants

Risque de perte totale

principaux risques propres aux valeurs mobilières. Inclure un avertissement informant l'investisseur qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son investissement et/ou. si le risque encouru l'investisseur ne se limite pas à la valeur de investissement, une mention de ce fait, assortie d'une description des cas où ce surcroît de risque se matérialise ainsi que des effets financiers probables cette matérialisation.

Les Warrants constituent des instruments d'investissement particulièrement risqués. Ils impliquent un niveau de risque particulièrement élevé de perdre le capital investi, y compris une perte totale, plus les coûts de transaction encourus et tous les coûts d'emprunt.

Risque de défaillance de l'Émetteur des Warrants

Au cas où l'Émetteur deviendrait insolvable, les investisseurs pourraient subir une perte pouvant aller jusqu'à une perte totale. En tant que titres au porteur, les Warrants n'entrent pas dans le champ des dispositions prévues pour la protection des dépôts.

Risque résultant de fluctuations de prix des Warrants supérieures à la moyenne (effet de levier)

L'une des principales caractéristiques des Warrants est l'effet de levier : une évolution du cours de la valeur sous-jacente peut entraîner une variation disproportionnée du cours du Warrant. En même temps, les Warrants génèrent également des risques de perte supérieurs à la moyenne.

Risque d'absence ou de non-fonctionnement d'un marché secondaire de Warrants ou de manque de disponibilité du système de transactions électroniques de l'Émetteur

Les investisseurs ne devraient pas présumer qu'ils seront en mesure de vendre un Warrant à un moment particulier ou à un prix particulier pendant sa période de validité. Les investisseurs devraient plutôt partir de l'hypothèse que le prix en bourse ne peut se situer que dans les limites de la fourchette de prix acheteur et vendeur indiquée par l'Émetteur, si elle est disponible, et que leurs ordres d'achat ou de vente en bourse seront exécutés avec l'Émetteur en qualité de contrepartie directe ou indirecte.

Risque lié à la cessation du négoce sur le marché secondaire immédiatement avant une échéance finale

L'Emetteur et/ou le marché cessent de négocier les Warrants juste avant leur date d'évaluation. Cependant, le prix de référence de la valeur sous-jacente à la date d'évaluation et/ou le taux de change applicable, lesquels sont importants dans la détermination du montant des Warrants, peuvent varier entre le dernier jour de cotation et la date d'échéance, dans un sens défavorable à l'investisseur. Il existe un risque particulier que le prix de la valeur sous-jacente atteigne, chute au-dessous ou dépasse une barrière pour la première fois juste avant que le prix de référence à la date d'évaluation soit déterminé et après la clôture de la cotation sur le marché secondaire.

Risque sur la devise relatif à la valeur intrinsèque des Warrants

La performance de l'investissement est soumise à un risque sur la devise si la valeur sous-jacente sur laquelle les Warrants sont basés est libellée dans une devise autre que la devise dans laquelle le montant en numéraire est versé (devise de règlement).

Risques d'événements perturbant le fonctionnement du marché

En cas de survenue d'événements perturbant le fonctionnement du marché pour

la valeur sous-jacente, l'Émetteur a le droit de repousser la date d'évaluation du prix de référence de l'exercice. Ceci peut entraîner un risque supplémentaire pour les investisseurs si la valeur sous-jacente réalise une performance négative pendant la durée du report ou, le cas échéant, si le taux de change utilisé pour convertir la valeur intrinsèque en devise de règlement fluctue dans un sens défavorable à l'investisseur.

Facteurs de risque spécifiques au produit

Risque relatif à la perte de la valeur temps des Warrants en fonction de la durée résiduelle

Le prix des Warrants est calculé sur la base de deux composants du prix (la valeur intrinsèque et la valeur temps) La valeur intrinsèque des Warrants pendant leur période de validité est égale à la différence (si elle est positive), multipliée par le coefficient multiplicateur, entre la valeur sous-jacente et le prix d'exercice (warrants Call). Le montant de la valeur temps, d'autre part, est essentiellement déterminée en fonction de la durée résiduelle du Warrant et de la fréquence et de l'intensité des fluctuations du prix de la valeur sous-jacente attendues par l'Émetteur pendant la durée résiduelle du Warrant (volatilité implicite).

Risques relatifs à d'autres facteurs affectant la valeur comme les taux d'intérêt du marché monétaire, les dividendes attendus et les coûts de refinancement de l'Émetteur

Les autres facteurs affectant le prix des Warrants comprennent, notamment, les taux d'intérêt sur le marché monétaire pour la durée résiduelle, le revenu attendu des transactions de couverture de l'Émetteur concernant la valeur sousjacente et le niveau des coûts de refinancement de l'Émetteur pour réaliser ces transactions de couverture.

Même si le prix de la valeur sous-jacente s'élève, dans le cas d'une option call, ou chute, dans le cas d'une option put, la valeur du Warrant peut diminuer en raison des autres facteurs affectant la valeur. Compte tenu de la durée de validité limitée du Warrant, aucune garantie ne peut être donnée quant à une remontée du prix du Warrant dans les délais. Plus la durée résiduelle est courte, plus le risque est grand.

Section E - Offre

E.2b	Indiquer les raisons de l'offre et l'utilisation			
	prévue du produit de			
	celle-ci, lorsqu'il s'agit			
	de raisons autres que la			
	réalisation d'un			
	bénéfice et/ou la			
	couverture de certains			
	risques.			

Sans objet; les raisons de l'offre sont de réaliser des profits et/ou de prendre une couverture par rapport à certains risques et le produit net de l'émission de Warrants présentés dans le Prospectus de Base seront utilisés par l'Émetteur à des fins générales.

E.3 Décrire les modalités et Méthode de présentation de l'offre, offreur et date d'émission des

	les conditions de	Warrants
	l'offre.	Les Warrants sont offerts de gré à gré en continu.
		L'offre des Warrants commence en France le 22.01.2014.
		Les offreur des Warrants est: l'Émetteur
		La date d'émission est: 22.01.2014
		Restriction imposée à la libre négociabilité des valeurs mobilières
		Les Warrants peuvent être offerts ou vendus seulement si l'ensemble des lois et règlementations relatives aux valeurs mobilières en vigueur dans la juridiction dans laquelle un achat, une offre, une vente ou une livraison de Warrants est effectué ou dans laquelle le présent document est diffusé ou conservé pour inspection ont été respectées, et si tous les consentements ou autorisations nécessaires pour l'achat, l'offre, la vente ou la livraison des Warrants conformément aux normes légales en vigueur dans cette juridiction ont été obtenus.
		En particulier, les Warrants ne sont pas et ne seront pas enregistrés conformément à la Loi sur les valeurs mobilières des États-Unis (<i>United States Securities Act</i>) de 1933 telle qu'amendée. Ils ne peuvent être offerts, vendus, négociés ou livrés au sein des États-Unis directement ou indirectement par ou pour le compte d'un ressortissant des États-Unis (comme défini dans la Réglementation S conformément à la Loi sur les valeurs mobilières des États-Unis de 1933), excepté dans le cas d'exemption des conditions d'enregistrement de la Loi sur les valeurs mobilières. Toute personne recevant le montant de liquidités correspondant aux termes et conditions est considérée comme ayant fait une déclaration indiquant que la personne titulaire des droits découlant des Warrants n'est pas un ressortissant des États-Unis.
		Prix d'émission, frais et taxes relatifs à l'achat
		Le prix d'émission initial est de EUR 0,15.
		Sans objet, l'achat de Warrants ne faisant supporter aucun coût ou taxe à l'Émetteur notamment pour les acheteurs ou les souscripteurs.
E.4	Décrire tout intérêt, y compris les intérêts conflictuels, pouvant influer sensiblement sur l'émission/l'offre.	L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui agissent généralement en qualité d'agent de calcul des Warrants. Cette activité peut entraîner des conflits d'intérêt dans la mesure où les responsabilités de l'agent de calcul comprennent certaines déterminations et décisions qui pourraient avoir un effet négatif sur le prix des Warrants ou le montant des liquidités.
		L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent s'engager dans des transactions de négoce sur la valeur sous-jacente, sur d'autres instruments qui s'y rapportent, ou sur des dérivés, des options boursières ou des contrats à terme en bourse, ou peuvent émettre d'autres valeurs et dérivés fondés sur la valeur sous-jacente. Les sociétés peuvent également intervenir dans l'acquisition de nouvelles parts ou d'autres titres de la valeur sous-jacente ou, dans le cas d'indices de valeurs, de sociétés individuelles incluses dans

l'indice, ou agir en qualité de conseillers financiers pour les entités auxquelles il est fait référence ou collaborer avec elle dans le secteur de la banque d'affaires. Les sociétés sont tenues de s'acquitter de leurs obligations à ce titre, indépendamment des conséquences qui peuvent en résulter pour les détenteurs de warrants et, le cas échéant, devront prendre les mesures qu'elles considèrent nécessaires ou appropriées pour se protéger ou sauvegarder leurs intérêts dans le cadre de ces relations d'affaires. Les activités visées ci-dessus pourraient entraîner des conflits d'intérêt et avoir un effet négatif sur le prix de la valeur sous-jacente ou des titres qui lui sont associés comme les Warrants.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent émettre des titres dérivés supplémentaires fondés sur la valeur sous-jacente, ou sur des éléments constitutifs de la valeur sous-jacente, notamment des titres dont les caractéristiques sont identiques ou similaires à celles des Warrants. L'introduction de tels produits, qui concurrencent les Warrants, peuvent avoir un effet sur le prix de la valeur sous-jacente ou les éléments constitutifs de la valeur sous-jacente et donc aussi sur le prix des Warrants. L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent recevoir des informations de nature non publique se rapportant à la valeur sous-jacente, ou à des éléments constitutifs de la valeur sous-jacente, mais ne sont pas tenus de les communiquer aux détenteurs de warrants. De plus, les sociétés appartenant à Citigroup ou affiliées à lui peuvent publier des rapports de recherche se rapportant à la valeur sous-jacente ou aux éléments constitutifs de la valeur sous-jacente. Les activités de ce type peuvent créer certains conflits d'intérêt et affecter le prix des Warrants.

E.7 Donner une estimation des dépenses facturées à l'investisseur par l'émetteur ou l'offreur.

Les dépenses estimées pour les Warrants, y compris le coût d'admission à la négociation sont compris(es) dans le prix d'émission ou au prix de vente, le cas échéant. Si l'investisseur achète des Warrants auprès d'un distributeur, le prix d'achat à payer par l'investisseur pourra comprendre des commissions de vente devant être communiquées au distributeur.

Citigroup Global Markets Deutschland AG

Frankfurt am Main

(Issuer)

Final Terms dated

21 January 2014

to the

Tripartite Base Prospectus dated 13 May 2013 as amended (the "Tripartite Base Prospectus")

CALL OR PUT WARRANTS

referenced to the following underlying:

ArcelorMittal

ISIN: DE000CF6Z659

The respective Final Terms to the Tripartite Base Prospectus will be made available as a separate document in paper form free of charge at the address of the relevant paying agent and published on the Issuer's website (www.citifirst.com).

The subject matter of the Final Terms is Call or Put Warrants (Product No. 1) (the "Warrants" or the "Series") based on a share or a security representing shares issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer").

The Final Terms were prepared in accordance with Article 5 (4) of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (as most recently amended by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010) (the "Prospectus Directive") and must be read in conjunction with the Tripartite Base Prospectus (consisting of the Summary and the Securities Note, each dated 13 May 2013, and the Registration Form of Citigroup Global Markets Deutschland AG dated 3 May 2013, including any supplements). Complete information about the Issuer and the offer of the Warrants can be obtained only from a synopsis of these Final Terms together with the Tripartite Base Prospectus (including all related supplements, if any).

The Final Terms to the Tripartite Base Prospectus take the form of a separate document within the meaning of Article 26 (5) of Commission Regulation (EC) No. 809/2004 of 29 April 2004 as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012 and Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012 (the "**Prospectus Regulation**").

An issue specific summary that has been completed for the Warrants is attached to these Final Terms.

INFORMATION ABOUT THE TERMS AND CONDITIONS – ISSUE SPECIFIC CONDITIONS

With respect to the Series of Warrants, the Issue Specific Conditions applicable to the Call or Put Warrants, as replicated in the following from the Tripartite Base Prospectus and supplemented by the information in the Annex to the Issue Specific Conditions as set out below, and the General Conditions contain the conditions applicable to the Warrants (referred to together as the "Conditions"). The Issue Specific Conditions should be read in conjunction with the General Conditions.

Part A. Product Specific Conditions

No. 1 Option Right

Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer") hereby grants the holder (each a "Warrant Holder") of Call or Put Warrants (the "Warrants"), based on the Underlying as specified in detail in each case in Table 1 and Table 2 of the Annex to the Issue Specific Conditions, the right (the "Option Right") to require the Issuer to pay the Cash Amount (No. 2 (1) of the Issue Specific Conditions) or the Termination Amount (No. 2 of the General Conditions) in accordance with these Terms and Conditions.

No. 2 Cash Amount; Definitions

- (1) The "Cash Amount" for each Warrant, subject to the early redemption of the Warrants by the Issuer (No. 2 of the General Conditions), shall be the Intrinsic Value of a Warrant, if the latter is already expressed in the Settlement Currency, or the Intrinsic Value of a Warrant converted into the Settlement Currency using the Reference Rate for Currency Conversion.
- (2) The "Intrinsic Value" of a Warrant shall be the difference, expressed in the Reference Currency and multiplied by the Multiplier, by which the Reference Price of the Underlying determined on the Valuation Date is higher than (Call Warrants) or lower than (Put Warrants) the respective Strike.
- (3) The following definitions shall apply in these Terms and Conditions:

"Additional Securities Euroclear System, Brussels; Clearstream Banking S.A.,

Depositaries": Luxembourg

"Auxiliary Location": London, United Kingdom

"Banking Day": Every day on which the commercial banks in Paris and

Frankfurt am Main are open for business, including trade in foreign currencies and the receipt of foreign currency deposits (except for Saturdays and Sundays), the

TARGET2-System is open and the Central Securities

Depositary settles payments. "TARGET2-System" shall mean the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) payment system or any successor system.

"Central Securities Depositary":

Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

France

"Clearing Territory of the

France

Central Securities Depositary":

"Currency Conversion Date": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Exchange Rate Reference

not applicable

Agent":

"Exercise Date":

I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

Valuation Date

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

The Banking Day at the respective place of the Exercise Agent pursuant to No. 3 (1), on which the exercise prerequisites pursuant to No. 3 (1) are met for the first time at 10:00 a.m. (local time at the place of the

respective Exercise Agent).

"Form of the Warrants": The Warrants will be issued in dematerialized bearer form

(au porteur) and inscribed in the books of the Central Securities Depositary which shall credit the accounts of the Account Holders. No physical document of title (including certificats représentatifs pursuant to Article R.211-7 of the French Monetary and Financial Code (Code monétaire et financier)) will be issued in respect of

the Warrants.

"Issue Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Issuer's Website": www.citifirst.com

"Maturity Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Minimum Exercise Volume": 100 Warrant(s) per ISIN or an integral multiple thereof

"Minimum Trading Volume": 1 Warrant(s) per ISIN or an integral multiple thereof

"Modified Exercise Date + 1": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

not applicable

"Modified Exercise Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

The first Exercise Date which is a Banking Day at the Auxiliary Location and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant Adjustment Exchange as specified in Table 2 of the Annex to the Issue Specific Conditions.

"Modified Valuation Date + 1": not applicable

"Modified Valuation Date": not applicable

"Multiplier": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Number": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Payment Date upon Exercise": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

At the latest the fifth common Banking Day following the Exercise Date at the registered office of the Issuer and the place of the Central Securities Depositary.

"**Reference Currency**": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"**Reference Price**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Reference Rate for Currency

Conversion":

not applicable

"Rollover Date": not applicable

"Settlement Currency": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Strike": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type of Exercise": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Underlying": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Valuation Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

As specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation

Date.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

In case of an exercise during the Exercise Period, the Valuation Date as specified in Table 2 of the Annex to the Issue Specific Conditions; in case of an Automatic Exercise, the Valuation Date as specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation Date.

No. 3 Exercise of the Option Rights

I. Applicable in the case of Warrants with a European Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

- (1) The Option Right may be exercised by the Warrant Holder only with effect as of the Valuation Date for the respective Warrant. If the Cash Amount results in a positive value, the Option Right attaching to the respective Warrant shall be deemed to be exercised on the Valuation Date without further preconditions and without the submission of an explicit Exercise Notice (referred to in the following as "Automatic Exercise").
- (2) The Issuer will transfer any positive Cash Amount to the Central Securities Depositary on the Maturity Date for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid.
- (3) The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer. In the event that the onward transfer of the Cash Amount or of the fair market value is not possible within three months after the Maturity Date ("Presentation Period"), the Issuer shall be entitled to deposit the relevant amounts with the Frankfurt am Main Local Court for the Warrant Holders at their risk and expense with a waiver of its right to reclaim those amounts. Upon the deposit of the relevant amounts with the Court, the claims of the Warrant Holders against the Issuer shall expire.
- (4) All taxes or other levies that may be incurred in connection with the payment of the Cash Amount or of the fair market value shall be borne by the Warrant Holders.
- (5) If the Valuation Date falls between the date on which the Issuer determines that there are grounds for making an Adjustment in accordance with No. 6 of the Issue Specific Conditions and the date on which the Issuer has given notice of the Adjustments (referred to in the following as the "Adjustment Period"), the Valuation Date shall be the first Banking Day common to the head office of the Issuer and to the location of the Central Securities Depositary following the date on which the Issuer has given notice of the Adjustments for the Valuation Date. The calculation of the Cash Amount in accordance with No. 2 of the Issue Specific Conditions shall be based on the relevant Reference Price of the Underlying on the Valuation Date together with the Adjustments made by the Issuer.
- (6) The Cash Amount and the fair market value shall be paid in the Settlement Currency without a requirement for the Issuer to give notice of any kind.
- (7) A declaration shall be deemed to have been made automatically that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell

or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell, resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the respective series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

(1) For the exercise of the Warrants to be effective, the holder of the respective Warrant must comply with the preconditions set out below with respect to the relevant Exercise Agent within the Exercise Period for the respective Warrant. The Exercise Period for the Warrants shall begin in each case on the third Banking Day after the Issue Date and shall end in each case at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the Valuation Date or, if the Reference Price of the Underlying is usually determined before 11.00 a.m. (local time at the location of the relevant Exercise Agent), the Exercise Period ends at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the last Trading Day preceding the last Valuation Date. The provisions of paragraphs (2) to (4) of this No. 3 II shall also apply.

If the Option Rights are exercised via the Exercise Agent in **France**, the Warrant Holder must submit to Citibank International plc., France (the "**Exercise Agent**") at the following address:

Citibank International plc. - Service Titres, 1-5 Rue Paul Cezanne, 75008 Paris, France a properly completed "Paris" Exercise Notice for the respective ISIN (International Securities Identification Number) using the form available from the Issuer (referred to in the following as "Exercise Notice") and must have transferred the Warrants which it is intended to exercise

- to the Issuer crediting its account No. 186 at Euroclear France, account nature 51 or its account No. 67098 at Clearstream Luxembourg.

The Exercise Notice must specify:

- the ISIN (International Securities Identification Number) of the Warrant series and the number of Warrants intended to be exercised and
- the account of the Warrant Holder with a bank in France into which the Cash Amount is to be paid. If the Exercise Notice does not specify an account or specifies an account outside France, a check for the Cash Amount will be sent to the Warrant Holder at his risk by normal post to the address given in the Exercise Notice within five (5) Banking Days in Frankfurt am Main and Paris following the Valuation Date.
- Confirmation must also be given that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell,

resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

- (2) The Exercise Notice shall become effective on the Exercise Date according to No. 2 (3) of the Issue Specific Conditions. The Exercise Notice may not be revoked, including during the period prior to the date on which it becomes effective. All of the preconditions set out in No. 3 (1) of the Issue Specific Conditions must be satisfied within five (5) Banking Days of the occurrence of the first precondition. In any other circumstances, the Issuer shall have the right to return any payments already made to the Warrant Holder without interest at his risk and expense; in this event the Exercise Notice shall not become effective.
- (3) Option Rights that have not been exercised effectively in accordance with paragraphs (1) and (2) shall be deemed, subject to early termination by means of extraordinary Termination pursuant to No. 2 of the General Conditions, to be exercised on the final day of the Exercise Period without further preconditions, if the Cash Amount is positive ("Automatic Exercise"). In the event of Automatic Exercise, the confirmation referred to in the last subparagraph of paragraph (1) shall be deemed to have been given automatically. In any other circumstances, all rights arising from the Warrants that have not been exercised effectively by then shall expire on that day and the Warrants shall become invalid.
- (4) All taxes or other levies that may be incurred in connection with the exercise of the Warrants shall be borne by the Warrant Holder. The exercise or settlement amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.
- (5) The Issuer will transfer any Cash Amount to the Central Securities Depositary on the Payment Date upon Exercise for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid. The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer.

No. 4 (not applicable)

Part B. Underlying Specific Conditions

No. 5 Underlying

- (1) The "**Underlying**" shall be the share or security representing shares specified as the Underlying in Table 2 of the Annex to the Issue Specific Conditions of the Company specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Company**").
- (2) The "Reference Price" of the Underlying shall correspond to the price specified as the Reference Price of the Underlying in Table 1 of the Annex to the Issue Specific Conditions,

as calculated and published on Trading Days on the Relevant Exchange specified in Table 2 of the Annex to the Issue Specific Conditions (the "Relevant Exchange"). "Trading Days" shall be days on which the Underlying is normally traded on the Relevant Exchange. "Trading Hours" shall be hours during which the Underlying is normally traded on the Relevant Exchange on Trading Days.

No. 6 Adjustments

(1) If an Adjustment Event pursuant to paragraph (2) of this No. 6 occurs, the Issuer shall determine whether the relevant Adjustment Event has a diluting, concentrative or other effect on the computed value of the Underlying and, if such is the case, shall if necessary make a corresponding Adjustment to the affected features of the Warrants, which in its reasonable discretion is appropriate in order to take account of the diluting, concentrative or other effect and to leave the Warrant Holders as far as possible in the same position in financial terms as they were in before the Adjustment Event took effect. The Adjustments may relate, inter alia, to the Strike, the Multiplier and other relevant features, as well as to the replacement of the Underlying by a basket of shares or other assets or, in the event of a merger, by an adjusted number of shares of the absorbing or newly formed company and, where relevant, the specification of a different exchange as the Relevant Exchange and/or a different currency as the Reference Currency. The Issuer may (but is not obliged to) base the determination of this appropriate Adjustment on the adjustment made in response to the relevant Adjustment Event by a futures exchange, on which options or futures contracts on the Underlying are traded at the time of the Adjustment Event, in respect of options or futures contracts on the relevant share traded on that futures exchange.

(2) An "Adjustment Event" shall be:

- (a) the subdivision (stock split), combination (reverse stock split) or reclassification of the respective shares or the distribution of dividends in the form of bonus shares or stock dividends or a comparable issue;
- (b) the increase in the capital of the Company by means of the issue of new shares in return for capital contributions, with the grant of a direct or indirect subscription right to its shareholders (capital increase for capital contributions);
- (c) the increase of the capital of the Company from its own financial resources (capital increase from corporate funds);
- (d) the grant by the Company to its shareholders of the right to subscribe for bonds or other securities with option or conversion rights (issue of securities with option or conversion rights);
- (e) the distribution of an extraordinary dividend;
- (f) the spin-off of a division of the Company in such a way that a new, independent company is formed or the division is absorbed by a third company, with the grant to the

- shareholders of the Company of shares in either the new company or the absorbing company for no consideration;
- (g) the permanent delisting of the Underlying on the Relevant Exchange as a result of a merger by absorption or new company formation or for another reason;
- (h) other comparable events that could have a diluting, concentrative or other effect on the calculated value of the Underlying.
- (3) The rules described in the preceding paragraphs shall apply analogously to securities representing shares as the Underlying (such as ADRs, ADSs or GDRs).
- (4) Changes in the method of calculating the Reference Price or other prices for the Underlying that are relevant in accordance with these Terms and Conditions, including a change in the Trading Days or Trading Hours relevant for the Underlying, shall entitle the Issuer to adjust the Option Right accordingly in its reasonable discretion. The Issuer shall determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change.
- (5) In the event that the Underlying is permanently delisted on the Relevant Exchange but continues to be listed on another exchange or another market which the Issuer in its reasonable discretion considers to be suitable (the "New Relevant Exchange"), then, subject to extraordinary Termination of the Warrants by the Issuer pursuant to No. 2 of the General Conditions, the Cash Amount shall be calculated on the basis of the corresponding prices for the Underlying calculated and published on the New Relevant Exchange. In addition, all references in these Terms and Conditions to the Relevant Exchange shall then be deemed, insofar as the context allows, to be references to the New Relevant Exchange.
- (6) In the event that a voluntary or compulsory liquidation, bankruptcy, insolvency, winding up, dissolution or comparable procedure affecting the Company is initiated, or in the event of a process as a result of which all of the shares in the Company or all or substantially all of the assets of the Company are nationalized or expropriated or required to be transferred in some other way to government bodies, authorities or institutions, or if following the occurrence of an event of another kind the Issuer reaches the conclusion that it is not possible to make an Adjustment that would reflect the changes that have occurred appropriately from a financial point of view, then the Issuer will terminate the Warrants pursuant to No. 2 of the General Conditions.
- (7) The Issuer shall give notice of the Adjustments and the date on which the Adjustments become effective in accordance with No. 4 of the General Conditions.

No. 7 Market Disruption Events

(1) If a Market Disruption Event in accordance with paragraph (2) of this No. 7 exists on the Valuation Date, then the Valuation Date shall be postponed to the next following day which fulfills the criteria for a Valuation Date in accordance with No. 2 of the Issue Specific Conditions and on which a Market Disruption Event no longer exists. The Issuer shall endeavor to give notice to the Warrant Holders without delay in accordance with No. 4 of the

General Conditions that a Market Disruption Event has occurred. However, there shall be no obligation to give notice. If, as a result of the provisions of this paragraph, the Valuation Date has been postponed for five (5) consecutive days that fulfill the criteria for a Valuation Date in accordance with No. 2 (3) of the Issue Specific Conditions and if the Market Disruption Event continues to exist on that day as well, then that day shall be deemed to be the Valuation Date and the Issuer shall determine the Cash Amount in its reasonable discretion taking account of the market conditions prevailing on any such deemed Valuation Date.

(2) "Market Disruption Event" shall mean

- (i) the suspension or restriction of trading in the Underlying on the Relevant Exchange, or
- (ii) the suspension or restriction of trading (including the lending market) in a futures or options contract based on the Underlying on a Futures Exchange on which futures or options contracts based on the Underlying are traded (the "Futures Exchange");

if that suspension or restriction occurs or exists in the last half-hour before the calculation of the closing price of the Underlying that would normally take place and is material as determined by the Issuer in its reasonable discretion. A change in the Trading Days or Trading Hours on or during which the Underlying is traded does not constitute a Market Disruption Event, provided that the change takes place as the result of a previously announced change in the trading regulations by the Relevant Exchange.

ANNEX TO THE ISSUE SPECIFIC CONDITIONS

Table 1 – supplementary to Part A. Product Specific Conditions

Issue Date: 22/01/2014

Initial value date in France: 27/01/2014

ISIN / Local Trading Code	Underlying	Туре	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike	Multiplier	Valuation Date / Maturity Date	Type of Exercise	Number	Reference Price of the Underlying ("Reference Price")
DE000CF6Z659 / 5124C	ArcelorMittal	CALL	No	EUR 0.15	Euro (EUR)	EUR 15.00	0.2	19/06/2014 / 26/06/2014	European	3,000,000	Closing price

Table 2 – supplementary to Part B. Underlying Specific Conditions

Underlying (Company) / Share type	ISIN or Reuters	Relevant Stock Exchange /	Valuation Date /	Currency in which the
	Code of the	Relevant Adjustment Exchange for the	Currency Conversion Date	Reference Price is expressed
	Underlying	Underlying ("Adjustment Exchange")	-	("Reference Currency")
ArcelorMittal S.A. / Common Shares	LU0323134006	Euronext Amsterdam / EUREX Frankfurt	See Table 1 / not applicable	Euro (EUR)

The following specific meanings shall apply in this context:

Deutsche Börse AG, Frankfurt, Germany (XETRA®)

EUREX : EUREX, Frankfurt, Germany

STOXX Limited, Zurich : STOXX Limited, Zurich, Switzerland

Dow Jones & Company, Inc., New York, U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

Nikkei Inc. : Nikkei Inc., Tokyo, Japan

Standard & Poor's Corp., New York, N.Y., U.S.A.

AEX Options and Futures Exchange : AEX Options and Futures Exchange, Amsterdam, The Netherlands

Bolsa de Derivados Portugal : Bolsa de Derivados Portugal, Lisbon, Portugal

EUREX : EUREX, Zurich, Switzerland

Euronext Amsterdam/ Euronext Lisbon/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Euronext Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Discrete Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Paris S.A., Paris, France

Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.) : Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.), Helsinki, Finland

Helsinki Derivatives Exchange (HEX Ltd.) : Helsinki Derivatives Exchange (HEX Ltd.), Helsinki, Finland

HSIL : Hang Seng Indexes Company Limited ("HSIL"), Hong Kong, China

Madrid stock exchange : Bolsa de Madrid, Madrid, Spain

MEFF
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
New York Stock Exchange, New York, NY, USA
OCC
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signatu

OSE : Osaka Securities Exchange, Osaka, Japan TSE : Tokyo Stock Exchange, Tokyo, Japan SIX Swiss Exchange, Swiss Exchange : SIX Swiss Exchange, Switzerland

RISK FACTORS

Investors should read carefully the risk factors set out under "I. Risk factors of Warrants" in the Securities Note and under 1. in the Registration Form.

In particular, the following optional risk factors that relate only to certain types of Warrants are applicable to these Warrants (please refer to "I. Risk factors of Warrants" in the Securities Note):

- Risk relating to the loss of time value of Warrants depending on the remaining term
- Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs

ADDITIONAL INFORMATION

Name and address of the paying agents and the calculation agent

Paying Agent(s):

Citigroup Global Markets Ltd., 1-5 Rue Paul Cézanne, 75008 Paris, France

Calculation Agent:

Citigroup Global Markets Deutschland AG, Frankfurter Welle, Reuterweg 16, D-60323 Frankfurt am Main, Federal Republic of Germany

Conflicts of interest

With respect to interests of natural and legal persons involved in the issue and resulting potential conflicts of interest, please refer to "4. Risk of conflicts of interest" under "I. Risk factors of Warrants" in the Securities Note.

Offer method

The Warrants are being offered over-the-counter on a continuous basis in one series.

The offer of the Warrants begins in France on 22/01/2014.

Stock exchange listing

The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.

Consent to the use of the Prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*, "WpPG").

Issue price, price calculation and costs and taxes on purchase

The initial issue price is specified in Table 1 of the annex to the Issue Specific Conditions.

Both the initial issue price and the bid and offered prices quoted by the Issuer during the term of the Warrants are calculated using theoretical pricing models. In this context, the bid and offered prices for the Warrants are determined on the basis, among other things, of the mathematical value of the Warrants, the costs of hedging and accepting risk and the expected return. Please see also the information provided under "Risk relating to the calculation of the warrant prices" and "4. Risk of conflicts of interest", both in Section "I. Risk factors of Warrants".

No costs or taxes of any kind for the warrant holders will be deducted by the Issuer whether the Warrants are purchased off-market (in countries where this is permitted by law) or via a stock exchange. Such costs or taxes should be distinguished from the fees and costs charged to the purchaser of the Warrants by his bank for executing the securities order, which are generally

shown separately on the statement for the purchase transaction in addition to the price of the Warrants. The latter costs depend solely on the particular terms of business of the warrant purchaser's bank. In the case of a purchase via a stock exchange, additional fees and expenses are also incurred. Furthermore, warrant holders are generally charged an individual fee in each case by their bank for managing the securities account. Notwithstanding the foregoing, profits arising from the Warrants or capital represented by the Warrants may be subject to taxation.

Information on the underlying

Website: www.arcelormittal.com

Disclaimers in relation to Share Prices used as Underlyings

Insofar as share prices are the underlying of Warrants issued by the issuer and described in this Final Terms document, the respective public limited company that has issued the relevant shares, to whose reference price the Warrants relate (the "Issuer of the Underlying"), does not express any recommendation for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main. The Issuer of the underlying neither directly nor indirectly assumes any liability for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main.

The Warrants are the sole obligation of Citigroup Global Markets Deutschland AG and do not involve liability on the part of the Issuer of the underlying. This is not an offer of shares. The Issuer of the underlying has not been and does not want to be involved, neither directly nor indirectly, in deciding the timing of the issue, or the preparation of this document, or the constitution of the option rights under these securities. Furthermore, the Warrant Holder will not have any right through the Warrant to any information, votes or dividends in the Issuer of the underlying.

Publication of additional information

The Issuer does not intend to provide any additional information about the underlying.

The Issuer will publish additional notices described in detail in the terms and conditions. Examples of such notices are adjustments of the features of the Warrants as a result of adjustments relating to the underlying which may, for example, affect the conditions for calculating the cash amount or a replacement of the underlying. A further example is the early redemption of the Warrants if an adjustment cannot be made.

Notices under these terms and conditions are generally published on the Issuer's website. If and to the extent that mandatory provisions of the applicable laws or exchange regulations require notices to be published elsewhere, they will also be published, where necessary, in the place prescribed in each case.

Selling restrictions

Information on selling restrictions can be found under "VI. Selling restrictions" in the Securities Note.

ANNEX – ISSUE SPECIFIC SUMMARY

Section A – Introduction and warnings

This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the A.1 "Issuer") and of the Warrants issued under the Tripartite Base Prospectus. The Summary is intended as an introduction to the Tripartite Base Prospectus, which comprises this Summary, the Registration Form of Citigroup Global Markets Deutschland AG dated 03 May 2013 including any supplements and the Securities Note of Citigroup Global Markets Deutschland AG dated 13 May 2013. Investors should therefore ensure that any decision to invest in the Warrants is based on a review of the entire Prospectus, including any supplements and the Final Terms. Where claims relating to the information contained in a base prospectus, any supplements, and the respective Final Terms are brought before a court, the investor acting as plaintiff may, as a result of the laws of individual member states of the European Economic Area, have to bear the costs of translating the base prospectus, any supplements, and the Final Terms into the language of the court prior to the commencement of legal proceedings. The Issuer can be held liable for the content of this Summary, including any translation prepared, but only in the event that the Summary is misleading, inaccurate or inconsistent when read in conjunction with the other parts of the Prospectus, or, when read in conjunction with the other parts of the Tripartite Base Prospectus, does not convey all of the key information required.

A.2 Consent to use the prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent) for offers in France (the "Offer State"). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (Wertpapierprospektgesetz, "WpPG").

In the event of an offer by a financial intermediary, the terms and conditions of the offer must be provided to investors at the time of the offer by the financial intermediary.

Sectio	Section B – Issuer and any guarantors		
B.1	The legal and commercial name of the issuer.	The legal and commercial name of the Issuer is Citigroup Global Markets Deutschland AG.	
B.2	The domicile and legal form of the issuer, the legislation under which the issuer operates and its country of incorporation.	Prankfurt am Main; the address of Citigroup Global Markets Deutschland AG is Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, Federal Republic of Germany (telephone +49 (0)69-1366-0). Legal form and jurisdiction The Issuer is a stock corporation (Aktiengesellschaft, "AG") under German law. Place of registration The Issuer is entered in the commercial register of the Frankfurt am Main Local Court under the number HRB 88301.	

	T.	
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Bank expects world economic growth in 2013 to increase slightly from 2.5 per cent to 2.6 per cent. In 2014 growth should increase to 3.2 per cent. The slowdown in worldwide economic growth was principally due to the slowdown of growth in the industrialized countries. The Bank expects moderate growth of 1.0 per cent for industrialized countries in 2013 and a modest increase to 1.6 per cent in 2014.
		Overall the Bank expects continued significant variations between different regions in the world.
		The Bank expects a mild recession in the Eurozone (the Bank's growth forecasts are for -0.6 per cent and -0.4 per cent for 2013 and 2014). This is seen to be due to the continuing sovereign debt crisis and the high level of private sector indebtedness in the peripheral European countries. The ECB is expected to continue to act to stabilise markets and to reduce interest rates in the second quarter of 2013 depending on further economic growth in the Eurozone, which could be followed by a forecast final interest rate reduction in the second half of the year. The Bank considers it likely that Southern Europe and Ireland will only gradually reach a common sustainable fiscal path. If the core countries in future are no longer prepared to increase their support for the peripheral states, this could lead to a raft of debt restructurings (with likely longer maturities and interest rate reductions), but probably not before 2015.
		In the Warrants and Certificates Division, the competition is expected to remain intense among leading issuers. Further regulatory challenges are expected, which have to be integrated into the business in a timely manner.
		Given the forecasts made by the individual business divisions and a restrictive cost management approach, the Bank is expecting continued overall profits in fiscal years 2013 and 2014.
B.5	If the issuer is part of a group, a description of the group and the issuer's position	The Issuer is a member of the German subgroup of Citigroup. As a public limited company, it is managed by the executive board. The Issuer is wholly-owned by the German holding company, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, a limited partnership with registered offices in Frankfurt/Main.
	within the group.	Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is also a silent partner of the Issuer, having a silent equity interest ("Stille Einlage") totalling EUR 122,710,051.49 as of 30 November 2012. The general partner of Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is Citigroup Global Markets Finance LLC (USA). The sole limited partner is Citi Overseas Investment Bahamas Inc.
		All shares of Citigroup Global Markets Finance LLC are held by Citi Overseas Investment Bahamas Inc., the sole shareholder of which is Citibank Overseas Investment Corporation (USA). This company is in turn 100 per cent owned by Citibank, N.A. (USA). Citibank, N.A. (USA) is a 100 per cent owned subsidiary of Citicorp (USA), which in turn is a 100 per cent owned subsidiary of Citigroup, Inc. (USA).
B.9	Where a profit	Not applicable; the Issuer has decided not to make any profit forecasts or profit

	forecast or estimate is made, state the figure.	estimates in the Base Prosp	ectus.		
B.10	A description of the nature of any qualifications in the audit report on the historical financial information.	The annual financial state December 2011 to 30 Nov 2011 were audited by the unqualified auditor's opinion	vember 2012 and ne Issuer's statute	1 December 201	0 to 30 November
B.12	Selected historical key financial information regarding the issuer, presented for each financial year of the period	Key Annual Financial Deutschland AG The table below provides a which have been taken fro prior fiscal year (fiscal year business development of Ci	m the audited fin ar 2011) and fisca	ertain noteworthy ancial statements I year 2012 and	2012 between the thereby reveals the
	covered by the historical financial information and any		30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro	
	subsequent interim	Balance sheet total	9,543	8,690	
	financial period accompanied by	Business volume	11,162	10,163	
	comparative data	Equity capital	590	588	
	from the same	Loan portfolio	5,365	5,196	
	period in the prior financial year,	Number of employees	348	361	
	except that the	- Company of			I
	requirement for comparative balance sheet information is satisfied by		01.12.2011 - 30.11.2012 in million Euro	prior fiscal year (01.12.2012 - 30.11.2011) in million Euro	
	presenting the year- end balance sheet	Interest income from operations	11	29	
	information. A statement that there	Commissions from brokerage business	111	96	
	has been no material adverse change in the	Commissions from securities business	18	17	
	prospects of the issuer since the date	Net income from financial trading operations	25	60	
	of its last published audited financial	General administrative expenses	161	137	
	statements or a description of any material adverse change.	As of the balance sheet da following components:	ate, the balance s	sheet equity cap	ital consists of the
	A description of				

significant changes in the financial or trading position of the issuer subsequent to the period covered by the historical financial information.

	30.11.2012 in million Euro (audited)	prior fiscal year (30.11.2011) in million Euro (audited)
Subscribed capital		
Share capital	210.6	210.6
Silent partner capital	122.7	122.7
Capital reserves	195.8	193.8
Legal reserves	33.0	33.0
Other earnings reserves	27.9	27.9

In addition, as part of incorporating the new rules under the BilMoG pursuant to § 340g of the German Commercial Code (HGB), a new separate item was created ("Fund for general banking risks") in the amount of EUR 9.4m (EUR 6.6m in the previous year).

The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows:

	30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro
Equity capital on balance sheet	590.0	588.0
Less intangible assets	0	-1.2
Core capital	599.3	594.3
Supplementary capital	0.0	0.0
Equity capital	599.3	594.3
Capital ratios		
Tier one capital in %	33.6	29.3
Total capital ratio in %	33.6	29.3

Despite the debt crisis in the Eurozone and the concomitant volatility on the international financial markets, Citigroup Global Markets Deutschland AG was once again able to earn a profit in the recently completed fiscal year.

Key Semi-Annual Financial Information of Citigroup Global Markets Deutschland AG

The table below provides a comparison of certain noteworthy financial statistics for the first half of the financial year 2013 which have been taken from the unaudited interim financial statements 2013 between the prior fiscal year and/or the previous year's figures and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

	31.05.2013	30.11.2012	
	in million Euro	in million Euro	

Balance sheet total	11,147	9,543
Business volume	12,628	11,162
Equity capital	590	590
Loan portfolio	5,179	5,365
Number of employees on the balance sheet date	263	334

	01.12.2012 - 31.05.2013 in million Euro	01.12.2011 - 31.05.2012 in million Euro
Interest income from operations	3	7
Commissions from brokerage business	20	33
Commissions from securities business	8	9
Net income from financial trading operations	29	16
General administrative expenses	72	70

Statements as regards trend information and financial or trading position

The Issuer declares that since the date of the last audited annual financial statements on 30 November 2012 no material adverse change in the prospects of the Issuer has occurred.

Furthermore, the Issuer declares that since the date of the last interim financial statements on 31 May 2013 no significant change has occurred in the financial or trading position of the Issuer.

B.13 A description of any recent events particular to the issuer which are to a material extent relevant to the evaluation of the issuer's solvency.

Significant events that may have a material impact on the assessment of the Issuer's solvency can not be determined at the moment. However, Citigroup Global Markets Deutschland AG is currently subject to an extra-ordinary audit on withholding taxes by the Frankfurt-Hoechst tax authority for the years 2007-2008. In this context the tax authority has expressed its view that Citigroup Global Markets Deutschland AG may not have deducted and paid withholding taxes from dividends received in connection with so called cum-ex transactions for shares held by it in custody for its clients as required. Based on these findings the tax authority is currently of the view that Citigroup Global Markets Deutschland AG is liable for non deducted withholding taxes in the amount of more than Euro 706 million for the years 2007 and 2008. In case the tax authority's view should succeed further tax liability for the years 2009 to 2011 may arise which can not be estimated at the moment.

The main starting point for the liability claim of the tax authorities is the question if Citigroup Global Markets Deutschland AG is to be qualified as a German bank

		executing the trade (<i>die den Verkaufsauftrag ausführende Stelle</i>) in the respective years. Furthermore, the method applied to identify the amount of the liability claim is debatable as well as the question if Citigroup Global Markets Deutschland AG can be held liable as principal debtor. Citigroup Global Markets Deutschland AG has obtained legal advice from a reputable tax consultant office as well as from a reputable accounting firm. Based thereon, the management of Citigroup Global Markets Deutschland AG is of the view that the likelihood to win any legal proceedings in this matter exceeds 50 per. cent. On this basis, Citigroup Global Markets Deutschland AG's management has decided to put up a reserve only for expected legal advice and litigation expenses, if any, and has decided that 2 million Euro is an adequate figure in this respect. Furthermore, it should be noted that Citigroup is currently evaluating measures to
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	optimize its organizational structure. Citigroup Global Markets Finance Corporation as the German holding company owns 100% of the shares of the Issuer. Pursuant to § 17 (2) of the German Stock Corporation Act (<i>Aktiengesetz</i> , "AktG"), it is assumed that a company in which a majority of the shares is held by another company is dependent upon that other company.
B.15	A description of the issuer's principal activities.	The Issuer is engaged in the business of corporate and investment banking and offers companies, governments and institutional investors comprehensive financial solutions in the areas of investment banking, fixed income, foreign exchange, equities and derivatives, and global transaction services; in addition it is a leading issuer of warrants and certificates whose end investors are predominantly retail clients. Since the end of 2012 the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.
B.16	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control.	In addition to the inclusion of the Issuer in the Citigroup Inc. group of companies referred to above, the Issuer is also party to a control and profit and loss transfer agreement with its immediate parent company. Under the terms of the agreement, the Issuer has placed the management of its business under the control of its immediate parent company. Accordingly, the immediate holding company has the right to give instructions to the Issuer. The agreement also requires the Issuer to transfer its entire profit to its immediate parent company. In return, the immediate parent company is required to make up any annual loss of the Issuer arising during the period of the agreement, as provided in detail by § 302 (1) and (3) AktG.

Section C – Securities		
C.1	•	Type/form of the Warrants
	type and the class of the securities being offered	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with

	and/or admitted to trading, including any security identification number.	options. One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. The leverage effect of the Warrant operates in both directions – not only to the investor's advantage in the event of the favorable performance of the factors determining the value, but also to the investor's disadvantage in the event of their unfavorable performance. The payment due under a Warrant on exercise or early termination depends on the value of the underlying at the relevant time.
		The Warrants will be issued in dematerialized bearer form (<i>au porteur</i>) and inscribed in the books of the central securities depositary which shall credit the accounts of the account holders. No physical document of title (including <i>certificats représentatifs</i> pursuant to Article R.211-7 of the French Monetary and Financial Code (<i>Code monétaire et financier</i>)) will be issued in respect of the Warrants.
		Security identification number
		ISIN: DE000CF6Z659
		Local Code: 5124C
C.2	Currency of the securities issue.	Euro
C.5	A description of any restrictions on the free transferability of the securities.	Each Warrant is transferable in accordance with the laws applying in each case and, where relevant, the respective applicable regulations and procedures of the securities depositary in whose records the transfer is registered.
C.8	A description of the	Applicable law for the securities
	rights attached to the securities including ranking and including limitations to those	The Warrants are subject to German law. The constituting of the Warrants may be governed by the laws of the jurisdiction of the central securities depository.
	rights.	Rights attached to the Warrants
		Each Warrant grants the holder the right to the cash amount as described in more detail under C.15.
		Status of the Warrants
		The Warrants create direct, unsecured and unsubordinated obligations of the Issuer that rank <i>pari passu</i> in relation to one another and in relation to all other current and future unsecured and unsubordinated obligations of the Issuer, with the exception of obligations that have priority due to mandatory statutory provisions.
		Limitations to the rights
		The Issuer has the right to terminate the Warrants and to amend the terms and conditions pursuant to the provisions specified in the terms and conditions of the Warrants.

C.11	An indication as to whether the securities offered are or will be the object of an application for admission to trading, with a view to their distribution in a regulated market or other equivalent markets with an indication of the markets in question.	The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.
C.15	A description of how	Description of Call Warrants with European type of exercise
	the value of the investment is affected by the value of the	Call Warrants enable investors to participate on a disproportionate (leveraged) basis in the positive performance of the underlying.
	underlying instrument(s), unless the securities have a denomination of at least EUR 100,000.	In return, however, they also participate on a leveraged basis in any negative performance of the underlying and in addition bear the risk that the Call Warrant may expire worthless if the reference price of the underlying reaches or falls below the strike.
		On the maturity date, the cash amount received by the investors is the difference, multiplied by the multiplier, by which the reference price of the underlying determined on the valuation date is higher than the respective strike. If the reference price is equal to or lower than the strike, the Call Warrant expires worthless.
C.16	The expiration or	Maturity date: 26/06/2014
	maturity date of the derivative securities –	Exercise date: 19/06/2014
	the exercise date or final reference date.	Valuation date: 19/06/2014
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants with automatic exercise, i.e. a European type of exercise, the Issuer will transfer any positive cash amount to the central securities depositary on the maturity date for the credit of the warrant holders registered with the central securities depositary at the close of business on the preceding banking day at the head office of the central securities depositary.
		The central securities depositary has given an undertaking to the Issuer to make a corresponding onward transfer.
C.18	A description of how the return on derivative securities takes place.	In the case of Warrants with a European type of exercise, the option right may be exercised by the warrant holder only with effect as of the valuation date for the respective Warrant. If the cash amount results in a positive value, the option right attaching to the respective Warrant is deemed to be exercised on the valuation date without further preconditions and without the submission of an explicit exercise notice ("Automatic Exercise").

C.19	The exercise price or the final reference price of the underlying.	Reference price on the valuation date: Closing price	
C.20	A description of the type of the underlying and where the information on the underlying can be found.	Type: share or security representing shares WKN: A0M6U2 ISIN: LU0323134006 Company: ArcelorMittal S.A. Relevant stock exchange: Euronext Amsterdam Reuters page: ISPA.AS Website: www.arcelormittal.com	
Section	D – Risks		
D.2	Key information on the key risks that are specific to the issuer.	Risk of the cessation or limitation of price-setting by the Issuer If the Issuer were to limit or completely abandon its voluntary intention to set bid and offered prices, there would be a danger, if prices for Warrants were not set by any other party that investors would have to wait for the final maturity of the Warrants or, where early exercise is possible, exercise the option right.	
		Liquidity risk despite control and profit and loss transfer agreement The Issuer would also be unable to meet its obligations arising from the securities despite the control and profit and loss transfer agreement if, in the event that the Issuer generated a net loss, while the immediate parent company would in principle be required to assume that loss, it was unable or unwilling to comply with this contractual obligation as a result of its own liquidity difficulties or overindebtedness.	
		Brokerage of transactions for other Group companies and allocation of work within Citigroup	
		The great majority of the Issuer's commission income consists of transfer pricing income from brokerage transactions with affiliated companies. The Issuer's costs arising from the exchange of services with individual Group companies are reimbursed on the basis of existing agreements using transfer prices. For this purpose, income and expenses, in particular commission income for transactions assisted by the bank in an advisory capacity in the context of its sales activities, are determined and allocated to the relevant areas providing the services. The transactions relate to equity trading, bond issues and corporate finance as well as to the sale of structured products, corporate derivatives and currency management products, and also global relationship banking. This process is coordinated closely across all areas with Citigroup Global Markets Limited, London, in particular, and also with Citibank, N.A., London.	

If a decision were made within Citigroup to reallocate the relevant activities to other Group companies, the Issuer could lose a material source of income.

Risks in the lending business

The Issuer's loan portfolio consists mainly of loans to international customers in the industrial and financial services sectors with investment grade credit ratings. Loan defaults have been avoided in recent years thanks to this business policy. The loan portfolio is mainly concentrated on a manageable number of borrower units, as defined by German banking law. If significant individual borrowers in the Issuer's portfolio were unable to meet their obligations, therefore, a substantial increase in loan loss provisions would be conceivable in principle and loan defaults could occur.

Interest rate risk

Risk-Treasury assesses and controls the Issuer's interest rate risk. The Issuer's exposure to changes in interest rates maybe a mid to long-term risk in holdings in liquid securities if these were not originally covered by hedging transactions like interest rate swap agreements. The same applies to medium and long-term loans granted by the Issuer. A significant risk from interest rate changes could arise where interest rates are not monitored in a timely or sensitive manner, which may produce the concomitant danger that action to cover such interest rate exposure is not taken early enough.

Operating risk

The Issuer has transferred a number of areas that are significant for the proper management and control of its business activities and the risks associated with them to other companies within and outside Citigroup. In the event that the companies to which these areas have been transferred do not fulfill their contractual obligations or do not do so at the proper time, the ability of the Issuer to meet its own obligations arising from the securities it has issued on the due dates could also be adversely affected.

Tax risks

The tax decisions issued to the Issuer are regularly subject to subsequent review in the form of an external tax audit or to the resolution of individual issues by the relevant courts. This is normal practice and means that an additional tax demand can be issued by the tax authorities years after the original assessment as a result of a tax audit or a generally applicable decision by a tax court.

General business risks

Settlement risk

The risk that a business transaction is incorrectly processed or that a transaction is executed which is different from the intentions and expectations of the Issuer's management.

Information risk

The risk that information, which was generated, received, transmitted or stored within or outside the Issuer's place of business, can no longer be accessed. Furthermore, such information may be of poor quality, or have been wrongly handled or improperly obtained. The information risk also includes risks that are generated by systems and used for processing information.

Reputation risk

This represents the Issuer's risk that its relations with its customers could be harmed if its services are poor or transactions are incorrectly executed. This risk also includes the risk of entering into business relations with counterparties, whose business practices do not conform to the standards or business ethics of the Issuer.

Personnel risk

The Issuer has a high demand for qualified and specially trained professionals and managers. Personnel risk entails the risk of high staff turnover and the risk that the Issuer will be unable to retain a sufficient staff of qualified personnel, as well as the risk that the Issuer's employees may knowingly or negligently violate established regulations or the firm's business ethics standards.

• Legal and regulatory risks

The Issuer views legal risks as any and all risks resulting from binding contracts and governing legislation. Regulatory risks result from the legal environment in which the Issuer does business.

Risk of fraud

These are both internal and external risks of fraud such as bribery, insider trading and theft of data.

D.6

Key information on the key risks that are specific to the securities. This must include a risk warning effect that the investors may lose the value of their entire investment or part of it, as the case may be, and/or, if the investor's liability is not limited to value of investment, a statement of that fact, together with a description of the circumstances in which such additional liability

General risk factors of Warrants

Risk of total loss

Warrants represent particularly risky investment instruments. They entail a particularly high risk of losing the capital invested, up to and including a total loss, plus the transaction costs incurred and any borrowing costs.

Risk of default by the Issuer of the Warrants

In the event of the Issuer becoming insolvent, investors could suffer a loss up to and including a total loss. As bearer securities, Warrants do not fall within the scope of the deposit protection arrangements.

Risk arising from above-average fluctuations in the prices of Warrants (leverage effect)

One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. At the same time, Warrants also entail above-average arises and the likely financial effect.

risks of loss.

Risk of the absence or non-functioning of a secondary market in the Warrants or restricted availability of the Issuer's electronic trading system

Investors should not assume that they will be able to sell a Warrant at a particular time or at a particular price during its term. Investors should assume instead that pricing on the exchange can only take place within the spread of bid and offered prices quoted by the Issuer, if available, and that their buy or sell orders on the exchange will be executed with the Issuer as the direct or indirect counterparty.

Risk in connection with the cessation of secondary trading immediately prior to final maturity

The Issuer and/or the exchange cease trading in the Warrants shortly before their valuation date. However, the reference price of the underlying on the valuation date and/or the applicable exchange rate, both of which are important for the purpose of determining the cash amount of the Warrants, may still change between the last exchange trading day and the maturity date, which may be to the disadvantage of the investor. There is a particular risk that the price of the underlying may reach, fall below or exceed a barrier for the first time shortly before the reference price on the valuation date is determined and after trading in the secondary market has already finished.

Currency risk with respect to the intrinsic value of the Warrants

The performance of the investment is subject to a currency risk if the underlying on which the Warrants are based is expressed in a currency other than the currency in which the cash amount is paid out (settlement currency).

Risks relating to market disruption events

In the event of market disruption events with respect to the underlying, the Issuer has the right to postpone the valuation date for the reference price on exercise. This may result in an additional risk for investors if the underlying performs negatively during the time delay or, where applicable, if the exchange rate for converting the intrinsic value into the settlement currency moves in an unfavourable direction for the investor.

Product specific risk factors

Risk relating to the loss of time value of Warrants depending on the remaining term

The price of Warrants is calculated on the basis of two components of price (intrinsic value and time value). The intrinsic value of Warrants during their term is equal to the difference (if positive), multiplied by the multiplier, between the value of the underlying and the strike (Call Warrants). The amount of the time value, on the other hand, is essentially determined on the basis of the remaining term of the Warrant and the expected frequency

		and intensity of the fluctuations in the price of the underlying expected by the Issuer during the remaining term of the Warrant (implied volatility).
		Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs
		The other factors affecting the price of the Warrants include, <i>inter alia</i> , interest rates on the money market relating to the remaining term, expected income from the Issuer's hedging transactions in or related to the underlying and the level of the Issuer's refinancing costs for entering into those hedging transactions.
		Even if the price of the underlying rises in the case of a call option or falls in the case of a put option, therefore, the value of the Warrant may decline as a result of the other factors affecting value. Given the limited term of the Warrant, there is no guarantee that the price of the Warrant will recover in sufficient time. The shorter the remaining term, the greater the risk.
Section	E – Offer	
E.2b	Reasons for the offer and use of proceeds when different from making profit and/or hedging certain risks.	Not applicable; the reasons for the offer are making profit and/or hedging certain risks and the net proceeds from the issuance of Warrants presented in this base prospectus will be used by the Issuer for its general business purposes.
E.3	A description of the terms and conditions of	Offer method, offeror and issue date of the Warrants
	the offer.	The Warrants are being offered over-the-counter on a continuous basis
		The offer of the Warrants begins in France on 22/01/2014.
		The offeror of the Warrants is the Issuer.
		The issue date is: 22/01/2014
		Restrictions on the free transferability of the securities
		The Warrants may be offered or sold only if all applicable securities laws and regulations in force in the jurisdiction in which a purchase, offer, sale or delivery of Warrants is made or in which this document is circulated or kept for inspection have been complied with, and if all consents or authorizations required for the purchase, offer, sale or delivery of the Warrants in accordance with the legal norms in force in that jurisdiction have been obtained.
		In particular, the Warrants are not and will not be registered pursuant to the United States Securities Act of 1933 as amended. They may not be offered, sold, traded or delivered within the United States either directly or indirectly by or to or for the account of a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933), except in the case of exemption from the registration requirements of the

		Securities Act. Any person receiving the cash amount in accordance with these terms and conditions is deemed to have made a declaration that the person entitled to the rights arising from the Warrants is not a US person. Issue price and costs and taxes on purchase The initial issue price is EUR 0.15. The purchase of the Warrants incurs no costs or taxes that are specifically charged by the Issuer to the subscriber or purchaser.
E.4	A description of any interest that is material to the issue/offer including conflicting interests.	The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it generally act as the calculation agent for the Warrants. This activity can lead to conflicts of interest since the responsibilities of the calculation agent include making certain determinations and decisions which could have a negative effect on the price of the Warrants or the level of the cash amount.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may engage in trading transactions in the underlying, other instruments linked to it, or derivatives, stock exchange options or stock exchange forward contracts, or may issue other securities and derivatives based on the underlying. The companies may also be involved in the acquisition of new shares or other securities of the underlying or, in the case of stock indices, of individual companies included in the index, or act as financial advisors to the entities referred to or work with them in the commercial banking business. The companies are required to fulfill their obligations arising in this connection irrespective of the consequences resulting for the warrant holders and, where necessary, to take actions they consider necessary or appropriate in order to protect themselves or safeguard their interests arising from these business relationships. The activities referred to above could lead to conflicts of interest and have a negative effect on the price of the underlying or securities linked to it such as the Warrants.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may issue additional derivative securities based on the respective underlying or constituents of the underlying, including securities whose features are the same as or similar to those of the Warrants. The introduction of such products that compete with the Warrants may impact the price of the underlying or the constituents of the underlying and thus also the price of the Warrants. The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may receive non-public information relating to the underlying or the constituents of the underlying, but are under no obligation to pass on such information to the warrant holders. Furthermore, companies belonging to Citigroup, Inc. or affiliated to it may publish research reports relating to the underlying or constituents of the underlying. These types of activities may entail certain conflicts of interest and affect the price of the Warrants.
E.7	Estimated expenses charged to the investor	The estimated expenses for the Warrants, including the cost for admission to exchange trading, are included in the issue price or the selling price, as

by the	issuer or	the	the case may be. If the investor purchases the Warrants from a distributor,
offeror.			the purchase price to be paid by the investor may include selling fees that
			have to be disclosed by the distributor.

ANNEXE - RÉSUMÉ EN FRANÇAIS

Section A – Introduction et mises en garde

A.1 Le présent Résumé présente les caractéristiques et les risques principaux de Citigroup Global Markets Deutschland AG (« l'**Émetteur** ») et les Warrants émis au titre de Prospectus Tripartite de Base. Le Résumé a pour finalité de servir d'introduction au Prospectus Tripartite de Base, qui comporte ce Résumé, le Formulaire d'Enregistrement de Citigroup Global Markets Deutschland AG daté du 3 mai 2013 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG daté du 13 mai 2013. Les investisseurs devraient donc veiller à ne prendre aucune décision d'investir dans les Warrants avant d'avoir pris connaissance du Prospectus dans sa totalité, y compris de tous les suppléments et des Conditions Définitives. Dans le cas où un recours relatif aux informations contenues dans un prospectus de base, dans tous les suppléments ou dans les Conditions Définitives respectives serait intenté auprès d'un tribunal, l'investisseur agissant en tant que plaignant pourrait, en vertu des lois de différents États membres de l'Espace économique européen, être contraint de prendre en charge le coût de la traduction du prospectus de base, de tous les suppléments et des Conditions Définitives, dans la langue de travail du tribunal avant le commencement de la procédure judiciaire. L'Émetteur peut être jugé responsable du contenu de ce Résumé, y compris de toute traduction en étant faite, mais seulement dans le cas où le Résumé serait trompeur, inexact ou contradictoire par rapport aux autres parties du Prospectus, ou, dans le cas où il est lu en même temps que les autres parties du Prospectus Tripartite de Base, s'il ne donne pas toutes les informations clés nécessaires.

A.2 – Consentement à l'utilisation du prospectus.

En ce qui concerne les Offres non-dispensées, en vertu de l'Article 3 (2) de la Directive Prospectus, l'Émetteur consent à l'utilisation du Prospectus par tous les intermédiaires financiers (consentement général) pour les offres faites en France (le ou les « État(s) concerné(s) par l'Offre »). Le consentement général à la revente ultérieure et au placement final des valeurs mobilières par le ou les intermédiaires financiers est donné en ce qui concerne France.

La revente ultérieure et le placement final des valeurs mobilières par les intermédiaires financiers peuvent être effectués pendant la période de validité du Prospectus Tripartite de Base en vertu du §9 de la Loi allemande sur les prospectus de valeurs mobilières (*Wertpapierprospektgesetz*, « WpPG »).

Dans le cas d'une offre faite par un intermédiaire financier, les modalités et conditions de l'offre doivent être précisées aux investisseurs au moment où l'offre est faite par l'intermédiaire financier.

Section B – Émetteur et garants

	1	
B.1	Indiquer la raison sociale et le nom commercial de l'émetteur.	La raison sociale et le nom commercial de l'Émetteur est Citigroup Global Markets Deutschland AG.
B.2	Indiquer le siège social et la forme juridique de l'émetteur, la législation régissant ses activités	Siège social Francfort-sur-le-Main; l'adresse de Citigroup Global Markets Deutschland AG est Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, République fédérale d'Allemagne (téléphone +49 (0)69-1366-0).

	ainsi que son pays	
	d'origine.	Forme juridique et législation régissant les activités
		L'Émetteur est une société anonyme (<i>Aktiengesellschaft</i> , « AG ») au sens de la législation allemande.
		Pays d'origine
		L'Émetteur est immatriculé au Registre de commerce du Tribunal local de Francfort-sur-le-Main sous le numéro HRB 88301.
B.4b	Décrire toute tendance connue ayant des répercussions sur l'émetteur et ses secteurs d'activité.	La Banque prévoit une légère accélération de la croissance économique mondiale en 2013, de 2,5% à 2,6 %. En 2014, la croissance devrait atteindre 3,2 %. Le ralentissement de la croissance économique mondiale observée est principalement imputable à la détérioration de la croissance des pays industrialisés. La Banque prévoit une croissance modérée de 1 pour cent pour les pays industrialisés en 2013 et une légère progression à 1,6 % en 2014.
		De façon générale, la Banque s'attend à un maintien d'écarts significatifs entre les différentes régions dans le monde.
		La Banque s'attend à une légère récession dans l'Eurozone (les prévisions de croissance de la Banque sont de -0,6 % et -0,4 % pour 2013 et 2014). Ceci est attribué à la poursuite de la crise de la dette souveraine et au niveau élevé de l'endettement du secteur privé dans les pays européens périphériques. La BCE devrait continuer à intervenir pour stabiliser les marchés et faire baisser les taux d'intérêt au cours du deuxième trimestre 2013 en fonction de la poursuite de la croissance économique de l'Eurozone, qui pourrait être suivie par une réduction finale de taux d'intérêt prévue pour le deuxième semestre. La Banque estime probable que le Sud de l'Europe et l'Irlande n'aboutiront que progressivement à des solutions communes durables en matière fiscale. Si les pays fondateurs ne sont plus déterminés à renforcer leur soutien aux États périphériques à l'avenir, ceci pourrait aboutir à un ensemble de restructurations de dette (avec probablement des échéances à plus long terme et des réductions de taux d'intérêt), mais probablement pas avant 2015.
		Dans la Division warrants et certificats, la concurrence devrait rester intense entre les principaux émetteurs. D'autres modifications de la réglementation devraient intervenir, qui devront être prises en compte en temps opportun pour l'activité.
		Compte tenu des prévisions faites par les différentes divisions et d'une approche restrictive de la gestion des coûts, la Banque s'attend à un maintien global des bénéfices au cours des exercices 2013 et 2014.
B.5	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur.	L'Émetteur est membre du sous-groupe allemand de Citigroup. En tant que société anonyme, il est géré par un conseil d'administration. L'Émetteur est entièrement détenu par une société holding allemande, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, une société en commandite domiciliée à Francfort-sur-le-Main.
		Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est également un associé passif de l'Émetteur, dans la mesure où il détient une participation passive (« Stille Einlage ») d'un montant total de 122 710 051,49 EUR au 30 novembre 2012. L'associé responsable de la société Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est la société

B.9	Lorsqu'une prévision ou une estimation du bénéfice est réalisée, en indiquer le montant.	Citigroup Global Markets Finance LLC (États-Unis). Le commanditaire unique est Citi Overseas Investment Bahamas Inc. Toutes les actions de Citigroup Global Markets Finance LLC sont détenues par Citi Overseas Investment Bahamas Inc., dont le seul actionnaire est Citibank Overseas Investment Corporation (États-Unis). Cette société est elle-même détenue à 100 % par Citibank, N.A. (États-Unis). Citibank, N.A. (États-Unis) est détenue à 100 % par Citicorp (États-Unis), qui est elle-même détenue à 100 % par Citigroup, Inc (États-Unis). Sans objet; l'Émetteur a décidé de ne publier aucune prévision de bénéfice ou estimation de bénéfice dans le Prospectus de Base.				
B.10	Décrire la nature des éventuelles réserves sur les informations financières historiques contenues dans le rapport d'audit.	Les états financiers annuels de l'Émetteur pour les exercices du 1 ^{er} décembre 2011 au 30 novembre 2012 et du 1 ^{er} décembre 2010 au 30 novembre 2011 ont été audités par l'auditeur statutaire de l'Émetteur et ont obtenu une mention sans réserve de la part de l'auditeur.				
B.12	Présenter les informations financières historiques clés sélectionnées pour l'émetteur, pour chaque exercice de la période couverte par ces informations financières historiques et pour toute période intermédiaire ultérieure,	Deutschland AG Le tableau ci-dessous présente une comparaison de certaines statistifinancières significatives fournies dans les états financiers audités de 2012 l'exercice budgétaire antérieur (exercice 2011) et l'exercice 2012 et rend compte du développement de l'activité de Citigroup Global Markets Deutsch AG: 30.11.2012 Exercice				
	accompagnées de			millions d'euros		
	données comparatives	Total du bilan	9.543	8.690		
	couvrant la même période de l'exercice	Volume d'activité	11.162	10.163		
	précédent; la	Fonds propres	590	588		
	présentation des bilans	Volume des prêts	5.365	5.196		
	de clôture suffit toutefois à remplir	Nombre d'employés	348	361		
	l'exigence	1 2			1	
	d'informations bilancielles comparables. Une déclaration		01.12.2011 - 30.11.2012 en millions d'euros	Exercice précédent (01.12.2010 – 30.11.2011) en millions d'euros		
	attestant qu'aucune détérioration significative n'a eue de	Revenus d'intérêt de l'exploitation	11	29		
	répercussions sur les	Commissions de courtage	111	96		
	perspectives de	Commissions d'opérations sur	18	17		

l'émetteur depuis la date de ses derniers états financiers vérifiés et publiés, ou une description de toute détérioration significative.

Une description des changements significatifs de la situation financière ou commerciale l'émetteur survenus après la période couverte par informations financières historiques.

valeurs mobilières		
Revenu net des opérations financières de négoce	25	60
Frais généraux et administratifs	161	137

À la date du bilan, les **fonds propres inscrits au bilan** comprennent les éléments suivants :

	30.11.2012 en millions d'euros (audité)	Exercice précédent (30.11.2011) en millions d'euros (audité)
Capital souscrit		
Capital social	210,6	210,6
Participation de l'associé passif	122,7	122,7
Réserves de capital	195,8	193,8
Réserve légale	33,0	33,0
Autres bénéfices mis en réserve	27,9	27,9

De plus, dans le cadre de l'intégration de nouvelles règles au titre de BilMoG en vertu du §340g du Code allemand du commerce (HGB), un nouveau poste séparé a été créé (« Fonds pour les risques bancaires généraux ») pour un montant de 9,4 millions d'euros (6,6 millions d'euros l'année précédente).

Le capital réglementaire imputé sous BIZ se compose d'un capital de base et de capital supplémentaire (passifs subordonnés) après approbation, comme suit :

	30.11.2012 en millions d'euros	Exercice précédent (30.11.2011) en millions d'euros
Fonds propres au bilan	590,0	588,0
Moins immobilisations	0	-1,2
Capital de base	599,3	594,3
Capitaux supplémentaires	0,0	0,0
Fonds propres	599,3	594,3
Ratios de capitaux		
Fonds propres Tier one en %	33,6	29,3
Ratio de capitaux totaux en %	33,6	29,3

En dépit de la crise de dette dans l'Eurozone et de la volatilité concomitante sur les marchés financiers internationaux, Citigroup Global Markets Deutschland AG

a de nouveau réussi à dégager un bénéfice au cours de l'exercice clôturé récemment.

Informations financières semestrielles clés de Citigroup Global Markets Deutschland AG

Le tableau ci-dessous présente une comparaison de certaines statistiques financières significatives pour le premier semestre de l'exercice financier fournies dans les états financiers non-audités de 2013 entre l'exercice budgétaire antérieur et/ou les chiffres des années précédentes et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG:

	31.05.2013 en million d'Euro	30.11.2012 en million d' Euro
Total du bilan	11.147	9.543
Volume d'activité	12.628	11.162
Fonds propres	590	590
Portefeuille des prêts	5.179	5.365
Nombre d'employés à la date du bilan	263	334

	01.12.2012 - 31.05.2013 en million d'Euro	01.12.2011 - 31.05.2012 en million d'Euro
Revenus d'intérêt de l'exploitation	3	7
Commissions de courtage	20	33
Commissions d'opérations sur valeurs mobilières	8	9
Revenu net des opérations financières de négoce	29	16
Frais généraux et administratifs	72	70

Etats en ce qui concerne l'information tendancielle et la situation financière et commerciale.

L'Emetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2012, aucune détérioration significative n'a affecté les perspectives de l'Emetteur.

En outre, l'Emetteur déclare que depuis la date des états financiers provisoires au 31 mai 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale de l'Emetteur.

B.13 Décrire tout événement récent propre à l'émetteur et présentant un intérêt significatif

Aucun événement présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur n'est identifié à ce moment. Cependant, Citigroup Global Markets Deutschland AG est actuellement sujet à un audit extraordinaire sur les retenues à la source fiscales par l'autorité fiscale Francfort-Hoeschst pour

	pour l'évaluation de sa solvabilité.	les années 2007-2008. Dans ce contexte l'autorité fiscale a explicité ses vues quant au fait que Citigroup Global Markets Deutschland AG aurait dû déduire et payer la retenue à la source des dividendes reçus en relation avec transactions communément appelées cum-ex transactions. S'appuyant sur ces observations l'autorité fiscale est actuellement de l'avis que Citigroup Global Markets Deutschland AG est responsable de la non déduction de la retenue à la source d'un montant supérieur à 706 Millions d'Euro pour les années 2007 et 2008. Dans le cas où l'autorité fiscale a raison, la responsabilité fiscale pour les années 2009 à 2011 pourrait se poser ce qui est impossible d'estimer pour le moment. The principal point de départ de l'action en responsabilité des autorités fiscales est de savoir si Citigroup Global Markets Deutschland AG est qualifié de banque allemande exécutant un transaction (die den Verkaufsauftrag ausführende Stelle) durant ces années. De plus, la méthode appliquée pour identifier le montant des dommages et intérêts est débattue comme celle de savoir si Citigroup Global Markets Deutschland AG peut être tenu responsable comme débiteur principal. De plus, il devrait être noté que . Citigroup envisage actuellement des mesures visant à optimiser sa structure d'organisation.
B.14	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur. Si l'émetteur est dépendant d'autres entités du groupe, ce fait doit être clairement stipulé.	Citigroup Global Markets Finance Corporation à titre de société holding allemande possède 100 % des actions de l'Émetteur. En vertu du § 17 (2) de la Loi allemande sur les sociétés par actions (<i>Aktiengesetz</i> , « AktG »), il est considéré qu'une société dont la majorité des actions est détenue par une autre société est dépendante de cette autre société.
B.15	Fournir une description des principales activités de l'émetteur.	L'Émetteur est une banque d'affaire et d'investissement qui propose des solutions financières complètes dans les secteurs des opérations bancaires de l'investissement, des titres à revenu fixe, des opérations de change, des valeurs mobilières et des dérivés ainsi que des services de transactions internationales aux entreprises, aux pouvoirs publics et aux investisseurs institutionnels; c'est en outre un émetteur majeur de warrants et de certificats dont les investisseurs finaux sont principalement des clients particuliers. Depuis la fin de l'année 2012, l'activité de l'Émetteur intègre également Citi Private Bank – Family Office Coverage Germany et Covered Bond Research.
B.16	Dans la mesure où ces informations sont connues de l'émetteur, indiquer si celui-ci est détenu ou contrôlé, directement ou indirectement, et par qui; décrire la nature de ce contrôle.	En plus de l'intégration de l'Émetteur dans le groupe de sociétés Citigroup Inc. mentionné ci-dessus, l'Émetteur est également partie liée à sa maison mère directe par un accord de transfert de pouvoir et de pertes et profits. En vertu de cet accord, l'Émetteur a conféré la gestion de ses affaires à sa maison mère directe. De ce fait, la société holding dont dépend directement l'Émetteur, a le droit de lui donner des instructions. L'accord impose également à l'Émetteur de transférer la totalité de son bénéfice à sa maison mère directe. En contrepartie, la maison mère directe est tenue de compenser toute perte annuelle éventuelle de l'Émetteur durant la période de validité de l'accord, comme prévu en détail par les § 302 (1) et (3) d'AktG.

Section C – Valeurs mobilières

C.1	Décrire la nature et la catégorie des valeurs mobilières offertes et/ou admises à la négociation et donner tout numéro d'identification des valeurs mobilières.	Les warrants sont des instruments dérivés qui peuvent comporter un droit d'option et qui peuvent donc présenter beaucoup de points communs avec les options. L'une des principales caractéristiques des Warrants est l'effet de levier: une évolution du cours du sous-jacent peut entraîner une variation disproportionnée du cours du Warrant. L'effet de levier du Warrant joue dans les deux sens – non seulement à l'avantage de l'investisseur en cas de bonnes performances des facteurs déterminant la valeur, mais également en sa défaveur en cas de performances défavorables. Le paiement du au titre d'un Warrant lors de son exercice ou de sa liquidation prématurée dépend de la valeur du sous-jacent à ce moment. Les Warrants seront émis sous une forme dématerialisée au porteur et seront enregistrés dans les livres du dépôt central des valeurs mobilières qui créditera
		les comptes des titulaires de compte. Aucun document physique attestant de la possession (notamment des <i>certificats représentatifs</i> conformément à l'Article R.211-7 du Code monétaire et financier français) ne sera émis concernant les Warrants.
		Numéro d'identification des titres
		ISIN: DE000CF6Z659
		Numéro d'identification local : 5124C
C.2	Indiquer dans quelle monnaie l'émission a eu lieu.	Euro
C.5	Décrire toute restriction imposée à la libre négociabilité des valeurs mobilières.	Chaque Warrant est transmissible selon les lois s'appliquant à chaque cas et, le cas échéant, les réglementations et les procédures respectives applicables du dépositaire central de titres dans les livres duquel le transfert est enregistré.
C.8	Décrire les droits attachés aux valeurs mobilières y compris leur rang, y compris toute restriction qui leur est applicable.	Loi applicable aux titres :
		Les Warrants sont régis par la loi allemande. La constitution des Warrants peut être régie par les lois de la juridiction du dépositaire central de titres.
		Droits attachés aux Warrants
		Chaque Warrant confère à son détenteur le droit au montant en espèces détaillé à la section C.15.
		Statut des Warrants
		Les Warrants créent des obligations non garanties et non subordonnées de l'Émetteur qui se classent <i>pari passu</i> les unes par rapport aux autres et par rapport à toutes autres obligations actuelles et futures non garanties et non subordonnées de l'Émetteur, à l'exception des obligations qui ont priorité en raison de dispositions statutaires obligatoires.
		Limitations de droits

		L'Emetteur a le droit de résilier les Warrants et de modifier par voie d'avenant les termes et conditions en application des dispositions prévues aux termes et
C.11	Indiquer si les valeurs mobilières offertes font ou feront l'objet d'une demande d'admission à la négociation, en vue de leur distribution sur un marché réglementé ou sur des marchés équivalents — les marchés en question devant alors être nommés.	conditions des Warrants. Les Warrants ont été admis sur le marché réglementé à la bourse de valeurs de Eurolist, Euronext Paris S.A., qui est un marché réglementé au sens de la Directive 2004/39/CE.
C.15	Décrire comment la valeur de l'investissement est influencée par celle du ou des instrument(s) sous-jacent(s), sauf lorsque les valeurs mobilières ont une valeur nominale d'au moins 100 000 EUR.	Description des Warrants « Call » avec une modalité d'exercice européenne Les Warrants « Call » permettent aux investisseurs de participer avec un effet de levier à la performance positive de la valeur sous-jacente. En contrepartie, cependant, ils participent également sur une base à effet multiplicateur à toute performance négative de la valeur sous-jacente en prenant en plus le risque que le Warrant « Call » expire en perdant totalement sa valeur si le prix de référence de la valeur sous-jacente chute au niveau ou au-dessous du prix d'exercice. À la date d'échéance, le montant reçu par les investisseurs est égal à l'excédent, multiplié par le coefficient multiplicateur, entre le prix de référence de la valeur sous-jacente à la date d'évaluation et le prix d'exercice correspondant. Si le prix de référence est égal ou inférieur au prix d'exercice, le Warrant « Call » expire sans valeur.
C.16	Indiquer la date d'expiration ou d'échéance des instruments dérivés ainsi que la date d'exercice ou la date finale de référence.	Date d'échéance: 26.06.2014 Date d'exercice: 19.06.2014 Date d'évaluation: 19.06.2014
C.17	Décrire la procédure de règlement des instruments dérivés.	Dans le cas de Warrants à exercice automatique, cà-d. d'une modalité d'exercice européenne, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au crédit des détenteurs du warrant enregistrés auprès du dépositaire central à la clôture du jour ouvrable bancaire précédent au siège social du dépositaire central de titres. Le dépositaire central de titres s'est engagé auprès de l'Émetteur à faire un transfert ultérieur correspondant.

C.18	Indiquer les modalités relatives au produit des instruments dérivés.	Dans le cas de Warrants à modalité d'exercice européenne, le droit d'option ne peut être exercé par le détenteur du warrant qu'à la date d'évaluation pour le warrant concerné. Si le montant en numéraire aboutit à une valeur positive, le droit d'option attaché au warrant concerné est considéré exercé à la date d'évaluation sans autres conditions préalables et sans soumission d'une notification explicite d'exercice (« Exercice Automatique »).
C.19	Indiquer le prix d'exercice ou le prix de référence final du sous-jacent.	Prix de référence à la date d'évaluation : Cours de clôture
C.20	Décrire le type de sous-jacent utilisé et indiquer où trouver les informations à son sujet.	Type: action ou titre représentant des actions WKN (Numéro d'identification des valeurs mobilières allemandes): A0M6U2 ISIN: LU0323134006 Société: ArcelorMittal S.A. Bourse de valeurs mobilières concernée: Euronext Amsterdam Page de Reuters: ISPA.AS
		Site Web: www.arcelormittal.com
Section	n D – Risques	
D.2	Fournir les informations clés concernant les principaux risques propres à l'émetteur.	Risque d'arrêt ou de restriction de la fixation du prix par l'Emetteur Si l'Émetteur devait limiter ou abandonner complètement son intention de fixer les prix de l'offre et de la demande, le danger existerait, au cas où les prix des Warrants ne seraient pas fixés par aucune autre partie, que les investisseurs doivent attendre l'échéance finale des Warrants ou, lorsque l'exercice est possible, qu'ils doivent exercer leur droit d'option.
		Risque de liquidité en dépit d'un accord de transfert de pouvoir et de pertes et profits
		L'Émetteur ne serait également pas en mesure d'honorer les obligations liées aux titres en dépit d'un accord de transfert de pouvoir et de pertes et profits si, dans le cas où l'Émetteur générait une perte nette, bien que la maison mère directe soit en principe tenue de prendre cette perte à son compte, il était incapable ou non disposé à se conformer à cet engagement contractuel en raison de ses propres difficultés de trésorerie ou de surendettement.
		Courtage de transactions pour d'autres sociétés du Groupe et répartition du travail au sein de Citigroup
		L'essentiel du revenu de commission de l'Émetteur se compose du revenu des prix de cession des transactions de courtage avec les sociétés apparentées. Les coûts pour l'Émetteur résultant de l'échange de services avec différentes sociétés du Groupe sont remboursés sur la base des accords existants en utilisant les prix de cession. À cette fin, le revenu et les dépenses, en particulier

le revenu de commission pour les transactions réalisées avec l'assistance de la banque à titre de conseiller dans le cadre de ses activités commerciales, sont déterminés et alloués aux différents secteurs fournissant les services. Les transactions se rapportent à la négociation sur les titres, les émissions d'obligations et la gestion financière d'entreprise ainsi qu'à la vente de produits structurés, dérivés de titres de sociétés et les produits de gestion de devises, et aux opérations bancaires internationales. Ce processus est coordonné étroitement dans l'ensemble des secteurs avec Citigroup Global Markets Limited, Londres, en particulier, et également avec Citibank, N.A., Londres.

Si une décision était prise au sein de Citigroup pour réaffecter les activités concernées à d'autres sociétés du Groupe, l'Émetteur pourrait perdre une importante source de revenu.

Les risques de l'activité de prêt

Le portefeuille de prêt de l'Émetteur consiste principalement en prêts accordés à des clients internationaux dans les secteurs de l'industrie et des services financiers ayant des notations de crédit de qualité. Les défauts de remboursement de prêt ont été évités ces dernières années grâce à cette politique commerciale. Le portefeuille de prêts consiste principalement en un nombre raisonnable d'unités empruntrices, comme le prescrit la loi allemande sur les opérations bancaires. Si des emprunteurs individuels importants du portefeuille de l'Émetteur n'étaient pas en mesure d'honorer leurs obligations, une forte hausse des provisions pour pertes sur prêt serait envisageable en principe et des défauts de remboursement sur prêts pourraient se produire.

Risque de taux d'intérêt

Le département des risques et trésorerie évalue et maîtrise le risque sur taux d'intérêt de l'Émetteur. L'exposition de l'Émetteur à des fluctuations des taux d'intérêt peut être un risque à moyen ou à long terme pour la détention de titres liquides si ceux-ci n'étaient pas à l'origine couverts par des transactions de couverture telles que des accords de swap de taux d'intérêt. Il en va de même pour les emprunts à moyen et long terme accordés par l'Émetteur. Un risque significatif de fluctuation des taux d'intérêt pourrait survenir lorsque les taux d'intérêt ne font pas l'objet d'un suivi attentif et en temps opportun, ce qui peut générer le danger concomitant qu'une mesure pour couvrir une telle exposition au risque de taux d'intérêt ne soit pas prise suffisamment tôt.

Risque opérationnel

L'Émetteur a transféré un certain nombre de domaines qui sont importants pour une gestion et un contrôle appropriés de ses activités économiques et les risques qui s'y rapportent à d'autres sociétés au sein et à l'extérieur de Citigroup. Au cas où les sociétés auxquelles ces domaines ont été transférés ne s'acquitteraient pas de leurs obligations contractuelles ou ne le feraient pas en temps opportun, la capacité de l'Émetteur à assumer ses propres obligations découlant des titres qu'il a émis aux dates prévues pourrait également être compromise.

Risque fiscal

Les décisions fiscales prises concernant l'Émetteur sont régulièrement soumises à un examen ultérieur sous forme d'audit fiscal externe ou d'arbitrage des affaires individuelles par les tribunaux compétents. Cette pratique est courante

et signifie qu'un rappel d'impôts peut être décidé par l'administration fiscale des années après l'évaluation initiale en raison d'un contrôle fiscal ou d'une décision à portée générale rendue par un tribunal fiscal.

Risques généraux liés à l'activité

• Risque de règlement

Le risque qu'une transaction soit traitée de manière incorrecte, ou qu'une transaction soit exécutée différemment des intentions et des attentes de la direction de l'Emetteur.

• Risque en matière d'information

Le risque que l'information, qui a été produite, reçue, transmise ou conservée au sein ou à l'extérieur du siège social de l'Émetteur ne soit plus accessible. En outre, de telles informations peuvent être de qualité médiocre ou avoir été mal exploitées ou encore avoir été obtenues sans autorisation. Le risque en matière d'information inclut également les risques provenant des systèmes en tant que tels et utilisés pour le traitement de l'information.

• Risque de réputation

Il représente le risque pour l'Emetteur que la relation avec ses clients se détériore si le niveau de qualité de ses services est insuffisant ou le risque que les transactions soient traitées de manière incorrecte. Ce risque inclut également le risque de développer des relations d'affaires avec des contreparties dont les pratiques ne sont pas conformes aux normes ou à l'éthique de l'Émetteur.

• Risque lié au personnel

L'Émetteur fait appel à des professionnels et des cadres dirigeants qualifiés. Le risque lié au personnel inclut le risque d'une rotation importante du personnel et le risque que l'Émetteur ne soit pas en mesure de retenir un personnel qualifié en nombre suffisant, mais également le risque que les employés de l'Émetteur enfreignent en connaissance de cause ou par négligence les règles fixées ou les standards éthiques de pratique établis par la société.

• Risques juridiques et réglementaires

L'Émetteur considère les risques juridiques comme tout risque résultant des contrats engageant sa responsabilité et de la loi applicable. Les risques réglementaires résultent de l'environnement juridique dans lequel l'Émetteur réalise ses opérations.

• Risques de fraude

Risques internes et externes de fraude tels que la corruption, le délit d'initié et le vol de données.

D 6	Fournir	les
D.0		100
	informations	clés
	concernant	les

Facteurs généraux de risque des Warrants

Risque de perte totale

principaux risques propres aux valeurs mobilières. Inclure un avertissement informant l'investisseur qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son investissement et/ou. si le risque encouru l'investisseur ne se limite pas à la valeur de investissement, une mention de ce fait, assortie d'une description des cas où ce surcroît de risque se matérialise ainsi que des effets financiers probables cette matérialisation.

Les Warrants constituent des instruments d'investissement particulièrement risqués. Ils impliquent un niveau de risque particulièrement élevé de perdre le capital investi, y compris une perte totale, plus les coûts de transaction encourus et tous les coûts d'emprunt.

Risque de défaillance de l'Émetteur des Warrants

Au cas où l'Émetteur deviendrait insolvable, les investisseurs pourraient subir une perte pouvant aller jusqu'à une perte totale. En tant que titres au porteur, les Warrants n'entrent pas dans le champ des dispositions prévues pour la protection des dépôts.

Risque résultant de fluctuations de prix des Warrants supérieures à la moyenne (effet de levier)

L'une des principales caractéristiques des Warrants est l'effet de levier : une évolution du cours de la valeur sous-jacente peut entraîner une variation disproportionnée du cours du Warrant. En même temps, les Warrants génèrent également des risques de perte supérieurs à la moyenne.

Risque d'absence ou de non-fonctionnement d'un marché secondaire de Warrants ou de manque de disponibilité du système de transactions électroniques de l'Émetteur

Les investisseurs ne devraient pas présumer qu'ils seront en mesure de vendre un Warrant à un moment particulier ou à un prix particulier pendant sa période de validité. Les investisseurs devraient plutôt partir de l'hypothèse que le prix en bourse ne peut se situer que dans les limites de la fourchette de prix acheteur et vendeur indiquée par l'Émetteur, si elle est disponible, et que leurs ordres d'achat ou de vente en bourse seront exécutés avec l'Émetteur en qualité de contrepartie directe ou indirecte.

Risque lié à la cessation du négoce sur le marché secondaire immédiatement avant une échéance finale

L'Emetteur et/ou le marché cessent de négocier les Warrants juste avant leur date d'évaluation. Cependant, le prix de référence de la valeur sous-jacente à la date d'évaluation et/ou le taux de change applicable, lesquels sont importants dans la détermination du montant des Warrants, peuvent varier entre le dernier jour de cotation et la date d'échéance, dans un sens défavorable à l'investisseur. Il existe un risque particulier que le prix de la valeur sous-jacente atteigne, chute au-dessous ou dépasse une barrière pour la première fois juste avant que le prix de référence à la date d'évaluation soit déterminé et après la clôture de la cotation sur le marché secondaire.

Risque sur la devise relatif à la valeur intrinsèque des Warrants

La performance de l'investissement est soumise à un risque sur la devise si la valeur sous-jacente sur laquelle les Warrants sont basés est libellée dans une devise autre que la devise dans laquelle le montant en numéraire est versé (devise de règlement).

Risques d'événements perturbant le fonctionnement du marché

En cas de survenue d'événements perturbant le fonctionnement du marché pour

la valeur sous-jacente, l'Émetteur a le droit de repousser la date d'évaluation du prix de référence de l'exercice. Ceci peut entraîner un risque supplémentaire pour les investisseurs si la valeur sous-jacente réalise une performance négative pendant la durée du report ou, le cas échéant, si le taux de change utilisé pour convertir la valeur intrinsèque en devise de règlement fluctue dans un sens défavorable à l'investisseur.

Facteurs de risque spécifiques au produit

Risque relatif à la perte de la valeur temps des Warrants en fonction de la durée résiduelle

Le prix des Warrants est calculé sur la base de deux composants du prix (la valeur intrinsèque et la valeur temps) La valeur intrinsèque des Warrants pendant leur période de validité est égale à la différence (si elle est positive), multipliée par le coefficient multiplicateur, entre la valeur sous-jacente et le prix d'exercice (warrants Call). Le montant de la valeur temps, d'autre part, est essentiellement déterminée en fonction de la durée résiduelle du Warrant et de la fréquence et de l'intensité des fluctuations du prix de la valeur sous-jacente attendues par l'Émetteur pendant la durée résiduelle du Warrant (volatilité implicite).

Risques relatifs à d'autres facteurs affectant la valeur comme les taux d'intérêt du marché monétaire, les dividendes attendus et les coûts de refinancement de l'Émetteur

Les autres facteurs affectant le prix des Warrants comprennent, notamment, les taux d'intérêt sur le marché monétaire pour la durée résiduelle, le revenu attendu des transactions de couverture de l'Émetteur concernant la valeur sousjacente et le niveau des coûts de refinancement de l'Émetteur pour réaliser ces transactions de couverture.

Même si le prix de la valeur sous-jacente s'élève, dans le cas d'une option call, ou chute, dans le cas d'une option put, la valeur du Warrant peut diminuer en raison des autres facteurs affectant la valeur. Compte tenu de la durée de validité limitée du Warrant, aucune garantie ne peut être donnée quant à une remontée du prix du Warrant dans les délais. Plus la durée résiduelle est courte, plus le risque est grand.

Section E - Offre

E.2b	Indiquer les raisons de l'offre et l'utilisation
	prévue du produit de
	celle-ci, lorsqu'il s'agit
	de raisons autres que la
	réalisation d'un
	bénéfice et/ou la
	couverture de certains
	risques.

Sans objet; les raisons de l'offre sont de réaliser des profits et/ou de prendre une couverture par rapport à certains risques et le produit net de l'émission de Warrants présentés dans le Prospectus de Base seront utilisés par l'Émetteur à des fins générales.

E.3 Décrire les modalités et Méthode de présentation de l'offre, offreur et date d'émission des

	les conditions de	Warrants
	l'offre.	Les Warrants sont offerts de gré à gré en continu.
		L'offre des Warrants commence en France le 22.01.2014.
		Les offreur des Warrants est: l'Émetteur
		La date d'émission est: 22.01.2014
		Restriction imposée à la libre négociabilité des valeurs mobilières
		Les Warrants peuvent être offerts ou vendus seulement si l'ensemble des lois et règlementations relatives aux valeurs mobilières en vigueur dans la juridiction dans laquelle un achat, une offre, une vente ou une livraison de Warrants est effectué ou dans laquelle le présent document est diffusé ou conservé pour inspection ont été respectées, et si tous les consentements ou autorisations nécessaires pour l'achat, l'offre, la vente ou la livraison des Warrants conformément aux normes légales en vigueur dans cette juridiction ont été obtenus.
		En particulier, les Warrants ne sont pas et ne seront pas enregistrés conformément à la Loi sur les valeurs mobilières des États-Unis (<i>United States Securities Act</i>) de 1933 telle qu'amendée. Ils ne peuvent être offerts, vendus, négociés ou livrés au sein des États-Unis directement ou indirectement par ou pour le compte d'un ressortissant des États-Unis (comme défini dans la Réglementation S conformément à la Loi sur les valeurs mobilières des États-Unis de 1933), excepté dans le cas d'exemption des conditions d'enregistrement de la Loi sur les valeurs mobilières. Toute personne recevant le montant de liquidités correspondant aux termes et conditions est considérée comme ayant fait une déclaration indiquant que la personne titulaire des droits découlant des Warrants n'est pas un ressortissant des États-Unis.
		Prix d'émission, frais et taxes relatifs à l'achat
		Le prix d'émission initial est de EUR 0,15.
		Sans objet, l'achat de Warrants ne faisant supporter aucun coût ou taxe à l'Émetteur notamment pour les acheteurs ou les souscripteurs.
E.4	Décrire tout intérêt, y compris les intérêts conflictuels, pouvant influer sensiblement sur l'émission/l'offre.	L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui agissent généralement en qualité d'agent de calcul des Warrants. Cette activité peut entraîner des conflits d'intérêt dans la mesure où les responsabilités de l'agent de calcul comprennent certaines déterminations et décisions qui pourraient avoir un effet négatif sur le prix des Warrants ou le montant des liquidités.
		L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent s'engager dans des transactions de négoce sur la valeur sous-jacente, sur d'autres instruments qui s'y rapportent, ou sur des dérivés, des options boursières ou des contrats à terme en bourse, ou peuvent émettre d'autres valeurs et dérivés fondés sur la valeur sous-jacente. Les sociétés peuvent également intervenir dans l'acquisition de nouvelles parts ou d'autres titres de la valeur sous-jacente ou, dans le cas d'indices de valeurs, de sociétés individuelles incluses dans

l'indice, ou agir en qualité de conseillers financiers pour les entités auxquelles il est fait référence ou collaborer avec elle dans le secteur de la banque d'affaires. Les sociétés sont tenues de s'acquitter de leurs obligations à ce titre, indépendamment des conséquences qui peuvent en résulter pour les détenteurs de warrants et, le cas échéant, devront prendre les mesures qu'elles considèrent nécessaires ou appropriées pour se protéger ou sauvegarder leurs intérêts dans le cadre de ces relations d'affaires. Les activités visées ci-dessus pourraient entraîner des conflits d'intérêt et avoir un effet négatif sur le prix de la valeur sous-jacente ou des titres qui lui sont associés comme les Warrants.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent émettre des titres dérivés supplémentaires fondés sur la valeur sous-jacente, ou sur des éléments constitutifs de la valeur sous-jacente, notamment des titres dont les caractéristiques sont identiques ou similaires à celles des Warrants. L'introduction de tels produits, qui concurrencent les Warrants, peuvent avoir un effet sur le prix de la valeur sous-jacente ou les éléments constitutifs de la valeur sous-jacente et donc aussi sur le prix des Warrants. L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent recevoir des informations de nature non publique se rapportant à la valeur sous-jacente, ou à des éléments constitutifs de la valeur sous-jacente, mais ne sont pas tenus de les communiquer aux détenteurs de warrants. De plus, les sociétés appartenant à Citigroup ou affiliées à lui peuvent publier des rapports de recherche se rapportant à la valeur sous-jacente ou aux éléments constitutifs de la valeur sous-jacente. Les activités de ce type peuvent créer certains conflits d'intérêt et affecter le prix des Warrants.

E.7 Donner une estimation des dépenses facturées à l'investisseur par l'émetteur ou l'offreur.

Les dépenses estimées pour les Warrants, y compris le coût d'admission à la négociation sont compris(es) dans le prix d'émission ou au prix de vente, le cas échéant. Si l'investisseur achète des Warrants auprès d'un distributeur, le prix d'achat à payer par l'investisseur pourra comprendre des commissions de vente devant être communiquées au distributeur.

Citigroup Global Markets Deutschland AG

Frankfurt am Main

(Issuer)

Final Terms dated

21 January 2014

to the

Tripartite Base Prospectus dated 13 May 2013 as amended (the "Tripartite Base Prospectus")

CALL OR PUT WARRANTS

referenced to the following underlying:

ArcelorMittal

ISIN: DE000CF6Z667

The respective Final Terms to the Tripartite Base Prospectus will be made available as a separate document in paper form free of charge at the address of the relevant paying agent and published on the Issuer's website (www.citifirst.com).

The subject matter of the Final Terms is Call or Put Warrants (Product No. 1) (the "Warrants" or the "Series") based on a share or a security representing shares issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer").

The Final Terms were prepared in accordance with Article 5 (4) of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (as most recently amended by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010) (the "Prospectus Directive") and must be read in conjunction with the Tripartite Base Prospectus (consisting of the Summary and the Securities Note, each dated 13 May 2013, and the Registration Form of Citigroup Global Markets Deutschland AG dated 3 May 2013, including any supplements). Complete information about the Issuer and the offer of the Warrants can be obtained only from a synopsis of these Final Terms together with the Tripartite Base Prospectus (including all related supplements, if any).

The Final Terms to the Tripartite Base Prospectus take the form of a separate document within the meaning of Article 26 (5) of Commission Regulation (EC) No. 809/2004 of 29 April 2004 as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012 and Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012 (the "**Prospectus Regulation**").

An issue specific summary that has been completed for the Warrants is attached to these Final Terms.

INFORMATION ABOUT THE TERMS AND CONDITIONS – ISSUE SPECIFIC CONDITIONS

With respect to the Series of Warrants, the Issue Specific Conditions applicable to the Call or Put Warrants, as replicated in the following from the Tripartite Base Prospectus and supplemented by the information in the Annex to the Issue Specific Conditions as set out below, and the General Conditions contain the conditions applicable to the Warrants (referred to together as the "Conditions"). The Issue Specific Conditions should be read in conjunction with the General Conditions.

Part A. Product Specific Conditions

No. 1 Option Right

Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer") hereby grants the holder (each a "Warrant Holder") of Call or Put Warrants (the "Warrants"), based on the Underlying as specified in detail in each case in Table 1 and Table 2 of the Annex to the Issue Specific Conditions, the right (the "Option Right") to require the Issuer to pay the Cash Amount (No. 2 (1) of the Issue Specific Conditions) or the Termination Amount (No. 2 of the General Conditions) in accordance with these Terms and Conditions.

No. 2 Cash Amount; Definitions

- (1) The "Cash Amount" for each Warrant, subject to the early redemption of the Warrants by the Issuer (No. 2 of the General Conditions), shall be the Intrinsic Value of a Warrant, if the latter is already expressed in the Settlement Currency, or the Intrinsic Value of a Warrant converted into the Settlement Currency using the Reference Rate for Currency Conversion.
- (2) The "Intrinsic Value" of a Warrant shall be the difference, expressed in the Reference Currency and multiplied by the Multiplier, by which the Reference Price of the Underlying determined on the Valuation Date is higher than (Call Warrants) or lower than (Put Warrants) the respective Strike.
- (3) The following definitions shall apply in these Terms and Conditions:

"Additional Securities Euroclear System, Brussels; Clearstream Banking S.A.,

Depositaries": Luxembourg

"Auxiliary Location": London, United Kingdom

"Banking Day": Every day on which the commercial banks in Paris and

Frankfurt am Main are open for business, including trade in foreign currencies and the receipt of foreign currency deposits (except for Saturdays and Sundays), the

TARGET2-System is open and the Central Securities

Depositary settles payments. "TARGET2-System" shall mean the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) payment system or any successor system.

"Central Securities Depositary":

Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

France

"Clearing Territory of the

France

Central Securities Depositary":

"Currency Conversion Date": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Exchange Rate Reference

not applicable

Agent":

"Exercise Date":

I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

Valuation Date

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

The Banking Day at the respective place of the Exercise Agent pursuant to No. 3 (1), on which the exercise prerequisites pursuant to No. 3 (1) are met for the first time at 10:00 a.m. (local time at the place of the

respective Exercise Agent).

"Form of the Warrants": The Warrants will be issued in dematerialized bearer form

(au porteur) and inscribed in the books of the Central Securities Depositary which shall credit the accounts of the Account Holders. No physical document of title (including certificats représentatifs pursuant to Article R.211-7 of the French Monetary and Financial Code (Code monétaire et financier)) will be issued in respect of

the Warrants.

"Issue Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Issuer's Website": www.citifirst.com

"Maturity Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Minimum Exercise Volume": 100 Warrant(s) per ISIN or an integral multiple thereof

"Minimum Trading Volume": 1 Warrant(s) per ISIN or an integral multiple thereof

"Modified Exercise Date + 1": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

not applicable

"Modified Exercise Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

The first Exercise Date which is a Banking Day at the Auxiliary Location and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant Adjustment Exchange as specified in Table 2 of the Annex to the Issue Specific Conditions.

"Modified Valuation Date + 1": not applicable

"Modified Valuation Date": not applicable

"Multiplier": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Number": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Payment Date upon Exercise": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

At the latest the fifth common Banking Day following the Exercise Date at the registered office of the Issuer and the place of the Central Securities Depositary.

"**Reference Currency**": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Reference Price": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Reference Rate for Currency

Conversion":

not applicable

"Rollover Date": not applicable

"Settlement Currency": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Strike": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"**Type**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type of Exercise": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Underlying": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Valuation Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

As specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation

Date.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

In case of an exercise during the Exercise Period, the Valuation Date as specified in Table 2 of the Annex to the Issue Specific Conditions; in case of an Automatic Exercise, the Valuation Date as specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation Date.

No. 3 Exercise of the Option Rights

I. Applicable in the case of Warrants with a European Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

- (1) The Option Right may be exercised by the Warrant Holder only with effect as of the Valuation Date for the respective Warrant. If the Cash Amount results in a positive value, the Option Right attaching to the respective Warrant shall be deemed to be exercised on the Valuation Date without further preconditions and without the submission of an explicit Exercise Notice (referred to in the following as "Automatic Exercise").
- (2) The Issuer will transfer any positive Cash Amount to the Central Securities Depositary on the Maturity Date for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid.
- (3) The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer. In the event that the onward transfer of the Cash Amount or of the fair market value is not possible within three months after the Maturity Date ("Presentation Period"), the Issuer shall be entitled to deposit the relevant amounts with the Frankfurt am Main Local Court for the Warrant Holders at their risk and expense with a waiver of its right to reclaim those amounts. Upon the deposit of the relevant amounts with the Court, the claims of the Warrant Holders against the Issuer shall expire.
- (4) All taxes or other levies that may be incurred in connection with the payment of the Cash Amount or of the fair market value shall be borne by the Warrant Holders.
- (5) If the Valuation Date falls between the date on which the Issuer determines that there are grounds for making an Adjustment in accordance with No. 6 of the Issue Specific Conditions and the date on which the Issuer has given notice of the Adjustments (referred to in the following as the "Adjustment Period"), the Valuation Date shall be the first Banking Day common to the head office of the Issuer and to the location of the Central Securities Depositary following the date on which the Issuer has given notice of the Adjustments for the Valuation Date. The calculation of the Cash Amount in accordance with No. 2 of the Issue Specific Conditions shall be based on the relevant Reference Price of the Underlying on the Valuation Date together with the Adjustments made by the Issuer.
- (6) The Cash Amount and the fair market value shall be paid in the Settlement Currency without a requirement for the Issuer to give notice of any kind.
- (7) A declaration shall be deemed to have been made automatically that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell

or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell, resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the respective series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

(1) For the exercise of the Warrants to be effective, the holder of the respective Warrant must comply with the preconditions set out below with respect to the relevant Exercise Agent within the Exercise Period for the respective Warrant. The Exercise Period for the Warrants shall begin in each case on the third Banking Day after the Issue Date and shall end in each case at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the Valuation Date or, if the Reference Price of the Underlying is usually determined before 11.00 a.m. (local time at the location of the relevant Exercise Agent), the Exercise Period ends at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the last Trading Day preceding the last Valuation Date. The provisions of paragraphs (2) to (4) of this No. 3 II shall also apply.

If the Option Rights are exercised via the Exercise Agent in **France**, the Warrant Holder must submit to Citibank International plc., France (the "**Exercise Agent**") at the following address:

Citibank International plc. - Service Titres, 1-5 Rue Paul Cezanne, 75008 Paris, France a properly completed "Paris" Exercise Notice for the respective ISIN (International Securities Identification Number) using the form available from the Issuer (referred to in the following as "Exercise Notice") and must have transferred the Warrants which it is intended to exercise

- to the Issuer crediting its account No. 186 at Euroclear France, account nature 51 or its account No. 67098 at Clearstream Luxembourg.

The Exercise Notice must specify:

- the ISIN (International Securities Identification Number) of the Warrant series and the number of Warrants intended to be exercised and
- the account of the Warrant Holder with a bank in France into which the Cash Amount is to be paid. If the Exercise Notice does not specify an account or specifies an account outside France, a check for the Cash Amount will be sent to the Warrant Holder at his risk by normal post to the address given in the Exercise Notice within five (5) Banking Days in Frankfurt am Main and Paris following the Valuation Date.
- Confirmation must also be given that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell,

resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

- (2) The Exercise Notice shall become effective on the Exercise Date according to No. 2 (3) of the Issue Specific Conditions. The Exercise Notice may not be revoked, including during the period prior to the date on which it becomes effective. All of the preconditions set out in No. 3 (1) of the Issue Specific Conditions must be satisfied within five (5) Banking Days of the occurrence of the first precondition. In any other circumstances, the Issuer shall have the right to return any payments already made to the Warrant Holder without interest at his risk and expense; in this event the Exercise Notice shall not become effective.
- (3) Option Rights that have not been exercised effectively in accordance with paragraphs (1) and (2) shall be deemed, subject to early termination by means of extraordinary Termination pursuant to No. 2 of the General Conditions, to be exercised on the final day of the Exercise Period without further preconditions, if the Cash Amount is positive ("Automatic Exercise"). In the event of Automatic Exercise, the confirmation referred to in the last subparagraph of paragraph (1) shall be deemed to have been given automatically. In any other circumstances, all rights arising from the Warrants that have not been exercised effectively by then shall expire on that day and the Warrants shall become invalid.
- (4) All taxes or other levies that may be incurred in connection with the exercise of the Warrants shall be borne by the Warrant Holder. The exercise or settlement amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.
- (5) The Issuer will transfer any Cash Amount to the Central Securities Depositary on the Payment Date upon Exercise for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid. The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer.

No. 4 (not applicable)

Part B. Underlying Specific Conditions

No. 5 Underlying

- (1) The "**Underlying**" shall be the share or security representing shares specified as the Underlying in Table 2 of the Annex to the Issue Specific Conditions of the Company specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Company**").
- (2) The "Reference Price" of the Underlying shall correspond to the price specified as the Reference Price of the Underlying in Table 1 of the Annex to the Issue Specific Conditions,

as calculated and published on Trading Days on the Relevant Exchange specified in Table 2 of the Annex to the Issue Specific Conditions (the "Relevant Exchange"). "Trading Days" shall be days on which the Underlying is normally traded on the Relevant Exchange. "Trading Hours" shall be hours during which the Underlying is normally traded on the Relevant Exchange on Trading Days.

No. 6 Adjustments

(1) If an Adjustment Event pursuant to paragraph (2) of this No. 6 occurs, the Issuer shall determine whether the relevant Adjustment Event has a diluting, concentrative or other effect on the computed value of the Underlying and, if such is the case, shall if necessary make a corresponding Adjustment to the affected features of the Warrants, which in its reasonable discretion is appropriate in order to take account of the diluting, concentrative or other effect and to leave the Warrant Holders as far as possible in the same position in financial terms as they were in before the Adjustment Event took effect. The Adjustments may relate, inter alia, to the Strike, the Multiplier and other relevant features, as well as to the replacement of the Underlying by a basket of shares or other assets or, in the event of a merger, by an adjusted number of shares of the absorbing or newly formed company and, where relevant, the specification of a different exchange as the Relevant Exchange and/or a different currency as the Reference Currency. The Issuer may (but is not obliged to) base the determination of this appropriate Adjustment on the adjustment made in response to the relevant Adjustment Event by a futures exchange, on which options or futures contracts on the Underlying are traded at the time of the Adjustment Event, in respect of options or futures contracts on the relevant share traded on that futures exchange.

(2) An "Adjustment Event" shall be:

- (a) the subdivision (stock split), combination (reverse stock split) or reclassification of the respective shares or the distribution of dividends in the form of bonus shares or stock dividends or a comparable issue;
- (b) the increase in the capital of the Company by means of the issue of new shares in return for capital contributions, with the grant of a direct or indirect subscription right to its shareholders (capital increase for capital contributions);
- (c) the increase of the capital of the Company from its own financial resources (capital increase from corporate funds);
- (d) the grant by the Company to its shareholders of the right to subscribe for bonds or other securities with option or conversion rights (issue of securities with option or conversion rights);
- (e) the distribution of an extraordinary dividend;
- (f) the spin-off of a division of the Company in such a way that a new, independent company is formed or the division is absorbed by a third company, with the grant to the

- shareholders of the Company of shares in either the new company or the absorbing company for no consideration;
- (g) the permanent delisting of the Underlying on the Relevant Exchange as a result of a merger by absorption or new company formation or for another reason;
- (h) other comparable events that could have a diluting, concentrative or other effect on the calculated value of the Underlying.
- (3) The rules described in the preceding paragraphs shall apply analogously to securities representing shares as the Underlying (such as ADRs, ADSs or GDRs).
- (4) Changes in the method of calculating the Reference Price or other prices for the Underlying that are relevant in accordance with these Terms and Conditions, including a change in the Trading Days or Trading Hours relevant for the Underlying, shall entitle the Issuer to adjust the Option Right accordingly in its reasonable discretion. The Issuer shall determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change.
- (5) In the event that the Underlying is permanently delisted on the Relevant Exchange but continues to be listed on another exchange or another market which the Issuer in its reasonable discretion considers to be suitable (the "New Relevant Exchange"), then, subject to extraordinary Termination of the Warrants by the Issuer pursuant to No. 2 of the General Conditions, the Cash Amount shall be calculated on the basis of the corresponding prices for the Underlying calculated and published on the New Relevant Exchange. In addition, all references in these Terms and Conditions to the Relevant Exchange shall then be deemed, insofar as the context allows, to be references to the New Relevant Exchange.
- (6) In the event that a voluntary or compulsory liquidation, bankruptcy, insolvency, winding up, dissolution or comparable procedure affecting the Company is initiated, or in the event of a process as a result of which all of the shares in the Company or all or substantially all of the assets of the Company are nationalized or expropriated or required to be transferred in some other way to government bodies, authorities or institutions, or if following the occurrence of an event of another kind the Issuer reaches the conclusion that it is not possible to make an Adjustment that would reflect the changes that have occurred appropriately from a financial point of view, then the Issuer will terminate the Warrants pursuant to No. 2 of the General Conditions.
- (7) The Issuer shall give notice of the Adjustments and the date on which the Adjustments become effective in accordance with No. 4 of the General Conditions.

No. 7 Market Disruption Events

(1) If a Market Disruption Event in accordance with paragraph (2) of this No. 7 exists on the Valuation Date, then the Valuation Date shall be postponed to the next following day which fulfills the criteria for a Valuation Date in accordance with No. 2 of the Issue Specific Conditions and on which a Market Disruption Event no longer exists. The Issuer shall endeavor to give notice to the Warrant Holders without delay in accordance with No. 4 of the

General Conditions that a Market Disruption Event has occurred. However, there shall be no obligation to give notice. If, as a result of the provisions of this paragraph, the Valuation Date has been postponed for five (5) consecutive days that fulfill the criteria for a Valuation Date in accordance with No. 2 (3) of the Issue Specific Conditions and if the Market Disruption Event continues to exist on that day as well, then that day shall be deemed to be the Valuation Date and the Issuer shall determine the Cash Amount in its reasonable discretion taking account of the market conditions prevailing on any such deemed Valuation Date.

(2) "Market Disruption Event" shall mean

- (i) the suspension or restriction of trading in the Underlying on the Relevant Exchange, or
- (ii) the suspension or restriction of trading (including the lending market) in a futures or options contract based on the Underlying on a Futures Exchange on which futures or options contracts based on the Underlying are traded (the "Futures Exchange");

if that suspension or restriction occurs or exists in the last half-hour before the calculation of the closing price of the Underlying that would normally take place and is material as determined by the Issuer in its reasonable discretion. A change in the Trading Days or Trading Hours on or during which the Underlying is traded does not constitute a Market Disruption Event, provided that the change takes place as the result of a previously announced change in the trading regulations by the Relevant Exchange.

ANNEX TO THE ISSUE SPECIFIC CONDITIONS

Table 1 – supplementary to Part A. Product Specific Conditions

Issue Date: 22/01/2014

Initial value date in France: 27/01/2014

ISIN / Local Trading Code	Underlying	Туре	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike	Multiplier	Valuation Date / Maturity Date	Type of Exercise	Number	Reference Price of the Underlying ("Reference Price")
DE000CF6Z667 / 5125C	ArcelorMittal	CALL	No	EUR 0.15	Euro (EUR)	EUR 15.00	0.2	18/09/2014 / 25/09/2014	European	3,000,000	Closing price

Table 2 – supplementary to Part B. Underlying Specific Conditions

Underlying (Company) / Share type	ISIN or Reuters	Relevant Stock Exchange /	Valuation Date /	Currency in which the
	Code of the	Relevant Adjustment Exchange for the	Currency Conversion Date	Reference Price is expressed
	Underlying	Underlying ("Adjustment Exchange")		("Reference Currency")
ArcelorMittal S.A. / Common Shares	LU0323134006	Euronext Amsterdam / EUREX Frankfurt	See Table 1 / not applicable	Euro (EUR)

The following specific meanings shall apply in this context:

Deutsche Börse AG, Frankfurt, Germany (XETRA®)

EUREX : EUREX, Frankfurt, Germany

STOXX Limited, Zurich : STOXX Limited, Zurich, Switzerland

Dow Jones & Company, Inc., New York, U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

Nikkei Inc. : Nikkei Inc., Tokyo, Japan

Standard & Poor's Corp., New York, N.Y., U.S.A.

AEX Options and Futures Exchange : AEX Options and Futures Exchange, Amsterdam, The Netherlands

Bolsa de Derivados Portugal : Bolsa de Derivados Portugal, Lisbon, Portugal

EUREX : EUREX, Zurich, Switzerland

Euronext Amsterdam/ Euronext Lisbon/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Euronext Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Discrete Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Paris S.A., Paris, France

Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.) : Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.), Helsinki, Finland

Helsinki Derivatives Exchange (HEX Ltd.) : Helsinki Derivatives Exchange (HEX Ltd.), Helsinki, Finland

HSIL : Hang Seng Indexes Company Limited ("HSIL"), Hong Kong, China

Madrid stock exchange : Bolsa de Madrid, Madrid, Spain

MEFF
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
New York Stock Exchange, New York, NY, USA
OCC
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signatu

OSE : Osaka Securities Exchange, Osaka, Japan TSE : Tokyo Stock Exchange, Tokyo, Japan SIX Swiss Exchange, Swiss Exchange : SIX Swiss Exchange, Switzerland

RISK FACTORS

Investors should read carefully the risk factors set out under "I. Risk factors of Warrants" in the Securities Note and under 1. in the Registration Form.

In particular, the following optional risk factors that relate only to certain types of Warrants are applicable to these Warrants (please refer to "I. Risk factors of Warrants" in the Securities Note):

- Risk relating to the loss of time value of Warrants depending on the remaining term
- Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs

ADDITIONAL INFORMATION

Name and address of the paying agents and the calculation agent

Paying Agent(s):

Citigroup Global Markets Ltd., 1-5 Rue Paul Cézanne, 75008 Paris, France

Calculation Agent:

Citigroup Global Markets Deutschland AG, Frankfurter Welle, Reuterweg 16, D-60323 Frankfurt am Main, Federal Republic of Germany

Conflicts of interest

With respect to interests of natural and legal persons involved in the issue and resulting potential conflicts of interest, please refer to "4. Risk of conflicts of interest" under "I. Risk factors of Warrants" in the Securities Note.

Offer method

The Warrants are being offered over-the-counter on a continuous basis in one series.

The offer of the Warrants begins in France on 22/01/2014.

Stock exchange listing

The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.

Consent to the use of the Prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*, "WpPG").

Issue price, price calculation and costs and taxes on purchase

The initial issue price is specified in Table 1 of the annex to the Issue Specific Conditions.

Both the initial issue price and the bid and offered prices quoted by the Issuer during the term of the Warrants are calculated using theoretical pricing models. In this context, the bid and offered prices for the Warrants are determined on the basis, among other things, of the mathematical value of the Warrants, the costs of hedging and accepting risk and the expected return. Please see also the information provided under "Risk relating to the calculation of the warrant prices" and "4. Risk of conflicts of interest", both in Section "I. Risk factors of Warrants".

No costs or taxes of any kind for the warrant holders will be deducted by the Issuer whether the Warrants are purchased off-market (in countries where this is permitted by law) or via a stock exchange. Such costs or taxes should be distinguished from the fees and costs charged to the purchaser of the Warrants by his bank for executing the securities order, which are generally

shown separately on the statement for the purchase transaction in addition to the price of the Warrants. The latter costs depend solely on the particular terms of business of the warrant purchaser's bank. In the case of a purchase via a stock exchange, additional fees and expenses are also incurred. Furthermore, warrant holders are generally charged an individual fee in each case by their bank for managing the securities account. Notwithstanding the foregoing, profits arising from the Warrants or capital represented by the Warrants may be subject to taxation.

Information on the underlying

Website: www.arcelormittal.com

Disclaimers in relation to Share Prices used as Underlyings

Insofar as share prices are the underlying of Warrants issued by the issuer and described in this Final Terms document, the respective public limited company that has issued the relevant shares, to whose reference price the Warrants relate (the "Issuer of the Underlying"), does not express any recommendation for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main. The Issuer of the underlying neither directly nor indirectly assumes any liability for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main.

The Warrants are the sole obligation of Citigroup Global Markets Deutschland AG and do not involve liability on the part of the Issuer of the underlying. This is not an offer of shares. The Issuer of the underlying has not been and does not want to be involved, neither directly nor indirectly, in deciding the timing of the issue, or the preparation of this document, or the constitution of the option rights under these securities. Furthermore, the Warrant Holder will not have any right through the Warrant to any information, votes or dividends in the Issuer of the underlying.

Publication of additional information

The Issuer does not intend to provide any additional information about the underlying.

The Issuer will publish additional notices described in detail in the terms and conditions. Examples of such notices are adjustments of the features of the Warrants as a result of adjustments relating to the underlying which may, for example, affect the conditions for calculating the cash amount or a replacement of the underlying. A further example is the early redemption of the Warrants if an adjustment cannot be made.

Notices under these terms and conditions are generally published on the Issuer's website. If and to the extent that mandatory provisions of the applicable laws or exchange regulations require notices to be published elsewhere, they will also be published, where necessary, in the place prescribed in each case.

Selling restrictions

Information on selling restrictions can be found under "VI. Selling restrictions" in the Securities Note.

ANNEX – ISSUE SPECIFIC SUMMARY

Section A – Introduction and warnings

This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the A.1 "Issuer") and of the Warrants issued under the Tripartite Base Prospectus. The Summary is intended as an introduction to the Tripartite Base Prospectus, which comprises this Summary, the Registration Form of Citigroup Global Markets Deutschland AG dated 03 May 2013 including any supplements and the Securities Note of Citigroup Global Markets Deutschland AG dated 13 May 2013. Investors should therefore ensure that any decision to invest in the Warrants is based on a review of the entire Prospectus, including any supplements and the Final Terms. Where claims relating to the information contained in a base prospectus, any supplements, and the respective Final Terms are brought before a court, the investor acting as plaintiff may, as a result of the laws of individual member states of the European Economic Area, have to bear the costs of translating the base prospectus, any supplements, and the Final Terms into the language of the court prior to the commencement of legal proceedings. The Issuer can be held liable for the content of this Summary, including any translation prepared, but only in the event that the Summary is misleading, inaccurate or inconsistent when read in conjunction with the other parts of the Prospectus, or, when read in conjunction with the other parts of the Tripartite Base Prospectus, does not convey all of the key information required.

A.2 Consent to use the prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent) for offers in France (the "Offer State"). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (Wertpapierprospektgesetz, "WpPG").

In the event of an offer by a financial intermediary, the terms and conditions of the offer must be provided to investors at the time of the offer by the financial intermediary.

Sectio	n B – Issuer and any g	n B – Issuer and any guarantors				
B.1	The legal and commercial name of the issuer.	The legal and commercial name of the Issuer is Citigroup Global Markets Deutschland AG.				
B.2	The domicile and legal form of the issuer, the legislation under which the issuer operates and its country of incorporation.	Prankfurt am Main; the address of Citigroup Global Markets Deutschland AG is Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, Federal Republic of Germany (telephone +49 (0)69-1366-0). Legal form and jurisdiction The Issuer is a stock corporation (Aktiengesellschaft, "AG") under German law. Place of registration The Issuer is entered in the commercial register of the Frankfurt am Main Local Court under the number HRB 88301.				

	T.	
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Bank expects world economic growth in 2013 to increase slightly from 2.5 per cent to 2.6 per cent. In 2014 growth should increase to 3.2 per cent. The slowdown in worldwide economic growth was principally due to the slowdown of growth in the industrialized countries. The Bank expects moderate growth of 1.0 per cent for industrialized countries in 2013 and a modest increase to 1.6 per cent in 2014.
		Overall the Bank expects continued significant variations between different regions in the world.
		The Bank expects a mild recession in the Eurozone (the Bank's growth forecasts are for -0.6 per cent and -0.4 per cent for 2013 and 2014). This is seen to be due to the continuing sovereign debt crisis and the high level of private sector indebtedness in the peripheral European countries. The ECB is expected to continue to act to stabilise markets and to reduce interest rates in the second quarter of 2013 depending on further economic growth in the Eurozone, which could be followed by a forecast final interest rate reduction in the second half of the year. The Bank considers it likely that Southern Europe and Ireland will only gradually reach a common sustainable fiscal path. If the core countries in future are no longer prepared to increase their support for the peripheral states, this could lead to a raft of debt restructurings (with likely longer maturities and interest rate reductions), but probably not before 2015.
		In the Warrants and Certificates Division, the competition is expected to remain intense among leading issuers. Further regulatory challenges are expected, which have to be integrated into the business in a timely manner.
		Given the forecasts made by the individual business divisions and a restrictive cost management approach, the Bank is expecting continued overall profits in fiscal years 2013 and 2014.
B.5	If the issuer is part of a group, a description of the group and the issuer's position	The Issuer is a member of the German subgroup of Citigroup. As a public limited company, it is managed by the executive board. The Issuer is wholly-owned by the German holding company, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, a limited partnership with registered offices in Frankfurt/Main.
	within the group.	Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is also a silent partner of the Issuer, having a silent equity interest ("Stille Einlage") totalling EUR 122,710,051.49 as of 30 November 2012. The general partner of Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is Citigroup Global Markets Finance LLC (USA). The sole limited partner is Citi Overseas Investment Bahamas Inc.
		All shares of Citigroup Global Markets Finance LLC are held by Citi Overseas Investment Bahamas Inc., the sole shareholder of which is Citibank Overseas Investment Corporation (USA). This company is in turn 100 per cent owned by Citibank, N.A. (USA). Citibank, N.A. (USA) is a 100 per cent owned subsidiary of Citicorp (USA), which in turn is a 100 per cent owned subsidiary of Citigroup, Inc. (USA).
B.9	Where a profit	Not applicable; the Issuer has decided not to make any profit forecasts or profit

	forecast or estimate is made, state the figure.	estimates in the Base Prosp	ectus.		
B.10	A description of the nature of any qualifications in the audit report on the historical financial information.	The annual financial state December 2011 to 30 Nov 2011 were audited by the unqualified auditor's opinion	vember 2012 and ne Issuer's statute	1 December 201	0 to 30 November
B.12	Selected historical key financial information regarding the issuer, presented for each financial year of the period	Key Annual Financial Deutschland AG The table below provides a which have been taken fro prior fiscal year (fiscal year business development of Ci	m the audited fin ar 2011) and fisca	ertain noteworthy ancial statements I year 2012 and	2012 between the thereby reveals the
	covered by the historical financial information and any		30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro	
	subsequent interim	Balance sheet total	9,543	8,690	
	financial period accompanied by	Business volume	11,162	10,163	
	comparative data	Equity capital	590	588	
	from the same	Loan portfolio	5,365	5,196	
	period in the prior financial year,	Number of employees	348	361	
	except that the	- Company of the comp			I
	requirement for comparative balance sheet information is satisfied by		01.12.2011 - 30.11.2012 in million Euro	prior fiscal year (01.12.2012 - 30.11.2011) in million Euro	
	presenting the year- end balance sheet	Interest income from operations	11	29	
	information. A statement that there	Commissions from brokerage business	111	96	
	has been no material adverse change in the	Commissions from securities business	18	17	
	prospects of the issuer since the date	Net income from financial trading operations	25	60	
	of its last published audited financial	General administrative expenses	161	137	
	statements or a description of any material adverse change.	As of the balance sheet da following components:	ate, the balance s	sheet equity cap	ital consists of the
	A description of				

significant changes in the financial or trading position of the issuer subsequent to the period covered by the historical financial information.

	30.11.2012 in million Euro (audited)	prior fiscal year (30.11.2011) in million Euro (audited)
Subscribed capital		
Share capital	210.6	210.6
Silent partner capital	122.7	122.7
Capital reserves	195.8	193.8
Legal reserves	33.0	33.0
Other earnings reserves	27.9	27.9

In addition, as part of incorporating the new rules under the BilMoG pursuant to § 340g of the German Commercial Code (HGB), a new separate item was created ("Fund for general banking risks") in the amount of EUR 9.4m (EUR 6.6m in the previous year).

The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows:

	30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro
Equity capital on balance sheet	590.0	588.0
Less intangible assets	0	-1.2
Core capital	599.3	594.3
Supplementary capital	0.0	0.0
Equity capital	599.3	594.3
Capital ratios		
Tier one capital in %	33.6	29.3
Total capital ratio in %	33.6	29.3

Despite the debt crisis in the Eurozone and the concomitant volatility on the international financial markets, Citigroup Global Markets Deutschland AG was once again able to earn a profit in the recently completed fiscal year.

Key Semi-Annual Financial Information of Citigroup Global Markets Deutschland AG

The table below provides a comparison of certain noteworthy financial statistics for the first half of the financial year 2013 which have been taken from the unaudited interim financial statements 2013 between the prior fiscal year and/or the previous year's figures and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

	31.05.2013	30.11.2012	
	in million Euro	in million Euro	

Balance sheet total	11,147	9,543
Business volume	12,628	11,162
Equity capital	590	590
Loan portfolio	5,179	5,365
Number of employees on the balance sheet date	263	334

	01.12.2012 - 31.05.2013 in million Euro	01.12.2011 - 31.05.2012 in million Euro
Interest income from operations	3	7
Commissions from brokerage business	20	33
Commissions from securities business	8	9
Net income from financial trading operations	29	16
General administrative expenses	72	70

Statements as regards trend information and financial or trading position

The Issuer declares that since the date of the last audited annual financial statements on 30 November 2012 no material adverse change in the prospects of the Issuer has occurred.

Furthermore, the Issuer declares that since the date of the last interim financial statements on 31 May 2013 no significant change has occurred in the financial or trading position of the Issuer.

B.13 A description of any recent events particular to the issuer which are to a material extent relevant to the evaluation of the issuer's solvency.

Significant events that may have a material impact on the assessment of the Issuer's solvency can not be determined at the moment. However, Citigroup Global Markets Deutschland AG is currently subject to an extra-ordinary audit on withholding taxes by the Frankfurt-Hoechst tax authority for the years 2007-2008. In this context the tax authority has expressed its view that Citigroup Global Markets Deutschland AG may not have deducted and paid withholding taxes from dividends received in connection with so called cum-ex transactions for shares held by it in custody for its clients as required. Based on these findings the tax authority is currently of the view that Citigroup Global Markets Deutschland AG is liable for non deducted withholding taxes in the amount of more than Euro 706 million for the years 2007 and 2008. In case the tax authority's view should succeed further tax liability for the years 2009 to 2011 may arise which can not be estimated at the moment.

The main starting point for the liability claim of the tax authorities is the question if Citigroup Global Markets Deutschland AG is to be qualified as a German bank

		executing the trade (<i>die den Verkaufsauftrag ausführende Stelle</i>) in the respective years. Furthermore, the method applied to identify the amount of the liability claim is debatable as well as the question if Citigroup Global Markets Deutschland AG can be held liable as principal debtor. Citigroup Global Markets Deutschland AG has obtained legal advice from a reputable tax consultant office as well as from a reputable accounting firm. Based thereon, the management of Citigroup Global Markets Deutschland AG is of the view that the likelihood to win any legal proceedings in this matter exceeds 50 per. cent. On this basis, Citigroup Global Markets Deutschland AG's management has decided to put up a reserve only for expected legal advice and litigation expenses, if any, and has decided that 2 million Euro is an adequate figure in this respect. Furthermore, it should be noted that Citigroup is currently evaluating measures to
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	optimize its organizational structure. Citigroup Global Markets Finance Corporation as the German holding company owns 100% of the shares of the Issuer. Pursuant to § 17 (2) of the German Stock Corporation Act (<i>Aktiengesetz</i> , "AktG"), it is assumed that a company in which a majority of the shares is held by another company is dependent upon that other company.
B.15	A description of the issuer's principal activities.	The Issuer is engaged in the business of corporate and investment banking and offers companies, governments and institutional investors comprehensive financial solutions in the areas of investment banking, fixed income, foreign exchange, equities and derivatives, and global transaction services; in addition it is a leading issuer of warrants and certificates whose end investors are predominantly retail clients. Since the end of 2012 the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.
B.16	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control.	In addition to the inclusion of the Issuer in the Citigroup Inc. group of companies referred to above, the Issuer is also party to a control and profit and loss transfer agreement with its immediate parent company. Under the terms of the agreement, the Issuer has placed the management of its business under the control of its immediate parent company. Accordingly, the immediate holding company has the right to give instructions to the Issuer. The agreement also requires the Issuer to transfer its entire profit to its immediate parent company. In return, the immediate parent company is required to make up any annual loss of the Issuer arising during the period of the agreement, as provided in detail by § 302 (1) and (3) AktG.

Section C – Securities					
C.1	•	Type/form of the Warrants			
	type and the class of the securities being offered	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with			

	and/or admitted to trading, including any security identification number.	options. One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. The leverage effect of the Warrant operates in both directions – not only to the investor's advantage in the event of the favorable performance of the factors determining the value, but also to the investor's disadvantage in the event of their unfavorable performance. The payment due under a Warrant on exercise or early termination depends on the value of the underlying at the relevant time.
		The Warrants will be issued in dematerialized bearer form (<i>au porteur</i>) and inscribed in the books of the central securities depositary which shall credit the accounts of the account holders. No physical document of title (including <i>certificats représentatifs</i> pursuant to Article R.211-7 of the French Monetary and Financial Code (<i>Code monétaire et financier</i>)) will be issued in respect of the Warrants.
		Security identification number
		ISIN: DE000CF6Z667
		Local Code: 5125C
C.2	Currency of the securities issue.	Euro
C.5	A description of any restrictions on the free transferability of the securities.	Each Warrant is transferable in accordance with the laws applying in each case and, where relevant, the respective applicable regulations and procedures of the securities depositary in whose records the transfer is registered.
C.8	A description of the	Applicable law for the securities
	rights attached to the securities including ranking and including limitations to those	The Warrants are subject to German law. The constituting of the Warrants may be governed by the laws of the jurisdiction of the central securities depository.
	rights.	Rights attached to the Warrants
		Each Warrant grants the holder the right to the cash amount as described in more detail under C.15.
		Status of the Warrants
		The Warrants create direct, unsecured and unsubordinated obligations of the Issuer that rank <i>pari passu</i> in relation to one another and in relation to all other current and future unsecured and unsubordinated obligations of the Issuer, with the exception of obligations that have priority due to mandatory statutory provisions.
		Limitations to the rights
		The Issuer has the right to terminate the Warrants and to amend the terms and conditions pursuant to the provisions specified in the terms and conditions of the Warrants.

C.11	An indication as to whether the securities offered are or will be the object of an application for admission to trading, with a view to their distribution in a regulated market or other equivalent markets with an indication of the markets in question.	The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.
C.15	A description of how	Description of Call Warrants with European type of exercise
	the value of the investment is affected by the value of the	Call Warrants enable investors to participate on a disproportionate (leveraged) basis in the positive performance of the underlying.
	underlying instrument(s), unless the securities have a denomination of at least EUR 100,000.	In return, however, they also participate on a leveraged basis in any negative performance of the underlying and in addition bear the risk that the Call Warrant may expire worthless if the reference price of the underlying reaches or falls below the strike.
		On the maturity date, the cash amount received by the investors is the difference, multiplied by the multiplier, by which the reference price of the underlying determined on the valuation date is higher than the respective strike. If the reference price is equal to or lower than the strike, the Call Warrant expires worthless.
C.16	The expiration or	Maturity date: 25/09/2014
	maturity date of the derivative securities –	Exercise date: 18/09/2014
	the exercise date or final reference date.	Valuation date: 18/09/2014
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants with automatic exercise, i.e. a European type of exercise, the Issuer will transfer any positive cash amount to the central securities depositary on the maturity date for the credit of the warrant holders registered with the central securities depositary at the close of business on the preceding banking day at the head office of the central securities depositary.
		The central securities depositary has given an undertaking to the Issuer to make a corresponding onward transfer.
C.18	A description of how the return on derivative securities takes place.	In the case of Warrants with a European type of exercise, the option right may be exercised by the warrant holder only with effect as of the valuation date for the respective Warrant. If the cash amount results in a positive value, the option right attaching to the respective Warrant is deemed to be exercised on the valuation date without further preconditions and without the submission of an explicit exercise notice ("Automatic Exercise").

C.19	The exercise price or the final reference price of the underlying.	Reference price on the valuation date: Closing price	
C.20	A description of the type of the underlying and where the information on the underlying can be found.	Type: share or security representing shares WKN: A0M6U2 ISIN: LU0323134006 Company: ArcelorMittal S.A. Relevant stock exchange: Euronext Amsterdam Reuters page: ISPA.AS Website: www.arcelormittal.com	
Section	D – Risks		
D.2	Key information on the key risks that are specific to the issuer.	Risk of the cessation or limitation of price-setting by the Issuer If the Issuer were to limit or completely abandon its voluntary intention to set bid and offered prices, there would be a danger, if prices for Warrants were not set by any other party that investors would have to wait for the final maturity of the Warrants or, where early exercise is possible, exercise the option right.	
		Liquidity risk despite control and profit and loss transfer agreement The Issuer would also be unable to meet its obligations arising from the securities despite the control and profit and loss transfer agreement if, in the event that the Issuer generated a net loss, while the immediate parent company would in principle be required to assume that loss, it was unable or unwilling to comply with this contractual obligation as a result of its own liquidity difficulties or overindebtedness.	
		Brokerage of transactions for other Group companies and allocation of work within Citigroup	
		The great majority of the Issuer's commission income consists of transfer pricing income from brokerage transactions with affiliated companies. The Issuer's costs arising from the exchange of services with individual Group companies are reimbursed on the basis of existing agreements using transfer prices. For this purpose, income and expenses, in particular commission income for transactions assisted by the bank in an advisory capacity in the context of its sales activities, are determined and allocated to the relevant areas providing the services. The transactions relate to equity trading, bond issues and corporate finance as well as to the sale of structured products, corporate derivatives and currency management products, and also global relationship banking. This process is coordinated closely across all areas with Citigroup Global Markets Limited, London, in particular, and also with Citibank, N.A., London.	

If a decision were made within Citigroup to reallocate the relevant activities to other Group companies, the Issuer could lose a material source of income.

Risks in the lending business

The Issuer's loan portfolio consists mainly of loans to international customers in the industrial and financial services sectors with investment grade credit ratings. Loan defaults have been avoided in recent years thanks to this business policy. The loan portfolio is mainly concentrated on a manageable number of borrower units, as defined by German banking law. If significant individual borrowers in the Issuer's portfolio were unable to meet their obligations, therefore, a substantial increase in loan loss provisions would be conceivable in principle and loan defaults could occur.

Interest rate risk

Risk-Treasury assesses and controls the Issuer's interest rate risk. The Issuer's exposure to changes in interest rates maybe a mid to long-term risk in holdings in liquid securities if these were not originally covered by hedging transactions like interest rate swap agreements. The same applies to medium and long-term loans granted by the Issuer. A significant risk from interest rate changes could arise where interest rates are not monitored in a timely or sensitive manner, which may produce the concomitant danger that action to cover such interest rate exposure is not taken early enough.

Operating risk

The Issuer has transferred a number of areas that are significant for the proper management and control of its business activities and the risks associated with them to other companies within and outside Citigroup. In the event that the companies to which these areas have been transferred do not fulfill their contractual obligations or do not do so at the proper time, the ability of the Issuer to meet its own obligations arising from the securities it has issued on the due dates could also be adversely affected.

Tax risks

The tax decisions issued to the Issuer are regularly subject to subsequent review in the form of an external tax audit or to the resolution of individual issues by the relevant courts. This is normal practice and means that an additional tax demand can be issued by the tax authorities years after the original assessment as a result of a tax audit or a generally applicable decision by a tax court.

General business risks

Settlement risk

The risk that a business transaction is incorrectly processed or that a transaction is executed which is different from the intentions and expectations of the Issuer's management.

Information risk

The risk that information, which was generated, received, transmitted or stored within or outside the Issuer's place of business, can no longer be accessed. Furthermore, such information may be of poor quality, or have been wrongly handled or improperly obtained. The information risk also includes risks that are generated by systems and used for processing information.

Reputation risk

This represents the Issuer's risk that its relations with its customers could be harmed if its services are poor or transactions are incorrectly executed. This risk also includes the risk of entering into business relations with counterparties, whose business practices do not conform to the standards or business ethics of the Issuer.

Personnel risk

The Issuer has a high demand for qualified and specially trained professionals and managers. Personnel risk entails the risk of high staff turnover and the risk that the Issuer will be unable to retain a sufficient staff of qualified personnel, as well as the risk that the Issuer's employees may knowingly or negligently violate established regulations or the firm's business ethics standards.

• Legal and regulatory risks

The Issuer views legal risks as any and all risks resulting from binding contracts and governing legislation. Regulatory risks result from the legal environment in which the Issuer does business.

· Risk of fraud

These are both internal and external risks of fraud such as bribery, insider trading and theft of data.

D.6 Ke

Key information on the key risks that are specific to the securities. This must include a risk warning effect that the investors may lose the value of their entire investment or part of it, as the case may be, and/or, if the investor's liability is not limited to value of investment, a statement of that fact, together with a description of the circumstances in which such additional liability

General risk factors of Warrants

Risk of total loss

Warrants represent particularly risky investment instruments. They entail a particularly high risk of losing the capital invested, up to and including a total loss, plus the transaction costs incurred and any borrowing costs.

Risk of default by the Issuer of the Warrants

In the event of the Issuer becoming insolvent, investors could suffer a loss up to and including a total loss. As bearer securities, Warrants do not fall within the scope of the deposit protection arrangements.

Risk arising from above-average fluctuations in the prices of Warrants (leverage effect)

One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. At the same time, Warrants also entail above-average arises and the likely financial effect.

risks of loss.

Risk of the absence or non-functioning of a secondary market in the Warrants or restricted availability of the Issuer's electronic trading system

Investors should not assume that they will be able to sell a Warrant at a particular time or at a particular price during its term. Investors should assume instead that pricing on the exchange can only take place within the spread of bid and offered prices quoted by the Issuer, if available, and that their buy or sell orders on the exchange will be executed with the Issuer as the direct or indirect counterparty.

Risk in connection with the cessation of secondary trading immediately prior to final maturity

The Issuer and/or the exchange cease trading in the Warrants shortly before their valuation date. However, the reference price of the underlying on the valuation date and/or the applicable exchange rate, both of which are important for the purpose of determining the cash amount of the Warrants, may still change between the last exchange trading day and the maturity date, which may be to the disadvantage of the investor. There is a particular risk that the price of the underlying may reach, fall below or exceed a barrier for the first time shortly before the reference price on the valuation date is determined and after trading in the secondary market has already finished.

Currency risk with respect to the intrinsic value of the Warrants

The performance of the investment is subject to a currency risk if the underlying on which the Warrants are based is expressed in a currency other than the currency in which the cash amount is paid out (settlement currency).

Risks relating to market disruption events

In the event of market disruption events with respect to the underlying, the Issuer has the right to postpone the valuation date for the reference price on exercise. This may result in an additional risk for investors if the underlying performs negatively during the time delay or, where applicable, if the exchange rate for converting the intrinsic value into the settlement currency moves in an unfavourable direction for the investor.

Product specific risk factors

Risk relating to the loss of time value of Warrants depending on the remaining term

The price of Warrants is calculated on the basis of two components of price (intrinsic value and time value). The intrinsic value of Warrants during their term is equal to the difference (if positive), multiplied by the multiplier, between the value of the underlying and the strike (Call Warrants). The amount of the time value, on the other hand, is essentially determined on the basis of the remaining term of the Warrant and the expected frequency

		and intensity of the fluctuations in the price of the underlying expected by the Issuer during the remaining term of the Warrant (implied volatility).		
		Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs		
		The other factors affecting the price of the Warrants include, <i>inter alia</i> , interest rates on the money market relating to the remaining term, expected income from the Issuer's hedging transactions in or related to the underlying and the level of the Issuer's refinancing costs for entering into those hedging transactions.		
		Even if the price of the underlying rises in the case of a call option or falls in the case of a put option, therefore, the value of the Warrant may decline as a result of the other factors affecting value. Given the limited term of the Warrant, there is no guarantee that the price of the Warrant will recover in sufficient time. The shorter the remaining term, the greater the risk.		
Section	E – Offer			
E.2b	Reasons for the offer and use of proceeds when different from making profit and/or hedging certain risks.	certain risks and the net proceeds from the issuance of Warrants presented in this base prospectus will be used by the Issuer for its general business.		
E.3	A description of the terms and conditions of	Offer method, offeror and issue date of the Warrants		
	the offer.	The Warrants are being offered over-the-counter on a continuous basis		
		The offer of the Warrants begins in France on 22/01/2014.		
		The offeror of the Warrants is the Issuer.		
		The issue date is: 22/01/2014		
		Restrictions on the free transferability of the securities		
		The Warrants may be offered or sold only if all applicable securities laws and regulations in force in the jurisdiction in which a purchase, offer, sale or delivery of Warrants is made or in which this document is circulated or kept for inspection have been complied with, and if all consents or authorizations required for the purchase, offer, sale or delivery of the Warrants in accordance with the legal norms in force in that jurisdiction have been obtained.		
		In particular, the Warrants are not and will not be registered pursuant to the United States Securities Act of 1933 as amended. They may not be offered, sold, traded or delivered within the United States either directly or indirectly by or to or for the account of a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933), except in the case of exemption from the registration requirements of the		

		Securities Act. Any person receiving the cash amount in accordance with these terms and conditions is deemed to have made a declaration that the person entitled to the rights arising from the Warrants is not a US person. Issue price and costs and taxes on purchase The initial issue price is EUR 0.15. The purchase of the Warrants incurs no costs or taxes that are specifically charged by the Issuer to the subscriber or purchaser.
E.4	A description of any interest that is material to the issue/offer including conflicting interests.	The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it generally act as the calculation agent for the Warrants. This activity can lead to conflicts of interest since the responsibilities of the calculation agent include making certain determinations and decisions which could have a negative effect on the price of the Warrants or the level of the cash amount.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may engage in trading transactions in the underlying, other instruments linked to it, or derivatives, stock exchange options or stock exchange forward contracts, or may issue other securities and derivatives based on the underlying. The companies may also be involved in the acquisition of new shares or other securities of the underlying or, in the case of stock indices, of individual companies included in the index, or act as financial advisors to the entities referred to or work with them in the commercial banking business. The companies are required to fulfill their obligations arising in this connection irrespective of the consequences resulting for the warrant holders and, where necessary, to take actions they consider necessary or appropriate in order to protect themselves or safeguard their interests arising from these business relationships. The activities referred to above could lead to conflicts of interest and have a negative effect on the price of the underlying or securities linked to it such as the Warrants.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may issue additional derivative securities based on the respective underlying or constituents of the underlying, including securities whose features are the same as or similar to those of the Warrants. The introduction of such products that compete with the Warrants may impact the price of the underlying or the constituents of the underlying and thus also the price of the Warrants. The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may receive non-public information relating to the underlying or the constituents of the underlying, but are under no obligation to pass on such information to the warrant holders. Furthermore, companies belonging to Citigroup, Inc. or affiliated to it may publish research reports relating to the underlying or constituents of the underlying. These types of activities may entail certain conflicts of interest and affect the price of the Warrants.
E.7	Estimated expenses charged to the investor	The estimated expenses for the Warrants, including the cost for admission to exchange trading, are included in the issue price or the selling price, as

by the	issuer or	the	the case may be. If the investor purchases the Warrants from a distributor,	
offeror.			the purchase price to be paid by the investor may include selling fees that	
			have to be disclosed by the distributor.	

ANNEXE - RÉSUMÉ EN FRANÇAIS

Section A – Introduction et mises en garde

A.1 Le présent Résumé présente les caractéristiques et les risques principaux de Citigroup Global Markets Deutschland AG (« l'**Émetteur** ») et les Warrants émis au titre de Prospectus Tripartite de Base. Le Résumé a pour finalité de servir d'introduction au Prospectus Tripartite de Base, qui comporte ce Résumé, le Formulaire d'Enregistrement de Citigroup Global Markets Deutschland AG daté du 3 mai 2013 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG daté du 13 mai 2013. Les investisseurs devraient donc veiller à ne prendre aucune décision d'investir dans les Warrants avant d'avoir pris connaissance du Prospectus dans sa totalité, y compris de tous les suppléments et des Conditions Définitives. Dans le cas où un recours relatif aux informations contenues dans un prospectus de base, dans tous les suppléments ou dans les Conditions Définitives respectives serait intenté auprès d'un tribunal, l'investisseur agissant en tant que plaignant pourrait, en vertu des lois de différents États membres de l'Espace économique européen, être contraint de prendre en charge le coût de la traduction du prospectus de base, de tous les suppléments et des Conditions Définitives, dans la langue de travail du tribunal avant le commencement de la procédure judiciaire. L'Émetteur peut être jugé responsable du contenu de ce Résumé, y compris de toute traduction en étant faite, mais seulement dans le cas où le Résumé serait trompeur, inexact ou contradictoire par rapport aux autres parties du Prospectus, ou, dans le cas où il est lu en même temps que les autres parties du Prospectus Tripartite de Base, s'il ne donne pas toutes les informations clés nécessaires.

A.2 – Consentement à l'utilisation du prospectus.

En ce qui concerne les Offres non-dispensées, en vertu de l'Article 3 (2) de la Directive Prospectus, l'Émetteur consent à l'utilisation du Prospectus par tous les intermédiaires financiers (consentement général) pour les offres faites en France (le ou les « État(s) concerné(s) par l'Offre »). Le consentement général à la revente ultérieure et au placement final des valeurs mobilières par le ou les intermédiaires financiers est donné en ce qui concerne France.

La revente ultérieure et le placement final des valeurs mobilières par les intermédiaires financiers peuvent être effectués pendant la période de validité du Prospectus Tripartite de Base en vertu du §9 de la Loi allemande sur les prospectus de valeurs mobilières (*Wertpapierprospektgesetz*, « WpPG »).

Dans le cas d'une offre faite par un intermédiaire financier, les modalités et conditions de l'offre doivent être précisées aux investisseurs au moment où l'offre est faite par l'intermédiaire financier.

Section B – Émetteur et garants

	1	
B.1	Indiquer la raison sociale et le nom commercial de l'émetteur.	La raison sociale et le nom commercial de l'Émetteur est Citigroup Global Markets Deutschland AG.
B.2	Indiquer le siège social et la forme juridique de l'émetteur, la législation régissant ses activités	Siège social Francfort-sur-le-Main; l'adresse de Citigroup Global Markets Deutschland AG est Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, République fédérale d'Allemagne (téléphone +49 (0)69-1366-0).

	ainsi que son pays	
	d'origine.	Forme juridique et législation régissant les activités
		L'Émetteur est une société anonyme (<i>Aktiengesellschaft</i> , « AG ») au sens de la législation allemande.
		Pays d'origine
		L'Émetteur est immatriculé au Registre de commerce du Tribunal local de Francfort-sur-le-Main sous le numéro HRB 88301.
B.4b	Décrire toute tendance connue ayant des répercussions sur l'émetteur et ses secteurs d'activité.	La Banque prévoit une légère accélération de la croissance économique mondiale en 2013, de 2,5% à 2,6 %. En 2014, la croissance devrait atteindre 3,2 %. Le ralentissement de la croissance économique mondiale observée est principalement imputable à la détérioration de la croissance des pays industrialisés. La Banque prévoit une croissance modérée de 1 pour cent pour les pays industrialisés en 2013 et une légère progression à 1,6 % en 2014.
		De façon générale, la Banque s'attend à un maintien d'écarts significatifs entre les différentes régions dans le monde.
		La Banque s'attend à une légère récession dans l'Eurozone (les prévisions de croissance de la Banque sont de -0,6 % et -0,4 % pour 2013 et 2014). Ceci est attribué à la poursuite de la crise de la dette souveraine et au niveau élevé de l'endettement du secteur privé dans les pays européens périphériques. La BCE devrait continuer à intervenir pour stabiliser les marchés et faire baisser les taux d'intérêt au cours du deuxième trimestre 2013 en fonction de la poursuite de la croissance économique de l'Eurozone, qui pourrait être suivie par une réduction finale de taux d'intérêt prévue pour le deuxième semestre. La Banque estime probable que le Sud de l'Europe et l'Irlande n'aboutiront que progressivement à des solutions communes durables en matière fiscale. Si les pays fondateurs ne sont plus déterminés à renforcer leur soutien aux États périphériques à l'avenir, ceci pourrait aboutir à un ensemble de restructurations de dette (avec probablement des échéances à plus long terme et des réductions de taux d'intérêt), mais probablement pas avant 2015.
		Dans la Division warrants et certificats, la concurrence devrait rester intense entre les principaux émetteurs. D'autres modifications de la réglementation devraient intervenir, qui devront être prises en compte en temps opportun pour l'activité.
		Compte tenu des prévisions faites par les différentes divisions et d'une approche restrictive de la gestion des coûts, la Banque s'attend à un maintien global des bénéfices au cours des exercices 2013 et 2014.
B.5	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur.	L'Émetteur est membre du sous-groupe allemand de Citigroup. En tant que société anonyme, il est géré par un conseil d'administration. L'Émetteur est entièrement détenu par une société holding allemande, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, une société en commandite domiciliée à Francfort-sur-le-Main.
		Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est également un associé passif de l'Émetteur, dans la mesure où il détient une participation passive (« Stille Einlage ») d'un montant total de 122 710 051,49 EUR au 30 novembre 2012. L'associé responsable de la société Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est la société

B.9	Lorsqu'une prévision ou une estimation du bénéfice est réalisée, en indiquer le montant.	Citigroup Global Markets Finance LLC (États-Unis). Le commanditaire unique est Citi Overseas Investment Bahamas Inc. Toutes les actions de Citigroup Global Markets Finance LLC sont détenues par Citi Overseas Investment Bahamas Inc., dont le seul actionnaire est Citibank Overseas Investment Corporation (États-Unis). Cette société est elle-même détenue à 100 % par Citibank, N.A. (États-Unis). Citibank, N.A. (États-Unis) est détenue à 100 % par Citicorp (États-Unis), qui est elle-même détenue à 100 % par Citigroup, Inc (États-Unis). Sans objet; l'Émetteur a décidé de ne publier aucune prévision de bénéfice ou estimation de bénéfice dans le Prospectus de Base.			
B.10	Décrire la nature des éventuelles réserves sur les informations financières historiques contenues dans le rapport d'audit.	Les états financiers annuels de l'Émetteur pour les exercices du 1 ^{er} décembre 2011 au 30 novembre 2012 et du 1 ^{er} décembre 2010 au 30 novembre 2011 ont été audités par l'auditeur statutaire de l'Émetteur et ont obtenu une mention sans réserve de la part de l'auditeur.			
B.12 Présenter les informations financières historiques clés de Citigroup Deutschland AG Le tableau ci-dessous présente une comparaison de cert financières significatives fournies dans les états financiers aud l'exercice budgétaire antérieur (exercice 2011) et l'exercice 2 compte du développement de l'activité de Citigroup Global Ma AG: Compte du développement de l'activité de Citigroup Global Ma AG:				rtaines statistiques dités de 2012 entre 2012 et rend donc	
	ultérieure, accompagnées de			millions d'euros	
	données comparatives	Total du bilan	9.543	8.690	
	couvrant la même période de l'exercice	Volume d'activité	11.162	10.163	
	précédent; la	Fonds propres	590	588	
	présentation des bilans	Volume des prêts	5.365	5.196	
	de clôture suffit toutefois à remplir	Nombre d'employés	348	361	
	l'exigence	1 2			1
	d'informations bilancielles comparables. Une déclaration		01.12.2011 - 30.11.2012 en millions d'euros	Exercice précédent (01.12.2010 – 30.11.2011) en millions d'euros	
	attestant qu'aucune détérioration significative n'a eue de	Revenus d'intérêt de l'exploitation	11	29	
	répercussions sur les	Commissions de courtage	111	96	
	perspectives de	Commissions d'opérations sur	18	17	

l'émetteur depuis la date de ses derniers états financiers vérifiés et publiés, ou une description de toute détérioration significative.

Une description des changements significatifs de la situation financière ou commerciale l'émetteur survenus après la période couverte par informations financières historiques.

valeurs mobilières		
Revenu net des opérations financières de négoce	25	60
Frais généraux et administratifs	161	137

À la date du bilan, les **fonds propres inscrits au bilan** comprennent les éléments suivants :

	30.11.2012 en millions d'euros (audité)	Exercice précédent (30.11.2011) en millions d'euros (audité)
Capital souscrit		
Capital social	210,6	210,6
Participation de l'associé passif	122,7	122,7
Réserves de capital	195,8	193,8
Réserve légale	33,0	33,0
Autres bénéfices mis en réserve	27,9	27,9

De plus, dans le cadre de l'intégration de nouvelles règles au titre de BilMoG en vertu du §340g du Code allemand du commerce (HGB), un nouveau poste séparé a été créé (« Fonds pour les risques bancaires généraux ») pour un montant de 9,4 millions d'euros (6,6 millions d'euros l'année précédente).

Le capital réglementaire imputé sous BIZ se compose d'un capital de base et de capital supplémentaire (passifs subordonnés) après approbation, comme suit :

	30.11.2012 en millions d'euros	Exercice précédent (30.11.2011) en millions d'euros
Fonds propres au bilan	590,0	588,0
Moins immobilisations	0	-1,2
Capital de base	599,3	594,3
Capitaux supplémentaires	0,0	0,0
Fonds propres	599,3	594,3
Ratios de capitaux		
Fonds propres Tier one en %	33,6	29,3
Ratio de capitaux totaux en %	33,6	29,3

En dépit de la crise de dette dans l'Eurozone et de la volatilité concomitante sur les marchés financiers internationaux, Citigroup Global Markets Deutschland AG

a de nouveau réussi à dégager un bénéfice au cours de l'exercice clôturé récemment.

Informations financières semestrielles clés de Citigroup Global Markets Deutschland AG

Le tableau ci-dessous présente une comparaison de certaines statistiques financières significatives pour le premier semestre de l'exercice financier fournies dans les états financiers non-audités de 2013 entre l'exercice budgétaire antérieur et/ou les chiffres des années précédentes et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG:

	31.05.2013 en million d'Euro	30.11.2012 en million d' Euro
Total du bilan	11.147	9.543
Volume d'activité	12.628	11.162
Fonds propres	590	590
Portefeuille des prêts	5.179	5.365
Nombre d'employés à la date du bilan	263	334

	01.12.2012 - 31.05.2013 en million d'Euro	01.12.2011 - 31.05.2012 en million d'Euro
Revenus d'intérêt de l'exploitation	3	7
Commissions de courtage	20	33
Commissions d'opérations sur valeurs mobilières	8	9
Revenu net des opérations financières de négoce	29	16
Frais généraux et administratifs	72	70

Etats en ce qui concerne l'information tendancielle et la situation financière et commerciale.

L'Emetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2012, aucune détérioration significative n'a affecté les perspectives de l'Emetteur.

En outre, l'Emetteur déclare que depuis la date des états financiers provisoires au 31 mai 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale de l'Emetteur.

B.13 Décrire tout événement récent propre à l'émetteur et présentant un intérêt significatif

Aucun événement présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur n'est identifié à ce moment. Cependant, Citigroup Global Markets Deutschland AG est actuellement sujet à un audit extraordinaire sur les retenues à la source fiscales par l'autorité fiscale Francfort-Hoeschst pour

	pour l'évaluation de sa solvabilité.	les années 2007-2008. Dans ce contexte l'autorité fiscale a explicité ses vues quant au fait que Citigroup Global Markets Deutschland AG aurait dû déduire et payer la retenue à la source des dividendes reçus en relation avec transactions communément appelées cum-ex transactions. S'appuyant sur ces observations l'autorité fiscale est actuellement de l'avis que Citigroup Global Markets Deutschland AG est responsable de la non déduction de la retenue à la source d'un montant supérieur à 706 Millions d'Euro pour les années 2007 et 2008. Dans le cas où l'autorité fiscale a raison, la responsabilité fiscale pour les années 2009 à 2011 pourrait se poser ce qui est impossible d'estimer pour le moment. The principal point de départ de l'action en responsabilité des autorités fiscales est de savoir si Citigroup Global Markets Deutschland AG est qualifié de banque allemande exécutant un transaction (die den Verkaufsauftrag ausführende Stelle) durant ces années. De plus, la méthode appliquée pour identifier le montant des dommages et intérêts est débattue comme celle de savoir si Citigroup Global Markets Deutschland AG peut être tenu responsable comme débiteur principal. De plus, il devrait être noté que . Citigroup envisage actuellement des mesures visant à optimiser sa structure d'organisation.
B.14	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur. Si l'émetteur est dépendant d'autres entités du groupe, ce fait doit être clairement stipulé.	Citigroup Global Markets Finance Corporation à titre de société holding allemande possède 100 % des actions de l'Émetteur. En vertu du § 17 (2) de la Loi allemande sur les sociétés par actions (<i>Aktiengesetz</i> , « AktG »), il est considéré qu'une société dont la majorité des actions est détenue par une autre société est dépendante de cette autre société.
B.15	Fournir une description des principales activités de l'émetteur.	L'Émetteur est une banque d'affaire et d'investissement qui propose des solutions financières complètes dans les secteurs des opérations bancaires de l'investissement, des titres à revenu fixe, des opérations de change, des valeurs mobilières et des dérivés ainsi que des services de transactions internationales aux entreprises, aux pouvoirs publics et aux investisseurs institutionnels; c'est en outre un émetteur majeur de warrants et de certificats dont les investisseurs finaux sont principalement des clients particuliers. Depuis la fin de l'année 2012, l'activité de l'Émetteur intègre également Citi Private Bank – Family Office Coverage Germany et Covered Bond Research.
B.16	Dans la mesure où ces informations sont connues de l'émetteur, indiquer si celui-ci est détenu ou contrôlé, directement ou indirectement, et par qui; décrire la nature de ce contrôle.	En plus de l'intégration de l'Émetteur dans le groupe de sociétés Citigroup Inc. mentionné ci-dessus, l'Émetteur est également partie liée à sa maison mère directe par un accord de transfert de pouvoir et de pertes et profits. En vertu de cet accord, l'Émetteur a conféré la gestion de ses affaires à sa maison mère directe. De ce fait, la société holding dont dépend directement l'Émetteur, a le droit de lui donner des instructions. L'accord impose également à l'Émetteur de transférer la totalité de son bénéfice à sa maison mère directe. En contrepartie, la maison mère directe est tenue de compenser toute perte annuelle éventuelle de l'Émetteur durant la période de validité de l'accord, comme prévu en détail par les § 302 (1) et (3) d'AktG.

Section C – Valeurs mobilières

C.1	Décrire la nature et la	Type/forme des Warrants
	catégorie des valeurs mobilières offertes et/ou admises à la négociation et donner tout numéro d'identification des valeurs mobilières.	Les warrants sont des instruments dérivés qui peuvent comporter un droit d'option et qui peuvent donc présenter beaucoup de points communs avec les options. L'une des principales caractéristiques des Warrants est l'effet de levier : une évolution du cours du sous-jacent peut entraîner une variation disproportionnée du cours du Warrant. L'effet de levier du Warrant joue dans les deux sens – non seulement à l'avantage de l'investisseur en cas de bonnes performances des facteurs déterminant la valeur, mais également en sa défaveur en cas de performances défavorables. Le paiement du au titre d'un Warrant lors de son exercice ou de sa liquidation prématurée dépend de la valeur du sous-jacent à ce moment.
		Les Warrants seront émis sous une forme dématerialisée au porteur et seront enregistrés dans les livres du dépôt central des valeurs mobilières qui créditera les comptes des titulaires de compte. Aucun document physique attestant de la possession (notamment des <i>certificats représentatifs</i> conformément à l'Article R.211-7 du Code monétaire et financier français) ne sera émis concernant les Warrants.
		Numéro d'identification des titres
		ISIN: DE000CF6Z667
		Numéro d'identification local : 5125C
C.2	Indiquer dans quelle monnaie l'émission a eu lieu.	Euro
C.5	Décrire toute restriction imposée à la libre négociabilité des valeurs mobilières.	Chaque Warrant est transmissible selon les lois s'appliquant à chaque cas et, le cas échéant, les réglementations et les procédures respectives applicables du dépositaire central de titres dans les livres duquel le transfert est enregistré.
C.8	Décrire les droits	Loi applicable aux titres :
	attachés aux valeurs mobilières y compris leur rang, y compris toute restriction qui leur est applicable.	Les Warrants sont régis par la loi allemande. La constitution des Warrants peut être régie par les lois de la juridiction du dépositaire central de titres.
		Droits attachés aux Warrants
		Chaque Warrant confère à son détenteur le droit au montant en espèces détaillé à la section C.15.
		Statut des Warrants
		Les Warrants créent des obligations non garanties et non subordonnées de l'Émetteur qui se classent <i>pari passu</i> les unes par rapport aux autres et par rapport à toutes autres obligations actuelles et futures non garanties et non subordonnées de l'Émetteur, à l'exception des obligations qui ont priorité en raison de dispositions statutaires obligatoires.
		Limitations de droits

		L'Emetteur a le droit de résilier les Warrants et de modifier par voie d'avenant
		les termes et conditions en application des dispositions prévues aux termes et conditions des Warrants.
C.11	Indiquer si les valeurs mobilières offertes font ou feront l'objet d'une demande d'admission à la négociation, en vue de leur distribution sur un marché réglementé ou sur des marchés équivalents — les marchés en question devant alors être nommés.	Les Warrants ont été admis sur le marché réglementé à la bourse de valeurs de Eurolist, Euronext Paris S.A., qui est un marché réglementé au sens de la Directive 2004/39/CE.
C.15	Décrire comment la valeur de l'investissement est influencée par celle du ou des instrument(s) sous-jacent(s), sauf lorsque les valeurs mobilières ont une valeur nominale d'au moins 100 000 EUR.	Description des Warrants « Call » avec une modalité d'exercice européenne Les Warrants « Call » permettent aux investisseurs de participer avec un effet de levier à la performance positive de la valeur sous-jacente. En contrepartie, cependant, ils participent également sur une base à effet multiplicateur à toute performance négative de la valeur sous-jacente en prenant en plus le risque que le Warrant « Call » expire en perdant totalement sa valeur si le prix de référence de la valeur sous-jacente chute au niveau ou au-dessous du prix d'exercice. À la date d'échéance, le montant reçu par les investisseurs est égal à l'excédent, multiplié par le coefficient multiplicateur, entre le prix de référence de la valeur sous-jacente à la date d'évaluation et le prix d'exercice correspondant. Si le prix de référence est égal ou inférieur au prix d'exercice, le Warrant « Call » expire sans valeur.
C.16	Indiquer la date d'expiration ou d'échéance des instruments dérivés ainsi que la date d'exercice ou la date finale de référence.	Date d'échéance: 25.09.2014 Date d'exercice: 18.09.2014 Date d'évaluation: 18.09.2014
C.17	Décrire la procédure de règlement des instruments dérivés.	Dans le cas de Warrants à exercice automatique, cà-d. d'une modalité d'exercice européenne, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au crédit des détenteurs du warrant enregistrés auprès du dépositaire central à la clôture du jour ouvrable bancaire précédent au siège social du dépositaire central de titres. Le dépositaire central de titres s'est engagé auprès de l'Émetteur à faire un transfert ultérieur correspondant.

C.18	Indiquer les modalités relatives au produit des instruments dérivés.	Dans le cas de Warrants à modalité d'exercice européenne, le droit d'option ne peut être exercé par le détenteur du warrant qu'à la date d'évaluation pour le warrant concerné. Si le montant en numéraire aboutit à une valeur positive, le droit d'option attaché au warrant concerné est considéré exercé à la date d'évaluation sans autres conditions préalables et sans soumission d'une notification explicite d'exercice (« Exercice Automatique »).
C.19	Indiquer le prix d'exercice ou le prix de référence final du sous-jacent.	Prix de référence à la date d'évaluation : Cours de clôture
C.20	Décrire le type de sous-jacent utilisé et indiquer où trouver les informations à son sujet.	Type: action ou titre représentant des actions WKN (Numéro d'identification des valeurs mobilières allemandes): A0M6U2 ISIN: LU0323134006 Société: ArcelorMittal S.A. Bourse de valeurs mobilières concernée: Euronext Amsterdam Page de Reuters: ISPA.AS
		Site Web: www.arcelormittal.com
Section	n D – Risques	
D.2	Fournir les informations clés concernant les principaux risques propres à l'émetteur.	Risque d'arrêt ou de restriction de la fixation du prix par l'Emetteur Si l'Émetteur devait limiter ou abandonner complètement son intention de fixer les prix de l'offre et de la demande, le danger existerait, au cas où les prix des Warrants ne seraient pas fixés par aucune autre partie, que les investisseurs doivent attendre l'échéance finale des Warrants ou, lorsque l'exercice est possible, qu'ils doivent exercer leur droit d'option.
		Risque de liquidité en dépit d'un accord de transfert de pouvoir et de pertes et profits
		L'Émetteur ne serait également pas en mesure d'honorer les obligations liées aux titres en dépit d'un accord de transfert de pouvoir et de pertes et profits si, dans le cas où l'Émetteur générait une perte nette, bien que la maison mère directe soit en principe tenue de prendre cette perte à son compte, il était incapable ou non disposé à se conformer à cet engagement contractuel en raison de ses propres difficultés de trésorerie ou de surendettement.
		Courtage de transactions pour d'autres sociétés du Groupe et répartition du travail au sein de Citigroup
		L'essentiel du revenu de commission de l'Émetteur se compose du revenu des prix de cession des transactions de courtage avec les sociétés apparentées. Les coûts pour l'Émetteur résultant de l'échange de services avec différentes sociétés du Groupe sont remboursés sur la base des accords existants en utilisant les prix de cession. À cette fin, le revenu et les dépenses, en particulier

le revenu de commission pour les transactions réalisées avec l'assistance de la banque à titre de conseiller dans le cadre de ses activités commerciales, sont déterminés et alloués aux différents secteurs fournissant les services. Les transactions se rapportent à la négociation sur les titres, les émissions d'obligations et la gestion financière d'entreprise ainsi qu'à la vente de produits structurés, dérivés de titres de sociétés et les produits de gestion de devises, et aux opérations bancaires internationales. Ce processus est coordonné étroitement dans l'ensemble des secteurs avec Citigroup Global Markets Limited, Londres, en particulier, et également avec Citibank, N.A., Londres.

Si une décision était prise au sein de Citigroup pour réaffecter les activités concernées à d'autres sociétés du Groupe, l'Émetteur pourrait perdre une importante source de revenu.

Les risques de l'activité de prêt

Le portefeuille de prêt de l'Émetteur consiste principalement en prêts accordés à des clients internationaux dans les secteurs de l'industrie et des services financiers ayant des notations de crédit de qualité. Les défauts de remboursement de prêt ont été évités ces dernières années grâce à cette politique commerciale. Le portefeuille de prêts consiste principalement en un nombre raisonnable d'unités empruntrices, comme le prescrit la loi allemande sur les opérations bancaires. Si des emprunteurs individuels importants du portefeuille de l'Émetteur n'étaient pas en mesure d'honorer leurs obligations, une forte hausse des provisions pour pertes sur prêt serait envisageable en principe et des défauts de remboursement sur prêts pourraient se produire.

Risque de taux d'intérêt

Le département des risques et trésorerie évalue et maîtrise le risque sur taux d'intérêt de l'Émetteur. L'exposition de l'Émetteur à des fluctuations des taux d'intérêt peut être un risque à moyen ou à long terme pour la détention de titres liquides si ceux-ci n'étaient pas à l'origine couverts par des transactions de couverture telles que des accords de swap de taux d'intérêt. Il en va de même pour les emprunts à moyen et long terme accordés par l'Émetteur. Un risque significatif de fluctuation des taux d'intérêt pourrait survenir lorsque les taux d'intérêt ne font pas l'objet d'un suivi attentif et en temps opportun, ce qui peut générer le danger concomitant qu'une mesure pour couvrir une telle exposition au risque de taux d'intérêt ne soit pas prise suffisamment tôt.

Risque opérationnel

L'Émetteur a transféré un certain nombre de domaines qui sont importants pour une gestion et un contrôle appropriés de ses activités économiques et les risques qui s'y rapportent à d'autres sociétés au sein et à l'extérieur de Citigroup. Au cas où les sociétés auxquelles ces domaines ont été transférés ne s'acquitteraient pas de leurs obligations contractuelles ou ne le feraient pas en temps opportun, la capacité de l'Émetteur à assumer ses propres obligations découlant des titres qu'il a émis aux dates prévues pourrait également être compromise.

Risque fiscal

Les décisions fiscales prises concernant l'Émetteur sont régulièrement soumises à un examen ultérieur sous forme d'audit fiscal externe ou d'arbitrage des affaires individuelles par les tribunaux compétents. Cette pratique est courante

et signifie qu'un rappel d'impôts peut être décidé par l'administration fiscale des années après l'évaluation initiale en raison d'un contrôle fiscal ou d'une décision à portée générale rendue par un tribunal fiscal.

Risques généraux liés à l'activité

• Risque de règlement

Le risque qu'une transaction soit traitée de manière incorrecte, ou qu'une transaction soit exécutée différemment des intentions et des attentes de la direction de l'Emetteur.

• Risque en matière d'information

Le risque que l'information, qui a été produite, reçue, transmise ou conservée au sein ou à l'extérieur du siège social de l'Émetteur ne soit plus accessible. En outre, de telles informations peuvent être de qualité médiocre ou avoir été mal exploitées ou encore avoir été obtenues sans autorisation. Le risque en matière d'information inclut également les risques provenant des systèmes en tant que tels et utilisés pour le traitement de l'information.

• Risque de réputation

Il représente le risque pour l'Emetteur que la relation avec ses clients se détériore si le niveau de qualité de ses services est insuffisant ou le risque que les transactions soient traitées de manière incorrecte. Ce risque inclut également le risque de développer des relations d'affaires avec des contreparties dont les pratiques ne sont pas conformes aux normes ou à l'éthique de l'Émetteur.

• Risque lié au personnel

L'Émetteur fait appel à des professionnels et des cadres dirigeants qualifiés. Le risque lié au personnel inclut le risque d'une rotation importante du personnel et le risque que l'Émetteur ne soit pas en mesure de retenir un personnel qualifié en nombre suffisant, mais également le risque que les employés de l'Émetteur enfreignent en connaissance de cause ou par négligence les règles fixées ou les standards éthiques de pratique établis par la société.

• Risques juridiques et réglementaires

L'Émetteur considère les risques juridiques comme tout risque résultant des contrats engageant sa responsabilité et de la loi applicable. Les risques réglementaires résultent de l'environnement juridique dans lequel l'Émetteur réalise ses opérations.

• Risques de fraude

Risques internes et externes de fraude tels que la corruption, le délit d'initié et le vol de données.

D 6	Fournir	les
D.0		100
	informations	clés
	concernant	les

Facteurs généraux de risque des Warrants

Risque de perte totale

principaux risques propres aux valeurs mobilières. Inclure un avertissement informant l'investisseur qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son investissement et/ou. si le risque encouru l'investisseur ne se limite pas à la valeur de investissement, une mention de ce fait, assortie d'une description des cas où ce surcroît de risque se matérialise ainsi que des effets financiers probables cette matérialisation.

Les Warrants constituent des instruments d'investissement particulièrement risqués. Ils impliquent un niveau de risque particulièrement élevé de perdre le capital investi, y compris une perte totale, plus les coûts de transaction encourus et tous les coûts d'emprunt.

Risque de défaillance de l'Émetteur des Warrants

Au cas où l'Émetteur deviendrait insolvable, les investisseurs pourraient subir une perte pouvant aller jusqu'à une perte totale. En tant que titres au porteur, les Warrants n'entrent pas dans le champ des dispositions prévues pour la protection des dépôts.

Risque résultant de fluctuations de prix des Warrants supérieures à la moyenne (effet de levier)

L'une des principales caractéristiques des Warrants est l'effet de levier : une évolution du cours de la valeur sous-jacente peut entraîner une variation disproportionnée du cours du Warrant. En même temps, les Warrants génèrent également des risques de perte supérieurs à la moyenne.

Risque d'absence ou de non-fonctionnement d'un marché secondaire de Warrants ou de manque de disponibilité du système de transactions électroniques de l'Émetteur

Les investisseurs ne devraient pas présumer qu'ils seront en mesure de vendre un Warrant à un moment particulier ou à un prix particulier pendant sa période de validité. Les investisseurs devraient plutôt partir de l'hypothèse que le prix en bourse ne peut se situer que dans les limites de la fourchette de prix acheteur et vendeur indiquée par l'Émetteur, si elle est disponible, et que leurs ordres d'achat ou de vente en bourse seront exécutés avec l'Émetteur en qualité de contrepartie directe ou indirecte.

Risque lié à la cessation du négoce sur le marché secondaire immédiatement avant une échéance finale

L'Emetteur et/ou le marché cessent de négocier les Warrants juste avant leur date d'évaluation. Cependant, le prix de référence de la valeur sous-jacente à la date d'évaluation et/ou le taux de change applicable, lesquels sont importants dans la détermination du montant des Warrants, peuvent varier entre le dernier jour de cotation et la date d'échéance, dans un sens défavorable à l'investisseur. Il existe un risque particulier que le prix de la valeur sous-jacente atteigne, chute au-dessous ou dépasse une barrière pour la première fois juste avant que le prix de référence à la date d'évaluation soit déterminé et après la clôture de la cotation sur le marché secondaire.

Risque sur la devise relatif à la valeur intrinsèque des Warrants

La performance de l'investissement est soumise à un risque sur la devise si la valeur sous-jacente sur laquelle les Warrants sont basés est libellée dans une devise autre que la devise dans laquelle le montant en numéraire est versé (devise de règlement).

Risques d'événements perturbant le fonctionnement du marché

En cas de survenue d'événements perturbant le fonctionnement du marché pour

la valeur sous-jacente, l'Émetteur a le droit de repousser la date d'évaluation du prix de référence de l'exercice. Ceci peut entraîner un risque supplémentaire pour les investisseurs si la valeur sous-jacente réalise une performance négative pendant la durée du report ou, le cas échéant, si le taux de change utilisé pour convertir la valeur intrinsèque en devise de règlement fluctue dans un sens défavorable à l'investisseur.

Facteurs de risque spécifiques au produit

Risque relatif à la perte de la valeur temps des Warrants en fonction de la durée résiduelle

Le prix des Warrants est calculé sur la base de deux composants du prix (la valeur intrinsèque et la valeur temps) La valeur intrinsèque des Warrants pendant leur période de validité est égale à la différence (si elle est positive), multipliée par le coefficient multiplicateur, entre la valeur sous-jacente et le prix d'exercice (warrants Call). Le montant de la valeur temps, d'autre part, est essentiellement déterminée en fonction de la durée résiduelle du Warrant et de la fréquence et de l'intensité des fluctuations du prix de la valeur sous-jacente attendues par l'Émetteur pendant la durée résiduelle du Warrant (volatilité implicite).

Risques relatifs à d'autres facteurs affectant la valeur comme les taux d'intérêt du marché monétaire, les dividendes attendus et les coûts de refinancement de l'Émetteur

Les autres facteurs affectant le prix des Warrants comprennent, notamment, les taux d'intérêt sur le marché monétaire pour la durée résiduelle, le revenu attendu des transactions de couverture de l'Émetteur concernant la valeur sousjacente et le niveau des coûts de refinancement de l'Émetteur pour réaliser ces transactions de couverture.

Même si le prix de la valeur sous-jacente s'élève, dans le cas d'une option call, ou chute, dans le cas d'une option put, la valeur du Warrant peut diminuer en raison des autres facteurs affectant la valeur. Compte tenu de la durée de validité limitée du Warrant, aucune garantie ne peut être donnée quant à une remontée du prix du Warrant dans les délais. Plus la durée résiduelle est courte, plus le risque est grand.

Section E - Offre

E.2b	Indiquer les raisons de l'offre et l'utilisation
	prévue du produit de
	celle-ci, lorsqu'il s'agit
	de raisons autres que la
	réalisation d'un
	bénéfice et/ou la
	couverture de certains
	risques.

Sans objet; les raisons de l'offre sont de réaliser des profits et/ou de prendre une couverture par rapport à certains risques et le produit net de l'émission de Warrants présentés dans le Prospectus de Base seront utilisés par l'Émetteur à des fins générales.

E.3 Décrire les modalités et Méthode de présentation de l'offre, offreur et date d'émission des

	les conditions de	Warrants		
	l'offre.	Les Warrants sont offerts de gré à gré en continu.		
		L'offre des Warrants commence en France le 22.01.2014.		
		Les offreur des Warrants est: l'Émetteur		
		La date d'émission est: 22.01.2014		
		Restriction imposée à la libre négociabilité des valeurs mobilières		
		Les Warrants peuvent être offerts ou vendus seulement si l'ensemble des lois et règlementations relatives aux valeurs mobilières en vigueur dans la juridiction dans laquelle un achat, une offre, une vente ou une livraison de Warrants est effectué ou dans laquelle le présent document est diffusé ou conservé pour inspection ont été respectées, et si tous les consentements ou autorisations nécessaires pour l'achat, l'offre, la vente ou la livraison des Warrants conformément aux normes légales en vigueur dans cette juridiction ont été obtenus.		
		En particulier, les Warrants ne sont pas et ne seront pas enregistrés conformément à la Loi sur les valeurs mobilières des États-Unis (<i>United States Securities Act</i>) de 1933 telle qu'amendée. Ils ne peuvent être offerts, vendus, négociés ou livrés au sein des États-Unis directement ou indirectement par ou pour le compte d'un ressortissant des États-Unis (comme défini dans la Réglementation S conformément à la Loi sur les valeurs mobilières des États-Unis de 1933), excepté dans le cas d'exemption des conditions d'enregistrement de la Loi sur les valeurs mobilières. Toute personne recevant le montant de liquidités correspondant aux termes et conditions est considérée comme ayant fait une déclaration indiquant que la personne titulaire des droits découlant des Warrants n'est pas un ressortissant des États-Unis.		
		Prix d'émission, frais et taxes relatifs à l'achat		
		Le prix d'émission initial est de EUR 0,15.		
		Sans objet, l'achat de Warrants ne faisant supporter aucun coût ou taxe à l'Émetteur notamment pour les acheteurs ou les souscripteurs.		
E.4	Décrire tout intérêt, y compris les intérêts conflictuels, pouvant influer sensiblement sur l'émission/l'offre.	L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui agissent généralement en qualité d'agent de calcul des Warrants. Cette activité peut entraîner des conflits d'intérêt dans la mesure où les responsabilités de l'agent de calcul comprennent certaines déterminations et décisions qui pourraient avoir un effet négatif sur le prix des Warrants ou le montant des liquidités.		
		L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent s'engager dans des transactions de négoce sur la valeur sous-jacente, sur d'autres instruments qui s'y rapportent, ou sur des dérivés, des options boursières ou des contrats à terme en bourse, ou peuvent émettre d'autres valeurs et dérivés fondés sur la valeur sous-jacente. Les sociétés peuvent également intervenir dans l'acquisition de nouvelles parts ou d'autres titres de la valeur sous-jacente ou, dans le cas d'indices de valeurs, de sociétés individuelles incluses dans		

l'indice, ou agir en qualité de conseillers financiers pour les entités auxquelles il est fait référence ou collaborer avec elle dans le secteur de la banque d'affaires. Les sociétés sont tenues de s'acquitter de leurs obligations à ce titre, indépendamment des conséquences qui peuvent en résulter pour les détenteurs de warrants et, le cas échéant, devront prendre les mesures qu'elles considèrent nécessaires ou appropriées pour se protéger ou sauvegarder leurs intérêts dans le cadre de ces relations d'affaires. Les activités visées ci-dessus pourraient entraîner des conflits d'intérêt et avoir un effet négatif sur le prix de la valeur sous-jacente ou des titres qui lui sont associés comme les Warrants.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent émettre des titres dérivés supplémentaires fondés sur la valeur sous-jacente, ou sur des éléments constitutifs de la valeur sous-jacente, notamment des titres dont les caractéristiques sont identiques ou similaires à celles des Warrants. L'introduction de tels produits, qui concurrencent les Warrants, peuvent avoir un effet sur le prix de la valeur sous-jacente ou les éléments constitutifs de la valeur sous-jacente et donc aussi sur le prix des Warrants. L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent recevoir des informations de nature non publique se rapportant à la valeur sous-jacente, ou à des éléments constitutifs de la valeur sous-jacente, mais ne sont pas tenus de les communiquer aux détenteurs de warrants. De plus, les sociétés appartenant à Citigroup ou affiliées à lui peuvent publier des rapports de recherche se rapportant à la valeur sous-jacente ou aux éléments constitutifs de la valeur sous-jacente. Les activités de ce type peuvent créer certains conflits d'intérêt et affecter le prix des Warrants.

E.7 Donner une estimation des dépenses facturées à l'investisseur par l'émetteur ou l'offreur.

Les dépenses estimées pour les Warrants, y compris le coût d'admission à la négociation sont compris(es) dans le prix d'émission ou au prix de vente, le cas échéant. Si l'investisseur achète des Warrants auprès d'un distributeur, le prix d'achat à payer par l'investisseur pourra comprendre des commissions de vente devant être communiquées au distributeur.

Citigroup Global Markets Deutschland AG

Frankfurt am Main

(Issuer)

Final Terms dated

21 January 2014

to the

Tripartite Base Prospectus dated 13 May 2013 as amended (the "Tripartite Base Prospectus")

CALL OR PUT WARRANTS

referenced to the following underlying:

ArcelorMittal

ISIN: DE000CF6Z675

The respective Final Terms to the Tripartite Base Prospectus will be made available as a separate document in paper form free of charge at the address of the relevant paying agent and published on the Issuer's website (www.citifirst.com).

The subject matter of the Final Terms is Call or Put Warrants (Product No. 1) (the "Warrants" or the "Series") based on a share or a security representing shares issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer").

The Final Terms were prepared in accordance with Article 5 (4) of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (as most recently amended by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010) (the "Prospectus Directive") and must be read in conjunction with the Tripartite Base Prospectus (consisting of the Summary and the Securities Note, each dated 13 May 2013, and the Registration Form of Citigroup Global Markets Deutschland AG dated 3 May 2013, including any supplements). Complete information about the Issuer and the offer of the Warrants can be obtained only from a synopsis of these Final Terms together with the Tripartite Base Prospectus (including all related supplements, if any).

The Final Terms to the Tripartite Base Prospectus take the form of a separate document within the meaning of Article 26 (5) of Commission Regulation (EC) No. 809/2004 of 29 April 2004 as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012 and Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012 (the "**Prospectus Regulation**").

An issue specific summary that has been completed for the Warrants is attached to these Final Terms.

INFORMATION ABOUT THE TERMS AND CONDITIONS – ISSUE SPECIFIC CONDITIONS

With respect to the Series of Warrants, the Issue Specific Conditions applicable to the Call or Put Warrants, as replicated in the following from the Tripartite Base Prospectus and supplemented by the information in the Annex to the Issue Specific Conditions as set out below, and the General Conditions contain the conditions applicable to the Warrants (referred to together as the "Conditions"). The Issue Specific Conditions should be read in conjunction with the General Conditions.

Part A. Product Specific Conditions

No. 1 Option Right

Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer") hereby grants the holder (each a "Warrant Holder") of Call or Put Warrants (the "Warrants"), based on the Underlying as specified in detail in each case in Table 1 and Table 2 of the Annex to the Issue Specific Conditions, the right (the "Option Right") to require the Issuer to pay the Cash Amount (No. 2 (1) of the Issue Specific Conditions) or the Termination Amount (No. 2 of the General Conditions) in accordance with these Terms and Conditions.

No. 2 Cash Amount; Definitions

- (1) The "Cash Amount" for each Warrant, subject to the early redemption of the Warrants by the Issuer (No. 2 of the General Conditions), shall be the Intrinsic Value of a Warrant, if the latter is already expressed in the Settlement Currency, or the Intrinsic Value of a Warrant converted into the Settlement Currency using the Reference Rate for Currency Conversion.
- (2) The "Intrinsic Value" of a Warrant shall be the difference, expressed in the Reference Currency and multiplied by the Multiplier, by which the Reference Price of the Underlying determined on the Valuation Date is higher than (Call Warrants) or lower than (Put Warrants) the respective Strike.
- (3) The following definitions shall apply in these Terms and Conditions:

"Additional Securities Euroclear System, Brussels; Clearstream Banking S.A.,

Depositaries": Luxembourg

"Auxiliary Location": London, United Kingdom

"Banking Day": Every day on which the commercial banks in Paris and

Frankfurt am Main are open for business, including trade in foreign currencies and the receipt of foreign currency deposits (except for Saturdays and Sundays), the

TARGET2-System is open and the Central Securities

Depositary settles payments. "TARGET2-System" shall mean the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) payment system or any successor system.

"Central Securities Depositary":

Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

France

"Clearing Territory of the

France

Central Securities Depositary":

"Currency Conversion Date": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Exchange Rate Reference

not applicable

Agent":

"Exercise Date":

I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

Valuation Date

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

The Banking Day at the respective place of the Exercise Agent pursuant to No. 3 (1), on which the exercise prerequisites pursuant to No. 3 (1) are met for the first time at 10:00 a.m. (local time at the place of the

respective Exercise Agent).

"Form of the Warrants": The Warrants will be issued in dematerialized bearer form

(au porteur) and inscribed in the books of the Central Securities Depositary which shall credit the accounts of the Account Holders. No physical document of title (including certificats représentatifs pursuant to Article R.211-7 of the French Monetary and Financial Code (Code monétaire et financier)) will be issued in respect of

the Warrants.

"Issue Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Issuer's Website": www.citifirst.com

"Maturity Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Minimum Exercise Volume": 100 Warrant(s) per ISIN or an integral multiple thereof

"Minimum Trading Volume": 1 Warrant(s) per ISIN or an integral multiple thereof

"Modified Exercise Date + 1": I. Applicable in the case of Warrants with a European

> Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

not applicable

"Modified Exercise Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

The first Exercise Date which is a Banking Day at the Auxiliary Location and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant Adjustment Exchange as specified in Table 2 of the Annex to the Issue Specific Conditions.

"Modified Valuation Date + 1": not applicable

"Modified Valuation Date": not applicable

"Multiplier": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Number": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Payment Date upon Exercise": I. Applicable in the case of Warrants with a European

> Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

At the latest the fifth common Banking Day following the Exercise Date at the registered office of the Issuer and the place of the Central Securities Depositary.

"**Reference Currency**": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"**Reference Price**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Reference Rate for Currency

Conversion":

not applicable

"Rollover Date": not applicable

"Settlement Currency": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Strike": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type of Exercise": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Underlying": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Valuation Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

As specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation

Date.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

In case of an exercise during the Exercise Period, the Valuation Date as specified in Table 2 of the Annex to the Issue Specific Conditions; in case of an Automatic Exercise, the Valuation Date as specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation Date.

No. 3 Exercise of the Option Rights

I. Applicable in the case of Warrants with a European Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

- (1) The Option Right may be exercised by the Warrant Holder only with effect as of the Valuation Date for the respective Warrant. If the Cash Amount results in a positive value, the Option Right attaching to the respective Warrant shall be deemed to be exercised on the Valuation Date without further preconditions and without the submission of an explicit Exercise Notice (referred to in the following as "Automatic Exercise").
- (2) The Issuer will transfer any positive Cash Amount to the Central Securities Depositary on the Maturity Date for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid.
- (3) The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer. In the event that the onward transfer of the Cash Amount or of the fair market value is not possible within three months after the Maturity Date ("Presentation Period"), the Issuer shall be entitled to deposit the relevant amounts with the Frankfurt am Main Local Court for the Warrant Holders at their risk and expense with a waiver of its right to reclaim those amounts. Upon the deposit of the relevant amounts with the Court, the claims of the Warrant Holders against the Issuer shall expire.
- (4) All taxes or other levies that may be incurred in connection with the payment of the Cash Amount or of the fair market value shall be borne by the Warrant Holders.
- (5) If the Valuation Date falls between the date on which the Issuer determines that there are grounds for making an Adjustment in accordance with No. 6 of the Issue Specific Conditions and the date on which the Issuer has given notice of the Adjustments (referred to in the following as the "Adjustment Period"), the Valuation Date shall be the first Banking Day common to the head office of the Issuer and to the location of the Central Securities Depositary following the date on which the Issuer has given notice of the Adjustments for the Valuation Date. The calculation of the Cash Amount in accordance with No. 2 of the Issue Specific Conditions shall be based on the relevant Reference Price of the Underlying on the Valuation Date together with the Adjustments made by the Issuer.
- (6) The Cash Amount and the fair market value shall be paid in the Settlement Currency without a requirement for the Issuer to give notice of any kind.
- (7) A declaration shall be deemed to have been made automatically that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell

or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell, resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the respective series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

(1) For the exercise of the Warrants to be effective, the holder of the respective Warrant must comply with the preconditions set out below with respect to the relevant Exercise Agent within the Exercise Period for the respective Warrant. The Exercise Period for the Warrants shall begin in each case on the third Banking Day after the Issue Date and shall end in each case at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the Valuation Date or, if the Reference Price of the Underlying is usually determined before 11.00 a.m. (local time at the location of the relevant Exercise Agent), the Exercise Period ends at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the last Trading Day preceding the last Valuation Date. The provisions of paragraphs (2) to (4) of this No. 3 II shall also apply.

If the Option Rights are exercised via the Exercise Agent in **France**, the Warrant Holder must submit to Citibank International plc., France (the "**Exercise Agent**") at the following address:

Citibank International plc. - Service Titres, 1-5 Rue Paul Cezanne, 75008 Paris, France a properly completed "Paris" Exercise Notice for the respective ISIN (International Securities Identification Number) using the form available from the Issuer (referred to in the following as "Exercise Notice") and must have transferred the Warrants which it is intended to exercise

- to the Issuer crediting its account No. 186 at Euroclear France, account nature 51 or its account No. 67098 at Clearstream Luxembourg.

The Exercise Notice must specify:

- the ISIN (International Securities Identification Number) of the Warrant series and the number of Warrants intended to be exercised and
- the account of the Warrant Holder with a bank in France into which the Cash Amount is to be paid. If the Exercise Notice does not specify an account or specifies an account outside France, a check for the Cash Amount will be sent to the Warrant Holder at his risk by normal post to the address given in the Exercise Notice within five (5) Banking Days in Frankfurt am Main and Paris following the Valuation Date.
- Confirmation must also be given that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell,

resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

- (2) The Exercise Notice shall become effective on the Exercise Date according to No. 2 (3) of the Issue Specific Conditions. The Exercise Notice may not be revoked, including during the period prior to the date on which it becomes effective. All of the preconditions set out in No. 3 (1) of the Issue Specific Conditions must be satisfied within five (5) Banking Days of the occurrence of the first precondition. In any other circumstances, the Issuer shall have the right to return any payments already made to the Warrant Holder without interest at his risk and expense; in this event the Exercise Notice shall not become effective.
- (3) Option Rights that have not been exercised effectively in accordance with paragraphs (1) and (2) shall be deemed, subject to early termination by means of extraordinary Termination pursuant to No. 2 of the General Conditions, to be exercised on the final day of the Exercise Period without further preconditions, if the Cash Amount is positive ("Automatic Exercise"). In the event of Automatic Exercise, the confirmation referred to in the last subparagraph of paragraph (1) shall be deemed to have been given automatically. In any other circumstances, all rights arising from the Warrants that have not been exercised effectively by then shall expire on that day and the Warrants shall become invalid.
- (4) All taxes or other levies that may be incurred in connection with the exercise of the Warrants shall be borne by the Warrant Holder. The exercise or settlement amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.
- (5) The Issuer will transfer any Cash Amount to the Central Securities Depositary on the Payment Date upon Exercise for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid. The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer.

No. 4 (not applicable)

Part B. Underlying Specific Conditions

No. 5 Underlying

- (1) The "**Underlying**" shall be the share or security representing shares specified as the Underlying in Table 2 of the Annex to the Issue Specific Conditions of the Company specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Company**").
- (2) The "Reference Price" of the Underlying shall correspond to the price specified as the Reference Price of the Underlying in Table 1 of the Annex to the Issue Specific Conditions,

as calculated and published on Trading Days on the Relevant Exchange specified in Table 2 of the Annex to the Issue Specific Conditions (the "Relevant Exchange"). "Trading Days" shall be days on which the Underlying is normally traded on the Relevant Exchange. "Trading Hours" shall be hours during which the Underlying is normally traded on the Relevant Exchange on Trading Days.

No. 6 Adjustments

(1) If an Adjustment Event pursuant to paragraph (2) of this No. 6 occurs, the Issuer shall determine whether the relevant Adjustment Event has a diluting, concentrative or other effect on the computed value of the Underlying and, if such is the case, shall if necessary make a corresponding Adjustment to the affected features of the Warrants, which in its reasonable discretion is appropriate in order to take account of the diluting, concentrative or other effect and to leave the Warrant Holders as far as possible in the same position in financial terms as they were in before the Adjustment Event took effect. The Adjustments may relate, inter alia, to the Strike, the Multiplier and other relevant features, as well as to the replacement of the Underlying by a basket of shares or other assets or, in the event of a merger, by an adjusted number of shares of the absorbing or newly formed company and, where relevant, the specification of a different exchange as the Relevant Exchange and/or a different currency as the Reference Currency. The Issuer may (but is not obliged to) base the determination of this appropriate Adjustment on the adjustment made in response to the relevant Adjustment Event by a futures exchange, on which options or futures contracts on the Underlying are traded at the time of the Adjustment Event, in respect of options or futures contracts on the relevant share traded on that futures exchange.

(2) An "Adjustment Event" shall be:

- (a) the subdivision (stock split), combination (reverse stock split) or reclassification of the respective shares or the distribution of dividends in the form of bonus shares or stock dividends or a comparable issue;
- (b) the increase in the capital of the Company by means of the issue of new shares in return for capital contributions, with the grant of a direct or indirect subscription right to its shareholders (capital increase for capital contributions);
- (c) the increase of the capital of the Company from its own financial resources (capital increase from corporate funds);
- (d) the grant by the Company to its shareholders of the right to subscribe for bonds or other securities with option or conversion rights (issue of securities with option or conversion rights);
- (e) the distribution of an extraordinary dividend;
- (f) the spin-off of a division of the Company in such a way that a new, independent company is formed or the division is absorbed by a third company, with the grant to the

- shareholders of the Company of shares in either the new company or the absorbing company for no consideration;
- (g) the permanent delisting of the Underlying on the Relevant Exchange as a result of a merger by absorption or new company formation or for another reason;
- (h) other comparable events that could have a diluting, concentrative or other effect on the calculated value of the Underlying.
- (3) The rules described in the preceding paragraphs shall apply analogously to securities representing shares as the Underlying (such as ADRs, ADSs or GDRs).
- (4) Changes in the method of calculating the Reference Price or other prices for the Underlying that are relevant in accordance with these Terms and Conditions, including a change in the Trading Days or Trading Hours relevant for the Underlying, shall entitle the Issuer to adjust the Option Right accordingly in its reasonable discretion. The Issuer shall determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change.
- (5) In the event that the Underlying is permanently delisted on the Relevant Exchange but continues to be listed on another exchange or another market which the Issuer in its reasonable discretion considers to be suitable (the "New Relevant Exchange"), then, subject to extraordinary Termination of the Warrants by the Issuer pursuant to No. 2 of the General Conditions, the Cash Amount shall be calculated on the basis of the corresponding prices for the Underlying calculated and published on the New Relevant Exchange. In addition, all references in these Terms and Conditions to the Relevant Exchange shall then be deemed, insofar as the context allows, to be references to the New Relevant Exchange.
- (6) In the event that a voluntary or compulsory liquidation, bankruptcy, insolvency, winding up, dissolution or comparable procedure affecting the Company is initiated, or in the event of a process as a result of which all of the shares in the Company or all or substantially all of the assets of the Company are nationalized or expropriated or required to be transferred in some other way to government bodies, authorities or institutions, or if following the occurrence of an event of another kind the Issuer reaches the conclusion that it is not possible to make an Adjustment that would reflect the changes that have occurred appropriately from a financial point of view, then the Issuer will terminate the Warrants pursuant to No. 2 of the General Conditions.
- (7) The Issuer shall give notice of the Adjustments and the date on which the Adjustments become effective in accordance with No. 4 of the General Conditions.

No. 7 Market Disruption Events

(1) If a Market Disruption Event in accordance with paragraph (2) of this No. 7 exists on the Valuation Date, then the Valuation Date shall be postponed to the next following day which fulfills the criteria for a Valuation Date in accordance with No. 2 of the Issue Specific Conditions and on which a Market Disruption Event no longer exists. The Issuer shall endeavor to give notice to the Warrant Holders without delay in accordance with No. 4 of the

General Conditions that a Market Disruption Event has occurred. However, there shall be no obligation to give notice. If, as a result of the provisions of this paragraph, the Valuation Date has been postponed for five (5) consecutive days that fulfill the criteria for a Valuation Date in accordance with No. 2 (3) of the Issue Specific Conditions and if the Market Disruption Event continues to exist on that day as well, then that day shall be deemed to be the Valuation Date and the Issuer shall determine the Cash Amount in its reasonable discretion taking account of the market conditions prevailing on any such deemed Valuation Date.

(2) "Market Disruption Event" shall mean

- (i) the suspension or restriction of trading in the Underlying on the Relevant Exchange, or
- (ii) the suspension or restriction of trading (including the lending market) in a futures or options contract based on the Underlying on a Futures Exchange on which futures or options contracts based on the Underlying are traded (the "Futures Exchange");

if that suspension or restriction occurs or exists in the last half-hour before the calculation of the closing price of the Underlying that would normally take place and is material as determined by the Issuer in its reasonable discretion. A change in the Trading Days or Trading Hours on or during which the Underlying is traded does not constitute a Market Disruption Event, provided that the change takes place as the result of a previously announced change in the trading regulations by the Relevant Exchange.

ANNEX TO THE ISSUE SPECIFIC CONDITIONS

Table 1 – supplementary to Part A. Product Specific Conditions

Issue Date: 22/01/2014

Initial value date in France: 27/01/2014

ISIN / Local Trading Code	Underlying	Туре	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike	Multiplier	Valuation Date / Maturity Date	Type of Exercise	Number	Reference Price of the Underlying ("Reference Price")
DE000CF6Z675 / 5126C	ArcelorMittal	PUT	No	EUR 0.19	Euro (EUR)	EUR 13.00	0.2	20/03/2014 / 27/03/2014	European	3,000,000	Closing price

Table 2 – supplementary to Part B. Underlying Specific Conditions

Underlying (Company) / Share type	ISIN or Reuters	Relevant Stock Exchange /	Valuation Date /	Currency in which the
	Code of the	Relevant Adjustment Exchange for the	Currency Conversion Date	Reference Price is expressed
	Underlying	Underlying ("Adjustment Exchange")	-	("Reference Currency")
ArcelorMittal S.A. / Common Shares	LU0323134006	Euronext Amsterdam / EUREX Frankfurt	See Table 1 / not applicable	Euro (EUR)

The following specific meanings shall apply in this context:

Deutsche Börse AG, Frankfurt, Germany (XETRA®)

EUREX : EUREX, Frankfurt, Germany

STOXX Limited, Zurich : STOXX Limited, Zurich, Switzerland

Dow Jones & Company, Inc., New York, U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

Nikkei Inc. : Nikkei Inc., Tokyo, Japan

Standard & Poor's Corp., New York, N.Y., U.S.A.

AEX Options and Futures Exchange : AEX Options and Futures Exchange, Amsterdam, The Netherlands

Bolsa de Derivados Portugal : Bolsa de Derivados Portugal, Lisbon, Portugal

EUREX : EUREX, Zurich, Switzerland

Euronext Amsterdam/ Euronext Lisbon/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Euronext Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Discrete Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Paris S.A., Paris, France

Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.) : Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.), Helsinki, Finland

Helsinki Derivatives Exchange (HEX Ltd.) : Helsinki Derivatives Exchange (HEX Ltd.), Helsinki, Finland

HSIL : Hang Seng Indexes Company Limited ("HSIL"), Hong Kong, China

Madrid stock exchange : Bolsa de Madrid, Madrid, Spain

MEFF
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
New York Stock Exchange, New York, NY, USA
OCC
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signatu

OSE : Osaka Securities Exchange, Osaka, Japan TSE : Tokyo Stock Exchange, Tokyo, Japan SIX Swiss Exchange, Swiss Exchange : SIX Swiss Exchange, Switzerland

RISK FACTORS

Investors should read carefully the risk factors set out under "I. Risk factors of Warrants" in the Securities Note and under 1. in the Registration Form.

In particular, the following optional risk factors that relate only to certain types of Warrants are applicable to these Warrants (please refer to "I. Risk factors of Warrants" in the Securities Note):

- Risk relating to the loss of time value of Warrants depending on the remaining term
- Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs

ADDITIONAL INFORMATION

Name and address of the paying agents and the calculation agent

Paying Agent(s):

Citigroup Global Markets Ltd., 1-5 Rue Paul Cézanne, 75008 Paris, France

Calculation Agent:

Citigroup Global Markets Deutschland AG, Frankfurter Welle, Reuterweg 16, D-60323 Frankfurt am Main, Federal Republic of Germany

Conflicts of interest

With respect to interests of natural and legal persons involved in the issue and resulting potential conflicts of interest, please refer to "4. Risk of conflicts of interest" under "I. Risk factors of Warrants" in the Securities Note.

Offer method

The Warrants are being offered over-the-counter on a continuous basis in one series.

The offer of the Warrants begins in France on 22/01/2014.

Stock exchange listing

The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.

Consent to the use of the Prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*, "WpPG").

Issue price, price calculation and costs and taxes on purchase

The initial issue price is specified in Table 1 of the annex to the Issue Specific Conditions.

Both the initial issue price and the bid and offered prices quoted by the Issuer during the term of the Warrants are calculated using theoretical pricing models. In this context, the bid and offered prices for the Warrants are determined on the basis, among other things, of the mathematical value of the Warrants, the costs of hedging and accepting risk and the expected return. Please see also the information provided under "Risk relating to the calculation of the warrant prices" and "4. Risk of conflicts of interest", both in Section "I. Risk factors of Warrants".

No costs or taxes of any kind for the warrant holders will be deducted by the Issuer whether the Warrants are purchased off-market (in countries where this is permitted by law) or via a stock exchange. Such costs or taxes should be distinguished from the fees and costs charged to the purchaser of the Warrants by his bank for executing the securities order, which are generally

shown separately on the statement for the purchase transaction in addition to the price of the Warrants. The latter costs depend solely on the particular terms of business of the warrant purchaser's bank. In the case of a purchase via a stock exchange, additional fees and expenses are also incurred. Furthermore, warrant holders are generally charged an individual fee in each case by their bank for managing the securities account. Notwithstanding the foregoing, profits arising from the Warrants or capital represented by the Warrants may be subject to taxation.

Information on the underlying

Website: www.arcelormittal.com

Disclaimers in relation to Share Prices used as Underlyings

Insofar as share prices are the underlying of Warrants issued by the issuer and described in this Final Terms document, the respective public limited company that has issued the relevant shares, to whose reference price the Warrants relate (the "Issuer of the Underlying"), does not express any recommendation for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main. The Issuer of the underlying neither directly nor indirectly assumes any liability for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main.

The Warrants are the sole obligation of Citigroup Global Markets Deutschland AG and do not involve liability on the part of the Issuer of the underlying. This is not an offer of shares. The Issuer of the underlying has not been and does not want to be involved, neither directly nor indirectly, in deciding the timing of the issue, or the preparation of this document, or the constitution of the option rights under these securities. Furthermore, the Warrant Holder will not have any right through the Warrant to any information, votes or dividends in the Issuer of the underlying.

Publication of additional information

The Issuer does not intend to provide any additional information about the underlying.

The Issuer will publish additional notices described in detail in the terms and conditions. Examples of such notices are adjustments of the features of the Warrants as a result of adjustments relating to the underlying which may, for example, affect the conditions for calculating the cash amount or a replacement of the underlying. A further example is the early redemption of the Warrants if an adjustment cannot be made.

Notices under these terms and conditions are generally published on the Issuer's website. If and to the extent that mandatory provisions of the applicable laws or exchange regulations require notices to be published elsewhere, they will also be published, where necessary, in the place prescribed in each case.

Selling restrictions

Information on selling restrictions can be found under "VI. Selling restrictions" in the Securities Note.

ANNEX – ISSUE SPECIFIC SUMMARY

Section A – Introduction and warnings

This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the A.1 "Issuer") and of the Warrants issued under the Tripartite Base Prospectus. The Summary is intended as an introduction to the Tripartite Base Prospectus, which comprises this Summary, the Registration Form of Citigroup Global Markets Deutschland AG dated 03 May 2013 including any supplements and the Securities Note of Citigroup Global Markets Deutschland AG dated 13 May 2013. Investors should therefore ensure that any decision to invest in the Warrants is based on a review of the entire Prospectus, including any supplements and the Final Terms. Where claims relating to the information contained in a base prospectus, any supplements, and the respective Final Terms are brought before a court, the investor acting as plaintiff may, as a result of the laws of individual member states of the European Economic Area, have to bear the costs of translating the base prospectus, any supplements, and the Final Terms into the language of the court prior to the commencement of legal proceedings. The Issuer can be held liable for the content of this Summary, including any translation prepared, but only in the event that the Summary is misleading, inaccurate or inconsistent when read in conjunction with the other parts of the Prospectus, or, when read in conjunction with the other parts of the Tripartite Base Prospectus, does not convey all of the key information required.

A.2 Consent to use the prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent) for offers in France (the "Offer State"). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (Wertpapierprospektgesetz, "WpPG").

In the event of an offer by a financial intermediary, the terms and conditions of the offer must be provided to investors at the time of the offer by the financial intermediary.

Sectio	n B – Issuer and any g	guarantors
B.1	The legal and commercial name of the issuer.	The legal and commercial name of the Issuer is Citigroup Global Markets Deutschland AG.
B.2	The domicile and legal form of the issuer, the legislation under which the issuer operates and its country of incorporation.	Prankfurt am Main; the address of Citigroup Global Markets Deutschland AG is Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, Federal Republic of Germany (telephone +49 (0)69-1366-0). Legal form and jurisdiction The Issuer is a stock corporation (Aktiengesellschaft, "AG") under German law. Place of registration The Issuer is entered in the commercial register of the Frankfurt am Main Local Court under the number HRB 88301.

	T.	
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Bank expects world economic growth in 2013 to increase slightly from 2.5 per cent to 2.6 per cent. In 2014 growth should increase to 3.2 per cent. The slowdown in worldwide economic growth was principally due to the slowdown of growth in the industrialized countries. The Bank expects moderate growth of 1.0 per cent for industrialized countries in 2013 and a modest increase to 1.6 per cent in 2014.
		Overall the Bank expects continued significant variations between different regions in the world.
		The Bank expects a mild recession in the Eurozone (the Bank's growth forecasts are for -0.6 per cent and -0.4 per cent for 2013 and 2014). This is seen to be due to the continuing sovereign debt crisis and the high level of private sector indebtedness in the peripheral European countries. The ECB is expected to continue to act to stabilise markets and to reduce interest rates in the second quarter of 2013 depending on further economic growth in the Eurozone, which could be followed by a forecast final interest rate reduction in the second half of the year. The Bank considers it likely that Southern Europe and Ireland will only gradually reach a common sustainable fiscal path. If the core countries in future are no longer prepared to increase their support for the peripheral states, this could lead to a raft of debt restructurings (with likely longer maturities and interest rate reductions), but probably not before 2015.
		In the Warrants and Certificates Division, the competition is expected to remain intense among leading issuers. Further regulatory challenges are expected, which have to be integrated into the business in a timely manner.
		Given the forecasts made by the individual business divisions and a restrictive cost management approach, the Bank is expecting continued overall profits in fiscal years 2013 and 2014.
B.5	If the issuer is part of a group, a description of the group and the issuer's position	The Issuer is a member of the German subgroup of Citigroup. As a public limited company, it is managed by the executive board. The Issuer is wholly-owned by the German holding company, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, a limited partnership with registered offices in Frankfurt/Main.
	within the group.	Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is also a silent partner of the Issuer, having a silent equity interest ("Stille Einlage") totalling EUR 122,710,051.49 as of 30 November 2012. The general partner of Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is Citigroup Global Markets Finance LLC (USA). The sole limited partner is Citi Overseas Investment Bahamas Inc.
		All shares of Citigroup Global Markets Finance LLC are held by Citi Overseas Investment Bahamas Inc., the sole shareholder of which is Citibank Overseas Investment Corporation (USA). This company is in turn 100 per cent owned by Citibank, N.A. (USA). Citibank, N.A. (USA) is a 100 per cent owned subsidiary of Citicorp (USA), which in turn is a 100 per cent owned subsidiary of Citigroup, Inc. (USA).
B.9	Where a profit	Not applicable; the Issuer has decided not to make any profit forecasts or profit

	forecast or estimate is made, state the figure.	estimates in the Base Prosp	ectus.		
B.10	A description of the nature of any qualifications in the audit report on the historical financial information.	The annual financial state December 2011 to 30 Nov 2011 were audited by the unqualified auditor's opinion	vember 2012 and ne Issuer's statute	1 December 201	0 to 30 November
B.12	Selected historical key financial information regarding the issuer, presented for each financial year of the period	Key Annual Financial Deutschland AG The table below provides a which have been taken fro prior fiscal year (fiscal year business development of Ci	m the audited fin ar 2011) and fisca	ertain noteworthy ancial statements I year 2012 and	2012 between the thereby reveals the
	covered by the historical financial information and any		30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro	
	subsequent interim	Balance sheet total	9,543	8,690	
	financial period accompanied by	Business volume	11,162	10,163	
	comparative data	Equity capital	590	588	
	from the same	Loan portfolio	5,365	5,196	
	period in the prior financial year,	Number of employees	348	361	
	except that the	- Company of the comp			I
	requirement for comparative balance sheet information is satisfied by		01.12.2011 - 30.11.2012 in million Euro	prior fiscal year (01.12.2012 - 30.11.2011) in million Euro	
	presenting the year- end balance sheet	Interest income from operations	11	29	
	information. A statement that there	Commissions from brokerage business	111	96	
	has been no material adverse change in the	Commissions from securities business	18	17	
	prospects of the issuer since the date	Net income from financial trading operations	25	60	
	of its last published audited financial	General administrative expenses	161	137	
	statements or a description of any material adverse change.	As of the balance sheet da following components:	ate, the balance s	sheet equity cap	ital consists of the
	A description of				

significant changes in the financial or trading position of the issuer subsequent to the period covered by the historical financial information.

	30.11.2012 in million Euro (audited)	prior fiscal year (30.11.2011) in million Euro (audited)
Subscribed capital		
Share capital	210.6	210.6
Silent partner capital	122.7	122.7
Capital reserves	195.8	193.8
Legal reserves	33.0	33.0
Other earnings reserves	27.9	27.9

In addition, as part of incorporating the new rules under the BilMoG pursuant to § 340g of the German Commercial Code (HGB), a new separate item was created ("Fund for general banking risks") in the amount of EUR 9.4m (EUR 6.6m in the previous year).

The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows:

	30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro
Equity capital on balance sheet	590.0	588.0
Less intangible assets	0	-1.2
Core capital	599.3	594.3
Supplementary capital	0.0	0.0
Equity capital	599.3	594.3
Capital ratios		
Tier one capital in %	33.6	29.3
Total capital ratio in %	33.6	29.3

Despite the debt crisis in the Eurozone and the concomitant volatility on the international financial markets, Citigroup Global Markets Deutschland AG was once again able to earn a profit in the recently completed fiscal year.

Key Semi-Annual Financial Information of Citigroup Global Markets Deutschland AG

The table below provides a comparison of certain noteworthy financial statistics for the first half of the financial year 2013 which have been taken from the unaudited interim financial statements 2013 between the prior fiscal year and/or the previous year's figures and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

	31.05.2013	30.11.2012	
	in million Euro	in million Euro	

Balance sheet total	11,147	9,543
Business volume	12,628	11,162
Equity capital	590	590
Loan portfolio	5,179	5,365
Number of employees on the balance sheet date	263	334

	01.12.2012 - 31.05.2013 in million Euro	01.12.2011 - 31.05.2012 in million Euro
Interest income from operations	3	7
Commissions from brokerage business	20	33
Commissions from securities business	8	9
Net income from financial trading operations	29	16
General administrative expenses	72	70

Statements as regards trend information and financial or trading position

The Issuer declares that since the date of the last audited annual financial statements on 30 November 2012 no material adverse change in the prospects of the Issuer has occurred.

Furthermore, the Issuer declares that since the date of the last interim financial statements on 31 May 2013 no significant change has occurred in the financial or trading position of the Issuer.

B.13 A description of any recent events particular to the issuer which are to a material extent relevant to the evaluation of the issuer's solvency.

Significant events that may have a material impact on the assessment of the Issuer's solvency can not be determined at the moment. However, Citigroup Global Markets Deutschland AG is currently subject to an extra-ordinary audit on withholding taxes by the Frankfurt-Hoechst tax authority for the years 2007-2008. In this context the tax authority has expressed its view that Citigroup Global Markets Deutschland AG may not have deducted and paid withholding taxes from dividends received in connection with so called cum-ex transactions for shares held by it in custody for its clients as required. Based on these findings the tax authority is currently of the view that Citigroup Global Markets Deutschland AG is liable for non deducted withholding taxes in the amount of more than Euro 706 million for the years 2007 and 2008. In case the tax authority's view should succeed further tax liability for the years 2009 to 2011 may arise which can not be estimated at the moment.

The main starting point for the liability claim of the tax authorities is the question if Citigroup Global Markets Deutschland AG is to be qualified as a German bank

		executing the trade (<i>die den Verkaufsauftrag ausführende Stelle</i>) in the respective years. Furthermore, the method applied to identify the amount of the liability claim is debatable as well as the question if Citigroup Global Markets Deutschland AG can be held liable as principal debtor. Citigroup Global Markets Deutschland AG has obtained legal advice from a reputable tax consultant office as well as from a reputable accounting firm. Based thereon, the management of Citigroup Global Markets Deutschland AG is of the view that the likelihood to win any legal proceedings in this matter exceeds 50 per. cent. On this basis, Citigroup Global Markets Deutschland AG's management has decided to put up a reserve only for expected legal advice and litigation expenses, if any, and has decided that 2 million Euro is an adequate figure in this respect. Furthermore, it should be noted that Citigroup is currently evaluating measures to
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	optimize its organizational structure. Citigroup Global Markets Finance Corporation as the German holding company owns 100% of the shares of the Issuer. Pursuant to § 17 (2) of the German Stock Corporation Act (<i>Aktiengesetz</i> , "AktG"), it is assumed that a company in which a majority of the shares is held by another company is dependent upon that other company.
B.15	A description of the issuer's principal activities.	The Issuer is engaged in the business of corporate and investment banking and offers companies, governments and institutional investors comprehensive financial solutions in the areas of investment banking, fixed income, foreign exchange, equities and derivatives, and global transaction services; in addition it is a leading issuer of warrants and certificates whose end investors are predominantly retail clients. Since the end of 2012 the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.
B.16	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control.	In addition to the inclusion of the Issuer in the Citigroup Inc. group of companies referred to above, the Issuer is also party to a control and profit and loss transfer agreement with its immediate parent company. Under the terms of the agreement, the Issuer has placed the management of its business under the control of its immediate parent company. Accordingly, the immediate holding company has the right to give instructions to the Issuer. The agreement also requires the Issuer to transfer its entire profit to its immediate parent company. In return, the immediate parent company is required to make up any annual loss of the Issuer arising during the period of the agreement, as provided in detail by § 302 (1) and (3) AktG.

\$	Section C – Securities		
(C.1	A description of the	Type/form of the Warrants
		type and the class of the securities being offered	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with

	1/ 1 '21 1 ·	antique One of the significant Cott
	and/or admitted to trading, including any security identification number.	options. One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. The leverage effect of the Warrant operates in both directions – not only to the investor's advantage in the event of the favorable performance of the factors determining the value, but also to the investor's disadvantage in the event of their unfavorable performance. The payment due under a Warrant on exercise or early termination depends on the value of the underlying at the relevant time.
		The Warrants will be issued in dematerialized bearer form (<i>au porteur</i>) and inscribed in the books of the central securities depositary which shall credit the accounts of the account holders. No physical document of title (including <i>certificats représentatifs</i> pursuant to Article R.211-7 of the French Monetary and Financial Code (<i>Code monétaire et financier</i>)) will be issued in respect of the Warrants.
		Security identification number
		ISIN: DE000CF6Z675
		Local Code: 5126C
C.2	Currency of the securities issue.	Euro
C.5	A description of any restrictions on the free transferability of the securities.	Each Warrant is transferable in accordance with the laws applying in each case and, where relevant, the respective applicable regulations and procedures of the securities depositary in whose records the transfer is registered.
C.8	A description of the	Applicable law for the securities
	rights attached to the securities including ranking and including limitations to those	The Warrants are subject to German law. The constituting of the Warrants may be governed by the laws of the jurisdiction of the central securities depository.
	rights.	Rights attached to the Warrants
		Each Warrant grants the holder the right to the cash amount as described in more detail under C.15.
		Status of the Warrants
		The Warrants create direct, unsecured and unsubordinated obligations of the Issuer that rank <i>pari passu</i> in relation to one another and in relation to all other current and future unsecured and unsubordinated obligations of the Issuer, with the exception of obligations that have priority due to mandatory statutory provisions.
		Limitations to the rights
		The Issuer has the right to terminate the Warrants and to amend the terms and conditions pursuant to the provisions specified in the terms and conditions of the Warrants.

C.11	An indication as to whether the securities offered are or will be the object of an application for admission to trading, with a view to their distribution in a regulated market or other equivalent markets with an indication of the markets in question.	The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.
C.15	A description of how the value of the investment is affected by the value of the underlying instrument(s), unless the securities have a denomination of at least EUR 100,000.	Put Warrants enable investors to participate on a disproportionate (leveraged) basis in the negative performance of the underlying. In return, however, they also participate on a leveraged basis in any positive performance of the underlying and in addition bear the risk that the Put Warrant may expire worthless if the reference price of the underlying reaches or exceeds the strike. On the maturity date, the cash amount received by the investors is the difference, multiplied by the multiplier, by which the reference price of the underlying determined on the valuation date is lower than the respective strike. If the reference price is equal to or higher than the strike, the Put Warrant expires worthless.
C.16	The expiration or maturity date of the derivative securities – the exercise date or final reference date.	Maturity date: 27/03/2014 Exercise date: 20/03/2014 Valuation date: 20/03/2014
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants with automatic exercise, i.e. a European type of exercise, the Issuer will transfer any positive cash amount to the central securities depositary on the maturity date for the credit of the warrant holders registered with the central securities depositary at the close of business on the preceding banking day at the head office of the central securities depositary. The central securities depositary has given an undertaking to the Issuer to make a corresponding onward transfer.
C.18	A description of how the return on derivative securities takes place.	In the case of Warrants with a European type of exercise, the option right may be exercised by the warrant holder only with effect as of the valuation date for the respective Warrant. If the cash amount results in a positive value, the option right attaching to the respective Warrant is deemed to be exercised on the valuation date without further preconditions and without the submission of an explicit exercise notice ("Automatic Exercise").

C.19	The exercise price or the final reference price of the underlying.	Reference price on the valuation date: Closing price
C.20	A description of the type of the underlying and where the information on the underlying can be found.	Type: share or security representing shares WKN: A0M6U2 ISIN: LU0323134006 Company: ArcelorMittal S.A. Relevant stock exchange: Euronext Amsterdam Reuters page: ISPA.AS Website: www.arcelormittal.com
Section	D – Risks	
D.2	Key information on the key risks that are specific to the issuer.	Risk of the cessation or limitation of price-setting by the Issuer If the Issuer were to limit or completely abandon its voluntary intention to set bid and offered prices, there would be a danger, if prices for Warrants were not set by any other party that investors would have to wait for the final maturity of the Warrants or, where early exercise is possible, exercise the option right.
		Liquidity risk despite control and profit and loss transfer agreement The Issuer would also be unable to meet its obligations arising from the securities despite the control and profit and loss transfer agreement if, in the event that the Issuer generated a net loss, while the immediate parent company would in principle be required to assume that loss, it was unable or unwilling to comply with this contractual obligation as a result of its own liquidity difficulties or overindebtedness.
		Brokerage of transactions for other Group companies and allocation of work within Citigroup
		The great majority of the Issuer's commission income consists of transfer pricing income from brokerage transactions with affiliated companies. The Issuer's costs arising from the exchange of services with individual Group companies are reimbursed on the basis of existing agreements using transfer prices. For this purpose, income and expenses, in particular commission income for transactions assisted by the bank in an advisory capacity in the context of its sales activities, are determined and allocated to the relevant areas providing the services. The transactions relate to equity trading, bond issues and corporate finance as well as to the sale of structured products, corporate derivatives and currency management products, and also global relationship banking. This process is coordinated closely across all areas with Citigroup Global Markets Limited, London, in particular, and also with Citibank, N.A., London.

If a decision were made within Citigroup to reallocate the relevant activities to other Group companies, the Issuer could lose a material source of income.

Risks in the lending business

The Issuer's loan portfolio consists mainly of loans to international customers in the industrial and financial services sectors with investment grade credit ratings. Loan defaults have been avoided in recent years thanks to this business policy. The loan portfolio is mainly concentrated on a manageable number of borrower units, as defined by German banking law. If significant individual borrowers in the Issuer's portfolio were unable to meet their obligations, therefore, a substantial increase in loan loss provisions would be conceivable in principle and loan defaults could occur.

Interest rate risk

Risk-Treasury assesses and controls the Issuer's interest rate risk. The Issuer's exposure to changes in interest rates maybe a mid to long-term risk in holdings in liquid securities if these were not originally covered by hedging transactions like interest rate swap agreements. The same applies to medium and long-term loans granted by the Issuer. A significant risk from interest rate changes could arise where interest rates are not monitored in a timely or sensitive manner, which may produce the concomitant danger that action to cover such interest rate exposure is not taken early enough.

Operating risk

The Issuer has transferred a number of areas that are significant for the proper management and control of its business activities and the risks associated with them to other companies within and outside Citigroup. In the event that the companies to which these areas have been transferred do not fulfill their contractual obligations or do not do so at the proper time, the ability of the Issuer to meet its own obligations arising from the securities it has issued on the due dates could also be adversely affected.

Tax risks

The tax decisions issued to the Issuer are regularly subject to subsequent review in the form of an external tax audit or to the resolution of individual issues by the relevant courts. This is normal practice and means that an additional tax demand can be issued by the tax authorities years after the original assessment as a result of a tax audit or a generally applicable decision by a tax court.

General business risks

Settlement risk

The risk that a business transaction is incorrectly processed or that a transaction is executed which is different from the intentions and expectations of the Issuer's management.

Information risk

The risk that information, which was generated, received, transmitted or stored within or outside the Issuer's place of business, can no longer be accessed. Furthermore, such information may be of poor quality, or have been wrongly handled or improperly obtained. The information risk also includes risks that are generated by systems and used for processing information.

Reputation risk

This represents the Issuer's risk that its relations with its customers could be harmed if its services are poor or transactions are incorrectly executed. This risk also includes the risk of entering into business relations with counterparties, whose business practices do not conform to the standards or business ethics of the Issuer.

Personnel risk

The Issuer has a high demand for qualified and specially trained professionals and managers. Personnel risk entails the risk of high staff turnover and the risk that the Issuer will be unable to retain a sufficient staff of qualified personnel, as well as the risk that the Issuer's employees may knowingly or negligently violate established regulations or the firm's business ethics standards.

• Legal and regulatory risks

The Issuer views legal risks as any and all risks resulting from binding contracts and governing legislation. Regulatory risks result from the legal environment in which the Issuer does business.

· Risk of fraud

These are both internal and external risks of fraud such as bribery, insider trading and theft of data.

D.6 Ke

Key information on the key risks that are specific to the securities. This must include a risk warning effect that the investors may lose the value of their entire investment or part of it, as the case may be, and/or, if the investor's liability is not limited to value of investment, a statement of that fact, together with a description of the circumstances in which such additional liability

General risk factors of Warrants

Risk of total loss

Warrants represent particularly risky investment instruments. They entail a particularly high risk of losing the capital invested, up to and including a total loss, plus the transaction costs incurred and any borrowing costs.

Risk of default by the Issuer of the Warrants

In the event of the Issuer becoming insolvent, investors could suffer a loss up to and including a total loss. As bearer securities, Warrants do not fall within the scope of the deposit protection arrangements.

Risk arising from above-average fluctuations in the prices of Warrants (leverage effect)

One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. At the same time, Warrants also entail above-average arises and the likely financial effect.

risks of loss.

Risk of the absence or non-functioning of a secondary market in the Warrants or restricted availability of the Issuer's electronic trading system

Investors should not assume that they will be able to sell a Warrant at a particular time or at a particular price during its term. Investors should assume instead that pricing on the exchange can only take place within the spread of bid and offered prices quoted by the Issuer, if available, and that their buy or sell orders on the exchange will be executed with the Issuer as the direct or indirect counterparty.

Risk in connection with the cessation of secondary trading immediately prior to final maturity

The Issuer and/or the exchange cease trading in the Warrants shortly before their valuation date. However, the reference price of the underlying on the valuation date and/or the applicable exchange rate, both of which are important for the purpose of determining the cash amount of the Warrants, may still change between the last exchange trading day and the maturity date, which may be to the disadvantage of the investor. There is a particular risk that the price of the underlying may reach, fall below or exceed a barrier for the first time shortly before the reference price on the valuation date is determined and after trading in the secondary market has already finished.

Currency risk with respect to the intrinsic value of the Warrants

The performance of the investment is subject to a currency risk if the underlying on which the Warrants are based is expressed in a currency other than the currency in which the cash amount is paid out (settlement currency).

Risks relating to market disruption events

In the event of market disruption events with respect to the underlying, the Issuer has the right to postpone the valuation date for the reference price on exercise. This may result in an additional risk for investors if the underlying performs negatively during the time delay or, where applicable, if the exchange rate for converting the intrinsic value into the settlement currency moves in an unfavourable direction for the investor.

Product specific risk factors

Risk relating to the loss of time value of Warrants depending on the remaining term

The price of Warrants is calculated on the basis of two components of price (intrinsic value and time value). The intrinsic value of Warrants during their term is equal to the difference (if positive), multiplied by the multiplier, between the strike and the value of the underlying (Put Warrants). The amount of the time value, on the other hand, is essentially determined on the basis of the remaining term of the Warrant and the expected frequency

		and intensity of the fluctuations in the price of the underlying expected by the Issuer during the remaining term of the Warrant (implied volatility).
		Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs
		The other factors affecting the price of the Warrants include, <i>inter alia</i> , interest rates on the money market relating to the remaining term, expected income from the Issuer's hedging transactions in or related to the underlying and the level of the Issuer's refinancing costs for entering into those hedging transactions.
		Even if the price of the underlying rises in the case of a call option or falls in the case of a put option, therefore, the value of the Warrant may decline as a result of the other factors affecting value. Given the limited term of the Warrant, there is no guarantee that the price of the Warrant will recover in sufficient time. The shorter the remaining term, the greater the risk.
Section	E – Offer	
E.2b	Reasons for the offer and use of proceeds when different from making profit and/or hedging certain risks.	Not applicable; the reasons for the offer are making profit and/or hedging certain risks and the net proceeds from the issuance of Warrants presented in this base prospectus will be used by the Issuer for its general business purposes.
E.3	A description of the	Offer method, offeror and issue date of the Warrants
	terms and conditions of the offer.	The Warrants are being offered over-the-counter on a continuous basis
		The offer of the Warrants begins in France on 22/01/2014.
		The offeror of the Warrants is the Issuer.
		The issue date is: 22/01/2014
		Restrictions on the free transferability of the securities
		The Warrants may be offered or sold only if all applicable securities laws and regulations in force in the jurisdiction in which a purchase, offer, sale or delivery of Warrants is made or in which this document is circulated or kept for inspection have been complied with, and if all consents or authorizations required for the purchase, offer, sale or delivery of the Warrants in accordance with the legal norms in force in that jurisdiction have been obtained.
		In particular, the Warrants are not and will not be registered pursuant to the United States Securities Act of 1933 as amended. They may not be offered, sold, traded or delivered within the United States either directly or indirectly by or to or for the account of a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933), except in the case of exemption from the registration requirements of the

		Securities Act. Any person receiving the cash amount in accordance with these terms and conditions is deemed to have made a declaration that the person entitled to the rights arising from the Warrants is not a US person. Issue price and costs and taxes on purchase The initial issue price is EUR 0.19. The purchase of the Warrants incurs no costs or taxes that are specifically charged by the Issuer to the subscriber or purchaser.
E.4	A description of any interest that is material to the issue/offer including conflicting interests.	The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it generally act as the calculation agent for the Warrants. This activity can lead to conflicts of interest since the responsibilities of the calculation agent include making certain determinations and decisions which could have a negative effect on the price of the Warrants or the level of the cash amount.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may engage in trading transactions in the underlying, other instruments linked to it, or derivatives, stock exchange options or stock exchange forward contracts, or may issue other securities and derivatives based on the underlying. The companies may also be involved in the acquisition of new shares or other securities of the underlying or, in the case of stock indices, of individual companies included in the index, or act as financial advisors to the entities referred to or work with them in the commercial banking business. The companies are required to fulfill their obligations arising in this connection irrespective of the consequences resulting for the warrant holders and, where necessary, to take actions they consider necessary or appropriate in order to protect themselves or safeguard their interests arising from these business relationships. The activities referred to above could lead to conflicts of interest and have a negative effect on the price of the underlying or securities linked to it such as the Warrants.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may issue additional derivative securities based on the respective underlying or constituents of the underlying, including securities whose features are the same as or similar to those of the Warrants. The introduction of such products that compete with the Warrants may impact the price of the underlying or the constituents of the underlying and thus also the price of the Warrants. The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may receive non-public information relating to the underlying or the constituents of the underlying, but are under no obligation to pass on such information to the warrant holders. Furthermore, companies belonging to Citigroup, Inc. or affiliated to it may publish research reports relating to the underlying or constituents of the underlying. These types of activities may entail certain conflicts of interest and affect the price of the Warrants.
E.7	Estimated expenses charged to the investor	The estimated expenses for the Warrants, including the cost for admission to exchange trading, are included in the issue price or the selling price, as

by the issuer or the	the case may be. If the investor purchases the Warrants from a distributor,
offeror.	the purchase price to be paid by the investor may include selling fees that
	have to be disclosed by the distributor.

ANNEXE - RÉSUMÉ EN FRANÇAIS

Section A – Introduction et mises en garde

A.1 Le présent Résumé présente les caractéristiques et les risques principaux de Citigroup Global Markets Deutschland AG (« l'**Émetteur** ») et les Warrants émis au titre de Prospectus Tripartite de Base. Le Résumé a pour finalité de servir d'introduction au Prospectus Tripartite de Base, qui comporte ce Résumé, le Formulaire d'Enregistrement de Citigroup Global Markets Deutschland AG daté du 3 mai 2013 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG daté du 13 mai 2013. Les investisseurs devraient donc veiller à ne prendre aucune décision d'investir dans les Warrants avant d'avoir pris connaissance du Prospectus dans sa totalité, y compris de tous les suppléments et des Conditions Définitives. Dans le cas où un recours relatif aux informations contenues dans un prospectus de base, dans tous les suppléments ou dans les Conditions Définitives respectives serait intenté auprès d'un tribunal, l'investisseur agissant en tant que plaignant pourrait, en vertu des lois de différents États membres de l'Espace économique européen, être contraint de prendre en charge le coût de la traduction du prospectus de base, de tous les suppléments et des Conditions Définitives, dans la langue de travail du tribunal avant le commencement de la procédure judiciaire. L'Émetteur peut être jugé responsable du contenu de ce Résumé, y compris de toute traduction en étant faite, mais seulement dans le cas où le Résumé serait trompeur, inexact ou contradictoire par rapport aux autres parties du Prospectus, ou, dans le cas où il est lu en même temps que les autres parties du Prospectus Tripartite de Base, s'il ne donne pas toutes les informations clés nécessaires.

A.2 – Consentement à l'utilisation du prospectus.

En ce qui concerne les Offres non-dispensées, en vertu de l'Article 3 (2) de la Directive Prospectus, l'Émetteur consent à l'utilisation du Prospectus par tous les intermédiaires financiers (consentement général) pour les offres faites en France (le ou les « État(s) concerné(s) par l'Offre »). Le consentement général à la revente ultérieure et au placement final des valeurs mobilières par le ou les intermédiaires financiers est donné en ce qui concerne France.

La revente ultérieure et le placement final des valeurs mobilières par les intermédiaires financiers peuvent être effectués pendant la période de validité du Prospectus Tripartite de Base en vertu du §9 de la Loi allemande sur les prospectus de valeurs mobilières (*Wertpapierprospektgesetz*, « WpPG »).

Dans le cas d'une offre faite par un intermédiaire financier, les modalités et conditions de l'offre doivent être précisées aux investisseurs au moment où l'offre est faite par l'intermédiaire financier.

Section B – Émetteur et garants

B.1	Indiquer la raison sociale et le nom commercial de l'émetteur.	La raison sociale et le nom commercial de l'Émetteur est Citigroup Global Markets Deutschland AG.
B.2	Indiquer le siège social et la forme juridique de l'émetteur, la législation régissant ses activités	Siège social Francfort-sur-le-Main; l'adresse de Citigroup Global Markets Deutschland AG est Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, République fédérale d'Allemagne (téléphone +49 (0)69-1366-0).

	ainsi que son pays	
	d'origine.	Forme juridique et législation régissant les activités
		L'Émetteur est une société anonyme (<i>Aktiengesellschaft</i> , « AG ») au sens de la législation allemande.
		Pays d'origine
		L'Émetteur est immatriculé au Registre de commerce du Tribunal local de Francfort-sur-le-Main sous le numéro HRB 88301.
B.4b	Décrire toute tendance connue ayant des répercussions sur l'émetteur et ses secteurs d'activité.	La Banque prévoit une légère accélération de la croissance économique mondiale en 2013, de 2,5% à 2,6 %. En 2014, la croissance devrait atteindre 3,2 %. Le ralentissement de la croissance économique mondiale observée est principalement imputable à la détérioration de la croissance des pays industrialisés. La Banque prévoit une croissance modérée de 1 pour cent pour les pays industrialisés en 2013 et une légère progression à 1,6 % en 2014.
		De façon générale, la Banque s'attend à un maintien d'écarts significatifs entre les différentes régions dans le monde.
		La Banque s'attend à une légère récession dans l'Eurozone (les prévisions de croissance de la Banque sont de -0,6 % et -0,4 % pour 2013 et 2014). Ceci est attribué à la poursuite de la crise de la dette souveraine et au niveau élevé de l'endettement du secteur privé dans les pays européens périphériques. La BCE devrait continuer à intervenir pour stabiliser les marchés et faire baisser les taux d'intérêt au cours du deuxième trimestre 2013 en fonction de la poursuite de la croissance économique de l'Eurozone, qui pourrait être suivie par une réduction finale de taux d'intérêt prévue pour le deuxième semestre. La Banque estime probable que le Sud de l'Europe et l'Irlande n'aboutiront que progressivement à des solutions communes durables en matière fiscale. Si les pays fondateurs ne sont plus déterminés à renforcer leur soutien aux États périphériques à l'avenir, ceci pourrait aboutir à un ensemble de restructurations de dette (avec probablement des échéances à plus long terme et des réductions de taux d'intérêt), mais probablement pas avant 2015.
		Dans la Division warrants et certificats, la concurrence devrait rester intense entre les principaux émetteurs. D'autres modifications de la réglementation devraient intervenir, qui devront être prises en compte en temps opportun pour l'activité.
		Compte tenu des prévisions faites par les différentes divisions et d'une approche restrictive de la gestion des coûts, la Banque s'attend à un maintien global des bénéfices au cours des exercices 2013 et 2014.
B.5	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur.	L'Émetteur est membre du sous-groupe allemand de Citigroup. En tant que société anonyme, il est géré par un conseil d'administration. L'Émetteur est entièrement détenu par une société holding allemande, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, une société en commandite domiciliée à Francfort-sur-le-Main.
		Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est également un associé passif de l'Émetteur, dans la mesure où il détient une participation passive (« Stille Einlage ») d'un montant total de 122 710 051,49 EUR au 30 novembre 2012. L'associé responsable de la société Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est la société

B.9	Lorsqu'une prévision ou une estimation du bénéfice est réalisée, en indiquer le montant.	Citigroup Global Markets Finance LLC (États-Unis). Le commanditaire unique est Citi Overseas Investment Bahamas Inc. Toutes les actions de Citigroup Global Markets Finance LLC sont détenues par Citi Overseas Investment Bahamas Inc., dont le seul actionnaire est Citibank Overseas Investment Corporation (États-Unis). Cette société est elle-même détenue à 100 % par Citibank, N.A. (États-Unis). Citibank, N.A. (États-Unis) est détenue à 100 % par Citicorp (États-Unis), qui est elle-même détenue à 100 % par Citigroup, Inc (États-Unis). Sans objet; l'Émetteur a décidé de ne publier aucune prévision de bénéfice ou estimation de bénéfice dans le Prospectus de Base.			
B.10	Décrire la nature des éventuelles réserves sur les informations financières historiques contenues dans le rapport d'audit.	Les états financiers annuels de l'Émetteur pour les exercices du 1 ^{er} décembre 2011 au 30 novembre 2012 et du 1 ^{er} décembre 2010 au 30 novembre 2011 ont été audités par l'auditeur statutaire de l'Émetteur et ont obtenu une mention sans réserve de la part de l'auditeur.			
B.12	Présenter les informations financières historiques clés sélectionnées pour l'émetteur, pour chaque exercice de la période couverte par ces informations financières historiques et pour toute période intermédiaire ultérieure,	Informations financières Deutschland AG Le tableau ci-dessous profinancières significatives for l'exercice budgétaire antéricompte du développement de AG:	résente une com purnies dans les é ieur (exercice 20	nparaison de certats financiers aud 11) et l'exercice tigroup Global M Exercice précédent (30.11.2011) en	rtaines statistiques dités de 2012 entre 2012 et rend donc
	accompagnées de			millions d'euros	
	données comparatives	Total du bilan	9.543	8.690	
	couvrant la même période de l'exercice	Volume d'activité	11.162	10.163	
	précédent; la	Fonds propres	590	588	
	présentation des bilans	Volume des prêts	5.365	5.196	
	de clôture suffit toutefois à remplir	Nombre d'employés	348	361	
	l'exigence	1 2			1
	d'informations bilancielles comparables. Une déclaration		01.12.2011 - 30.11.2012 en millions d'euros	Exercice précédent (01.12.2010 – 30.11.2011) en millions d'euros	
	attestant qu'aucune détérioration significative n'a eue de	Revenus d'intérêt de l'exploitation	11	29	
	répercussions sur les	Commissions de courtage	111	96	
	perspectives de	Commissions d'opérations sur	18	17	

l'émetteur depuis la date de ses derniers états financiers vérifiés et publiés, ou une description de toute détérioration significative.

Une description des changements significatifs de la situation financière ou commerciale l'émetteur survenus après la période couverte par informations financières historiques.

valeurs mobilières		
Revenu net des opérations financières de négoce	25	60
Frais généraux et administratifs	161	137

À la date du bilan, les **fonds propres inscrits au bilan** comprennent les éléments suivants :

	30.11.2012 en millions d'euros (audité)	Exercice précédent (30.11.2011) en millions d'euros (audité)
Capital souscrit		
Capital social	210,6	210,6
Participation de l'associé passif	122,7	122,7
Réserves de capital	195,8	193,8
Réserve légale	33,0	33,0
Autres bénéfices mis en réserve	27,9	27,9

De plus, dans le cadre de l'intégration de nouvelles règles au titre de BilMoG en vertu du §340g du Code allemand du commerce (HGB), un nouveau poste séparé a été créé (« Fonds pour les risques bancaires généraux ») pour un montant de 9,4 millions d'euros (6,6 millions d'euros l'année précédente).

Le capital réglementaire imputé sous BIZ se compose d'un capital de base et de capital supplémentaire (passifs subordonnés) après approbation, comme suit :

	30.11.2012 en millions d'euros	Exercice précédent (30.11.2011) en millions d'euros
Fonds propres au bilan	590,0	588,0
Moins immobilisations	0	-1,2
Capital de base	599,3	594,3
Capitaux supplémentaires	0,0	0,0
Fonds propres	599,3	594,3
Ratios de capitaux		
Fonds propres Tier one en %	33,6	29,3
Ratio de capitaux totaux en %	33,6	29,3

En dépit de la crise de dette dans l'Eurozone et de la volatilité concomitante sur les marchés financiers internationaux, Citigroup Global Markets Deutschland AG

a de nouveau réussi à dégager un bénéfice au cours de l'exercice clôturé récemment.

Informations financières semestrielles clés de Citigroup Global Markets Deutschland AG

Le tableau ci-dessous présente une comparaison de certaines statistiques financières significatives pour le premier semestre de l'exercice financier fournies dans les états financiers non-audités de 2013 entre l'exercice budgétaire antérieur et/ou les chiffres des années précédentes et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG:

	31.05.2013 en million d'Euro	30.11.2012 en million d' Euro
Total du bilan	11.147	9.543
Volume d'activité	12.628	11.162
Fonds propres	590	590
Portefeuille des prêts	5.179	5.365
Nombre d'employés à la date du bilan	263	334

	01.12.2012 - 31.05.2013 en million d'Euro	01.12.2011 - 31.05.2012 en million d'Euro
Revenus d'intérêt de l'exploitation	3	7
Commissions de courtage	20	33
Commissions d'opérations sur valeurs mobilières	8	9
Revenu net des opérations financières de négoce	29	16
Frais généraux et administratifs	72	70

Etats en ce qui concerne l'information tendancielle et la situation financière et commerciale.

L'Emetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2012, aucune détérioration significative n'a affecté les perspectives de l'Emetteur.

En outre, l'Emetteur déclare que depuis la date des états financiers provisoires au 31 mai 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale de l'Emetteur.

B.13 Décrire tout événement récent propre à l'émetteur et présentant un intérêt significatif

Aucun événement présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur n'est identifié à ce moment. Cependant, Citigroup Global Markets Deutschland AG est actuellement sujet à un audit extraordinaire sur les retenues à la source fiscales par l'autorité fiscale Francfort-Hoeschst pour

	pour l'évaluation de sa solvabilité.	les années 2007-2008. Dans ce contexte l'autorité fiscale a explicité ses vues quant au fait que Citigroup Global Markets Deutschland AG aurait dû déduire et payer la retenue à la source des dividendes reçus en relation avec transactions communément appelées cum-ex transactions. S'appuyant sur ces observations l'autorité fiscale est actuellement de l'avis que Citigroup Global Markets Deutschland AG est responsable de la non déduction de la retenue à la source d'un montant supérieur à 706 Millions d'Euro pour les années 2007 et 2008. Dans le cas où l'autorité fiscale a raison, la responsabilité fiscale pour les années 2009 à 2011 pourrait se poser ce qui est impossible d'estimer pour le moment. The principal point de départ de l'action en responsabilité des autorités fiscales est de savoir si Citigroup Global Markets Deutschland AG est qualifié de banque allemande exécutant un transaction (die den Verkaufsauftrag ausführende Stelle) durant ces années. De plus, la méthode appliquée pour identifier le montant des dommages et intérêts est débattue comme celle de savoir si Citigroup Global Markets Deutschland AG peut être tenu responsable comme débiteur principal. De plus, il devrait être noté que . Citigroup envisage actuellement des mesures visant à optimiser sa structure d'organisation.
B.14	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur. Si l'émetteur est dépendant d'autres entités du groupe, ce fait doit être clairement stipulé.	Citigroup Global Markets Finance Corporation à titre de société holding allemande possède 100 % des actions de l'Émetteur. En vertu du § 17 (2) de la Loi allemande sur les sociétés par actions (<i>Aktiengesetz</i> , « AktG »), il est considéré qu'une société dont la majorité des actions est détenue par une autre société est dépendante de cette autre société.
B.15	Fournir une description des principales activités de l'émetteur.	L'Émetteur est une banque d'affaire et d'investissement qui propose des solutions financières complètes dans les secteurs des opérations bancaires de l'investissement, des titres à revenu fixe, des opérations de change, des valeurs mobilières et des dérivés ainsi que des services de transactions internationales aux entreprises, aux pouvoirs publics et aux investisseurs institutionnels; c'est en outre un émetteur majeur de warrants et de certificats dont les investisseurs finaux sont principalement des clients particuliers. Depuis la fin de l'année 2012, l'activité de l'Émetteur intègre également Citi Private Bank – Family Office Coverage Germany et Covered Bond Research.
B.16	Dans la mesure où ces informations sont connues de l'émetteur, indiquer si celui-ci est détenu ou contrôlé, directement ou indirectement, et par qui; décrire la nature de ce contrôle.	En plus de l'intégration de l'Émetteur dans le groupe de sociétés Citigroup Inc. mentionné ci-dessus, l'Émetteur est également partie liée à sa maison mère directe par un accord de transfert de pouvoir et de pertes et profits. En vertu de cet accord, l'Émetteur a conféré la gestion de ses affaires à sa maison mère directe. De ce fait, la société holding dont dépend directement l'Émetteur, a le droit de lui donner des instructions. L'accord impose également à l'Émetteur de transférer la totalité de son bénéfice à sa maison mère directe. En contrepartie, la maison mère directe est tenue de compenser toute perte annuelle éventuelle de l'Émetteur durant la période de validité de l'accord, comme prévu en détail par les § 302 (1) et (3) d'AktG.

Section C – Valeurs mobilières

C.1	Décrire la nature et la catégorie des valeurs mobilières offertes et/ou admises à la négociation et donner tout numéro d'identification des valeurs mobilières.	Type/forme des Warrants Les warrants sont des instruments dérivés qui peuvent comporter un droit d'option et qui peuvent donc présenter beaucoup de points communs avec les options. L'une des principales caractéristiques des Warrants est l'effet de levier: une évolution du cours du sous-jacent peut entraîner une variation disproportionnée du cours du Warrant. L'effet de levier du Warrant joue dans les deux sens – non seulement à l'avantage de l'investisseur en cas de bonnes performances des facteurs déterminant la valeur, mais également en sa défaveur en cas de performances défavorables. Le paiement du au titre d'un Warrant lors de son exercice ou de sa liquidation prématurée dépend de la valeur du sous-jacent à ce moment. Les Warrants seront émis sous une forme dématerialisée au porteur et seront enregistrés dans les livres du dépôt central des valeurs mobilières qui créditera les comptes des titulaires de compte. Aucun document physique attestant de la possession (notamment des certificats représentatifs conformément à l'Article R.211-7 du Code monétaire et financier français) ne sera émis concernant les Warrants. Numéro d'identification des titres ISIN: DE000CF6Z675
C.2	Indiquer dans quelle monnaie l'émission a eu lieu.	Numéro d'identification local : 5126C Euro
C.5	Décrire toute restriction imposée à la libre négociabilité des valeurs mobilières.	Chaque Warrant est transmissible selon les lois s'appliquant à chaque cas et, le cas échéant, les réglementations et les procédures respectives applicables du dépositaire central de titres dans les livres duquel le transfert est enregistré.
C.8	Décrire les droits attachés aux valeurs mobilières y compris leur rang, y compris toute restriction qui leur est applicable.	Loi applicable aux titres: Les Warrants sont régis par la loi allemande. La constitution des Warrants peut être régie par les lois de la juridiction du dépositaire central de titres. Droits attachés aux Warrants Chaque Warrant confère à son détenteur le droit au montant en espèces détaillé à la section C.15. Statut des Warrants Les Warrants créent des obligations non garanties et non subordonnées de l'Émetteur qui se classent pari passu les unes par rapport aux autres et par rapport à toutes autres obligations actuelles et futures non garanties et non subordonnées de l'Émetteur, à l'exception des obligations qui ont priorité en raison de dispositions statutaires obligatoires. Limitations de droits

		L'Emetteur a le droit de résilier les Warrants et de modifier par voie d'avenant les termes et conditions en application des dispositions prévues aux termes et conditions des Warrants.
C.11	Indiquer si les valeurs mobilières offertes font ou feront l'objet d'une demande d'admission à la négociation, en vue de leur distribution sur un marché réglementé ou sur des marchés équivalents — les marchés en question devant alors être nommés.	Les Warrants ont été admis sur le marché réglementé à la bourse de valeurs de Eurolist, Euronext Paris S.A., qui est un marché réglementé au sens de la Directive 2004/39/CE.
C.15		Description des Warrants « Put » avec une modalité d'exercice européenne
C.13	Décrire comment la valeur de l'investissement est influencée par celle du ou des instrument(s) sousjacent(s), sauf lorsque les valeurs mobilières ont une valeur nominale d'au moins 100 000 EUR.	Les Warrants « Put » permettent aux investisseurs de participer avec un effet de levier à la performance négative de la valeur sous-jacente. En contrepartie, cependant, ils participent également sur une base à effet multiplicateur à toute performance positive de la valeur sous-jacente en prenant en plus le risque que le Warrant « Put » expire en perdant totalement sa valeur si le prix de référence de la valeur sous-jacente atteint ou dépasse le prix d'exercice. À la date d'échéance, le montant reçu par les investisseurs est égal au déficit, multiplié par le coefficient multiplicateur, entre le prix de référence de la valeur sous-jacente à la date d'évaluation et le prix d'exercice correspondant. Si le prix de référence est égal ou supérieur au prix d'exercice, le warrant « Put » expire sans valeur.
C.16	Indiquer la date d'expiration ou d'échéance des instruments dérivés ainsi que la date d'exercice ou la date finale de référence.	Date d'échéance: 27.03.2014 Date d'exercice: 20.03.2014 Date d'évaluation: 20.03.2014
C.17	Décrire la procédure de règlement des instruments dérivés.	Dans le cas de Warrants à exercice automatique, cà-d. d'une modalité d'exercice européenne, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au crédit des détenteurs du warrant enregistrés auprès du dépositaire central à la clôture du jour ouvrable bancaire précédent au siège social du dépositaire central de titres. Le dépositaire central de titres s'est engagé auprès de l'Émetteur à faire un transfert ultérieur correspondant.

C.18	Indiquer les modalités relatives au produit des instruments dérivés.	Dans le cas de Warrants à modalité d'exercice européenne, le droit d'option ne peut être exercé par le détenteur du warrant qu'à la date d'évaluation pour le warrant concerné. Si le montant en numéraire aboutit à une valeur positive, le droit d'option attaché au warrant concerné est considéré exercé à la date d'évaluation sans autres conditions préalables et sans soumission d'une notification explicite d'exercice (« Exercice Automatique »).
C.19	Indiquer le prix d'exercice ou le prix de référence final du sous-jacent.	Prix de référence à la date d'évaluation : Cours de clôture
C.20	Décrire le type de sous-jacent utilisé et indiquer où trouver les informations à son sujet.	Type: action ou titre représentant des actions WKN (Numéro d'identification des valeurs mobilières allemandes): A0M6U2 ISIN: LU0323134006 Société: ArcelorMittal S.A. Bourse de valeurs mobilières concernée: Euronext Amsterdam Page de Reuters: ISPA.AS
		Site Web: www.arcelormittal.com
Section	n D – Risques	
D.2	Fournir les informations clés concernant les principaux risques propres à l'émetteur.	Risque d'arrêt ou de restriction de la fixation du prix par l'Emetteur Si l'Émetteur devait limiter ou abandonner complètement son intention de fixer les prix de l'offre et de la demande, le danger existerait, au cas où les prix des Warrants ne seraient pas fixés par aucune autre partie, que les investisseurs doivent attendre l'échéance finale des Warrants ou, lorsque l'exercice est possible, qu'ils doivent exercer leur droit d'option.
		Risque de liquidité en dépit d'un accord de transfert de pouvoir et de pertes et profits
		L'Émetteur ne serait également pas en mesure d'honorer les obligations liées aux titres en dépit d'un accord de transfert de pouvoir et de pertes et profits si, dans le cas où l'Émetteur générait une perte nette, bien que la maison mère directe soit en principe tenue de prendre cette perte à son compte, il était incapable ou non disposé à se conformer à cet engagement contractuel en raison de ses propres difficultés de trésorerie ou de surendettement.
		Courtage de transactions pour d'autres sociétés du Groupe et répartition du travail au sein de Citigroup
		L'essentiel du revenu de commission de l'Émetteur se compose du revenu des prix de cession des transactions de courtage avec les sociétés apparentées. Les coûts pour l'Émetteur résultant de l'échange de services avec différentes sociétés du Groupe sont remboursés sur la base des accords existants en utilisant les prix de cession. À cette fin, le revenu et les dépenses, en particulier

le revenu de commission pour les transactions réalisées avec l'assistance de la banque à titre de conseiller dans le cadre de ses activités commerciales, sont déterminés et alloués aux différents secteurs fournissant les services. Les transactions se rapportent à la négociation sur les titres, les émissions d'obligations et la gestion financière d'entreprise ainsi qu'à la vente de produits structurés, dérivés de titres de sociétés et les produits de gestion de devises, et aux opérations bancaires internationales. Ce processus est coordonné étroitement dans l'ensemble des secteurs avec Citigroup Global Markets Limited, Londres, en particulier, et également avec Citibank, N.A., Londres.

Si une décision était prise au sein de Citigroup pour réaffecter les activités concernées à d'autres sociétés du Groupe, l'Émetteur pourrait perdre une importante source de revenu.

Les risques de l'activité de prêt

Le portefeuille de prêt de l'Émetteur consiste principalement en prêts accordés à des clients internationaux dans les secteurs de l'industrie et des services financiers ayant des notations de crédit de qualité. Les défauts de remboursement de prêt ont été évités ces dernières années grâce à cette politique commerciale. Le portefeuille de prêts consiste principalement en un nombre raisonnable d'unités empruntrices, comme le prescrit la loi allemande sur les opérations bancaires. Si des emprunteurs individuels importants du portefeuille de l'Émetteur n'étaient pas en mesure d'honorer leurs obligations, une forte hausse des provisions pour pertes sur prêt serait envisageable en principe et des défauts de remboursement sur prêts pourraient se produire.

Risque de taux d'intérêt

Le département des risques et trésorerie évalue et maîtrise le risque sur taux d'intérêt de l'Émetteur. L'exposition de l'Émetteur à des fluctuations des taux d'intérêt peut être un risque à moyen ou à long terme pour la détention de titres liquides si ceux-ci n'étaient pas à l'origine couverts par des transactions de couverture telles que des accords de swap de taux d'intérêt. Il en va de même pour les emprunts à moyen et long terme accordés par l'Émetteur. Un risque significatif de fluctuation des taux d'intérêt pourrait survenir lorsque les taux d'intérêt ne font pas l'objet d'un suivi attentif et en temps opportun, ce qui peut générer le danger concomitant qu'une mesure pour couvrir une telle exposition au risque de taux d'intérêt ne soit pas prise suffisamment tôt.

Risque opérationnel

L'Émetteur a transféré un certain nombre de domaines qui sont importants pour une gestion et un contrôle appropriés de ses activités économiques et les risques qui s'y rapportent à d'autres sociétés au sein et à l'extérieur de Citigroup. Au cas où les sociétés auxquelles ces domaines ont été transférés ne s'acquitteraient pas de leurs obligations contractuelles ou ne le feraient pas en temps opportun, la capacité de l'Émetteur à assumer ses propres obligations découlant des titres qu'il a émis aux dates prévues pourrait également être compromise.

Risque fiscal

Les décisions fiscales prises concernant l'Émetteur sont régulièrement soumises à un examen ultérieur sous forme d'audit fiscal externe ou d'arbitrage des affaires individuelles par les tribunaux compétents. Cette pratique est courante

et signifie qu'un rappel d'impôts peut être décidé par l'administration fiscale des années après l'évaluation initiale en raison d'un contrôle fiscal ou d'une décision à portée générale rendue par un tribunal fiscal.

Risques généraux liés à l'activité

• Risque de règlement

Le risque qu'une transaction soit traitée de manière incorrecte, ou qu'une transaction soit exécutée différemment des intentions et des attentes de la direction de l'Emetteur.

• Risque en matière d'information

Le risque que l'information, qui a été produite, reçue, transmise ou conservée au sein ou à l'extérieur du siège social de l'Émetteur ne soit plus accessible. En outre, de telles informations peuvent être de qualité médiocre ou avoir été mal exploitées ou encore avoir été obtenues sans autorisation. Le risque en matière d'information inclut également les risques provenant des systèmes en tant que tels et utilisés pour le traitement de l'information.

• Risque de réputation

Il représente le risque pour l'Emetteur que la relation avec ses clients se détériore si le niveau de qualité de ses services est insuffisant ou le risque que les transactions soient traitées de manière incorrecte. Ce risque inclut également le risque de développer des relations d'affaires avec des contreparties dont les pratiques ne sont pas conformes aux normes ou à l'éthique de l'Émetteur.

• Risque lié au personnel

L'Émetteur fait appel à des professionnels et des cadres dirigeants qualifiés. Le risque lié au personnel inclut le risque d'une rotation importante du personnel et le risque que l'Émetteur ne soit pas en mesure de retenir un personnel qualifié en nombre suffisant, mais également le risque que les employés de l'Émetteur enfreignent en connaissance de cause ou par négligence les règles fixées ou les standards éthiques de pratique établis par la société.

• Risques juridiques et réglementaires

L'Émetteur considère les risques juridiques comme tout risque résultant des contrats engageant sa responsabilité et de la loi applicable. Les risques réglementaires résultent de l'environnement juridique dans lequel l'Émetteur réalise ses opérations.

• Risques de fraude

Risques internes et externes de fraude tels que la corruption, le délit d'initié et le vol de données.

D 6	Fournir	les
D.0		100
	informations	clés
	concernant	les

Facteurs généraux de risque des Warrants

Risque de perte totale

principaux risques propres aux valeurs mobilières. Inclure un avertissement informant l'investisseur qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son investissement et/ou. si le risque encouru l'investisseur ne se limite pas à la valeur de investissement, une mention de ce fait, assortie d'une description des cas où ce surcroît de risque se matérialise ainsi que des effets financiers probables cette matérialisation.

Les Warrants constituent des instruments d'investissement particulièrement risqués. Ils impliquent un niveau de risque particulièrement élevé de perdre le capital investi, y compris une perte totale, plus les coûts de transaction encourus et tous les coûts d'emprunt.

Risque de défaillance de l'Émetteur des Warrants

Au cas où l'Émetteur deviendrait insolvable, les investisseurs pourraient subir une perte pouvant aller jusqu'à une perte totale. En tant que titres au porteur, les Warrants n'entrent pas dans le champ des dispositions prévues pour la protection des dépôts.

Risque résultant de fluctuations de prix des Warrants supérieures à la moyenne (effet de levier)

L'une des principales caractéristiques des Warrants est l'effet de levier : une évolution du cours de la valeur sous-jacente peut entraîner une variation disproportionnée du cours du Warrant. En même temps, les Warrants génèrent également des risques de perte supérieurs à la moyenne.

Risque d'absence ou de non-fonctionnement d'un marché secondaire de Warrants ou de manque de disponibilité du système de transactions électroniques de l'Émetteur

Les investisseurs ne devraient pas présumer qu'ils seront en mesure de vendre un Warrant à un moment particulier ou à un prix particulier pendant sa période de validité. Les investisseurs devraient plutôt partir de l'hypothèse que le prix en bourse ne peut se situer que dans les limites de la fourchette de prix acheteur et vendeur indiquée par l'Émetteur, si elle est disponible, et que leurs ordres d'achat ou de vente en bourse seront exécutés avec l'Émetteur en qualité de contrepartie directe ou indirecte.

Risque lié à la cessation du négoce sur le marché secondaire immédiatement avant une échéance finale

L'Emetteur et/ou le marché cessent de négocier les Warrants juste avant leur date d'évaluation. Cependant, le prix de référence de la valeur sous-jacente à la date d'évaluation et/ou le taux de change applicable, lesquels sont importants dans la détermination du montant des Warrants, peuvent varier entre le dernier jour de cotation et la date d'échéance, dans un sens défavorable à l'investisseur. Il existe un risque particulier que le prix de la valeur sous-jacente atteigne, chute au-dessous ou dépasse une barrière pour la première fois juste avant que le prix de référence à la date d'évaluation soit déterminé et après la clôture de la cotation sur le marché secondaire.

Risque sur la devise relatif à la valeur intrinsèque des Warrants

La performance de l'investissement est soumise à un risque sur la devise si la valeur sous-jacente sur laquelle les Warrants sont basés est libellée dans une devise autre que la devise dans laquelle le montant en numéraire est versé (devise de règlement).

Risques d'événements perturbant le fonctionnement du marché

En cas de survenue d'événements perturbant le fonctionnement du marché pour

la valeur sous-jacente, l'Émetteur a le droit de repousser la date d'évaluation du prix de référence de l'exercice. Ceci peut entraîner un risque supplémentaire pour les investisseurs si la valeur sous-jacente réalise une performance négative pendant la durée du report ou, le cas échéant, si le taux de change utilisé pour convertir la valeur intrinsèque en devise de règlement fluctue dans un sens défavorable à l'investisseur.

Facteurs de risque spécifiques au produit

Risque relatif à la perte de la valeur temps des Warrants en fonction de la durée résiduelle

Le prix des Warrants est calculé sur la base de deux composants du prix (la valeur intrinsèque et la valeur temps) La valeur intrinsèque des Warrants pendant leur période de validité est égale à la différence (si elle est positive), multipliée par le coefficient multiplicateur, entre le prix d'exercice et la valeur sous-jacente (warrants Put). Le montant de la valeur temps, d'autre part, est essentiellement déterminée en fonction de la durée résiduelle du Warrant et de la fréquence et de l'intensité des fluctuations du prix de la valeur sous-jacente attendues par l'Émetteur pendant la durée résiduelle du Warrant (volatilité implicite).

Risques relatifs à d'autres facteurs affectant la valeur comme les taux d'intérêt du marché monétaire, les dividendes attendus et les coûts de refinancement de l'Émetteur

Les autres facteurs affectant le prix des Warrants comprennent, notamment, les taux d'intérêt sur le marché monétaire pour la durée résiduelle, le revenu attendu des transactions de couverture de l'Émetteur concernant la valeur sousjacente et le niveau des coûts de refinancement de l'Émetteur pour réaliser ces transactions de couverture.

Même si le prix de la valeur sous-jacente s'élève, dans le cas d'une option call, ou chute, dans le cas d'une option put, la valeur du Warrant peut diminuer en raison des autres facteurs affectant la valeur. Compte tenu de la durée de validité limitée du Warrant, aucune garantie ne peut être donnée quant à une remontée du prix du Warrant dans les délais. Plus la durée résiduelle est courte, plus le risque est grand.

Section E - Offre

E.3

E.2b	Indiquer les raisons de
	l'offre et l'utilisation
	prévue du produit de
	celle-ci, lorsqu'il s'agit
	de raisons autres que la
	réalisation d'un
	bénéfice et/ou la
	couverture de certains
	risques.

Décrire les modalités et

Sans objet; les raisons de l'offre sont de réaliser des profits et/ou de prendre une couverture par rapport à certains risques et le produit net de l'émission de Warrants présentés dans le Prospectus de Base seront utilisés par l'Émetteur à des fins générales.

Méthode de présentation de l'offre, offreur et date d'émission des

	les conditions de	Warrants		
	l'offre.	Les Warrants sont offerts de gré à gré en continu.		
		L'offre des Warrants commence en France le 22.01.2014.		
		Les offreur des Warrants est: l'Émetteur		
		La date d'émission est: 22.01.2014		
		Restriction imposée à la libre négociabilité des valeurs mobilières		
		Les Warrants peuvent être offerts ou vendus seulement si l'ensemble des lois et règlementations relatives aux valeurs mobilières en vigueur dans la juridiction dans laquelle un achat, une offre, une vente ou une livraison de Warrants est effectué ou dans laquelle le présent document est diffusé ou conservé pour inspection ont été respectées, et si tous les consentements ou autorisations nécessaires pour l'achat, l'offre, la vente ou la livraison des Warrants conformément aux normes légales en vigueur dans cette juridiction ont été obtenus.		
		En particulier, les Warrants ne sont pas et ne seront pas enregistrés conformément à la Loi sur les valeurs mobilières des États-Unis (<i>United States Securities Act</i>) de 1933 telle qu'amendée. Ils ne peuvent être offerts, vendus, négociés ou livrés au sein des États-Unis directement ou indirectement par ou pour le compte d'un ressortissant des États-Unis (comme défini dans la Réglementation S conformément à la Loi sur les valeurs mobilières des États-Unis de 1933), excepté dans le cas d'exemption des conditions d'enregistrement de la Loi sur les valeurs mobilières. Toute personne recevant le montant de liquidités correspondant aux termes et conditions est considérée comme ayant fait une déclaration indiquant que la personne titulaire des droits découlant des Warrants n'est pas un ressortissant des États-Unis.		
		Prix d'émission, frais et taxes relatifs à l'achat		
		Le prix d'émission initial est de EUR 0,19.		
		Sans objet, l'achat de Warrants ne faisant supporter aucun coût ou taxe à l'Émetteur notamment pour les acheteurs ou les souscripteurs.		
E.4	Décrire tout intérêt, y compris les intérêts conflictuels, pouvant influer sensiblement sur l'émission/l'offre.	L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui agissent généralement en qualité d'agent de calcul des Warrants. Cette activité peut entraîner des conflits d'intérêt dans la mesure où les responsabilités de l'agent de calcul comprennent certaines déterminations et décisions qui pourraient avoir un effet négatif sur le prix des Warrants ou le montant des liquidités.		
		L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent s'engager dans des transactions de négoce sur la valeur sous-jacente, sur d'autres instruments qui s'y rapportent, ou sur des dérivés, des options boursières ou des contrats à terme en bourse, ou peuvent émettre d'autres valeurs et dérivés fondés sur la valeur sous-jacente. Les sociétés peuvent également intervenir dans l'acquisition de nouvelles parts ou d'autres titres de la valeur sous-jacente ou, dans le cas d'indices de valeurs, de sociétés individuelles incluses dans		

l'indice, ou agir en qualité de conseillers financiers pour les entités auxquelles il est fait référence ou collaborer avec elle dans le secteur de la banque d'affaires. Les sociétés sont tenues de s'acquitter de leurs obligations à ce titre, indépendamment des conséquences qui peuvent en résulter pour les détenteurs de warrants et, le cas échéant, devront prendre les mesures qu'elles considèrent nécessaires ou appropriées pour se protéger ou sauvegarder leurs intérêts dans le cadre de ces relations d'affaires. Les activités visées ci-dessus pourraient entraîner des conflits d'intérêt et avoir un effet négatif sur le prix de la valeur sous-jacente ou des titres qui lui sont associés comme les Warrants.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent émettre des titres dérivés supplémentaires fondés sur la valeur sous-jacente, ou sur des éléments constitutifs de la valeur sous-jacente, notamment des titres dont les caractéristiques sont identiques ou similaires à celles des Warrants. L'introduction de tels produits, qui concurrencent les Warrants, peuvent avoir un effet sur le prix de la valeur sous-jacente ou les éléments constitutifs de la valeur sous-jacente et donc aussi sur le prix des Warrants. L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent recevoir des informations de nature non publique se rapportant à la valeur sous-jacente, ou à des éléments constitutifs de la valeur sous-jacente, mais ne sont pas tenus de les communiquer aux détenteurs de warrants. De plus, les sociétés appartenant à Citigroup ou affiliées à lui peuvent publier des rapports de recherche se rapportant à la valeur sous-jacente ou aux éléments constitutifs de la valeur sous-jacente. Les activités de ce type peuvent créer certains conflits d'intérêt et affecter le prix des Warrants.

E.7 Donner une estimation des dépenses facturées à l'investisseur par l'émetteur ou l'offreur.

Les dépenses estimées pour les Warrants, y compris le coût d'admission à la négociation sont compris(es) dans le prix d'émission ou au prix de vente, le cas échéant. Si l'investisseur achète des Warrants auprès d'un distributeur, le prix d'achat à payer par l'investisseur pourra comprendre des commissions de vente devant être communiquées au distributeur.

Citigroup Global Markets Deutschland AG

Frankfurt am Main

(Issuer)

Final Terms dated

21 January 2014

to the

Tripartite Base Prospectus dated 13 May 2013 as amended (the "Tripartite Base Prospectus")

CALL OR PUT WARRANTS

referenced to the following underlying:

ArcelorMittal

ISIN: DE000CF6Z683

The respective Final Terms to the Tripartite Base Prospectus will be made available as a separate document in paper form free of charge at the address of the relevant paying agent and published on the Issuer's website (www.citifirst.com).

The subject matter of the Final Terms is Call or Put Warrants (Product No. 1) (the "Warrants" or the "Series") based on a share or a security representing shares issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer").

The Final Terms were prepared in accordance with Article 5 (4) of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (as most recently amended by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010) (the "Prospectus Directive") and must be read in conjunction with the Tripartite Base Prospectus (consisting of the Summary and the Securities Note, each dated 13 May 2013, and the Registration Form of Citigroup Global Markets Deutschland AG dated 3 May 2013, including any supplements). Complete information about the Issuer and the offer of the Warrants can be obtained only from a synopsis of these Final Terms together with the Tripartite Base Prospectus (including all related supplements, if any).

The Final Terms to the Tripartite Base Prospectus take the form of a separate document within the meaning of Article 26 (5) of Commission Regulation (EC) No. 809/2004 of 29 April 2004 as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012 and Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012 (the "**Prospectus Regulation**").

An issue specific summary that has been completed for the Warrants is attached to these Final Terms.

INFORMATION ABOUT THE TERMS AND CONDITIONS – ISSUE SPECIFIC CONDITIONS

With respect to the Series of Warrants, the Issue Specific Conditions applicable to the Call or Put Warrants, as replicated in the following from the Tripartite Base Prospectus and supplemented by the information in the Annex to the Issue Specific Conditions as set out below, and the General Conditions contain the conditions applicable to the Warrants (referred to together as the "Conditions"). The Issue Specific Conditions should be read in conjunction with the General Conditions.

Part A. Product Specific Conditions

No. 1 Option Right

Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer") hereby grants the holder (each a "Warrant Holder") of Call or Put Warrants (the "Warrants"), based on the Underlying as specified in detail in each case in Table 1 and Table 2 of the Annex to the Issue Specific Conditions, the right (the "Option Right") to require the Issuer to pay the Cash Amount (No. 2 (1) of the Issue Specific Conditions) or the Termination Amount (No. 2 of the General Conditions) in accordance with these Terms and Conditions.

No. 2 Cash Amount; Definitions

- (1) The "Cash Amount" for each Warrant, subject to the early redemption of the Warrants by the Issuer (No. 2 of the General Conditions), shall be the Intrinsic Value of a Warrant, if the latter is already expressed in the Settlement Currency, or the Intrinsic Value of a Warrant converted into the Settlement Currency using the Reference Rate for Currency Conversion.
- (2) The "Intrinsic Value" of a Warrant shall be the difference, expressed in the Reference Currency and multiplied by the Multiplier, by which the Reference Price of the Underlying determined on the Valuation Date is higher than (Call Warrants) or lower than (Put Warrants) the respective Strike.
- (3) The following definitions shall apply in these Terms and Conditions:

"Additional Securities Euroclear System, Brussels; Clearstream Banking S.A.,

Depositaries": Luxembourg

"Auxiliary Location": London, United Kingdom

"Banking Day": Every day on which the commercial banks in Paris and

Frankfurt am Main are open for business, including trade in foreign currencies and the receipt of foreign currency deposits (except for Saturdays and Sundays), the

TARGET2-System is open and the Central Securities

Depositary settles payments. "TARGET2-System" shall mean the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) payment system or any successor system.

"Central Securities Depositary":

Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

France

"Clearing Territory of the

France

Central Securities Depositary":

"Currency Conversion Date": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Exchange Rate Reference

not applicable

Agent":

"Exercise Date":

I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

Valuation Date

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

The Banking Day at the respective place of the Exercise Agent pursuant to No. 3 (1), on which the exercise prerequisites pursuant to No. 3 (1) are met for the first time at 10:00 a.m. (local time at the place of the

respective Exercise Agent).

"Form of the Warrants": The Warrants will be issued in dematerialized bearer form

(au porteur) and inscribed in the books of the Central Securities Depositary which shall credit the accounts of the Account Holders. No physical document of title (including certificats représentatifs pursuant to Article R.211-7 of the French Monetary and Financial Code (Code monétaire et financier)) will be issued in respect of

the Warrants.

"Issue Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Issuer's Website": www.citifirst.com

"Maturity Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Minimum Exercise Volume": 100 Warrant(s) per ISIN or an integral multiple thereof

"Minimum Trading Volume": 1 Warrant(s) per ISIN or an integral multiple thereof

"Modified Exercise Date + 1": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

not applicable

"Modified Exercise Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

The first Exercise Date which is a Banking Day at the Auxiliary Location and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant Adjustment Exchange as specified in Table 2 of the Annex to the Issue Specific Conditions.

"Modified Valuation Date + 1": not applicable

"Modified Valuation Date": not applicable

"Multiplier": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Number": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Payment Date upon Exercise": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

At the latest the fifth common Banking Day following the Exercise Date at the registered office of the Issuer and the place of the Central Securities Depositary.

"**Reference Currency**": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"**Reference Price**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Reference Rate for Currency

Conversion":

not applicable

"Rollover Date": not applicable

"Settlement Currency": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Strike": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"**Type**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type of Exercise": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Underlying": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Valuation Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

As specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation

Date.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

In case of an exercise during the Exercise Period, the Valuation Date as specified in Table 2 of the Annex to the Issue Specific Conditions; in case of an Automatic Exercise, the Valuation Date as specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation Date.

No. 3 Exercise of the Option Rights

I. Applicable in the case of Warrants with a European Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

- (1) The Option Right may be exercised by the Warrant Holder only with effect as of the Valuation Date for the respective Warrant. If the Cash Amount results in a positive value, the Option Right attaching to the respective Warrant shall be deemed to be exercised on the Valuation Date without further preconditions and without the submission of an explicit Exercise Notice (referred to in the following as "Automatic Exercise").
- (2) The Issuer will transfer any positive Cash Amount to the Central Securities Depositary on the Maturity Date for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid.
- (3) The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer. In the event that the onward transfer of the Cash Amount or of the fair market value is not possible within three months after the Maturity Date ("Presentation Period"), the Issuer shall be entitled to deposit the relevant amounts with the Frankfurt am Main Local Court for the Warrant Holders at their risk and expense with a waiver of its right to reclaim those amounts. Upon the deposit of the relevant amounts with the Court, the claims of the Warrant Holders against the Issuer shall expire.
- (4) All taxes or other levies that may be incurred in connection with the payment of the Cash Amount or of the fair market value shall be borne by the Warrant Holders.
- (5) If the Valuation Date falls between the date on which the Issuer determines that there are grounds for making an Adjustment in accordance with No. 6 of the Issue Specific Conditions and the date on which the Issuer has given notice of the Adjustments (referred to in the following as the "Adjustment Period"), the Valuation Date shall be the first Banking Day common to the head office of the Issuer and to the location of the Central Securities Depositary following the date on which the Issuer has given notice of the Adjustments for the Valuation Date. The calculation of the Cash Amount in accordance with No. 2 of the Issue Specific Conditions shall be based on the relevant Reference Price of the Underlying on the Valuation Date together with the Adjustments made by the Issuer.
- (6) The Cash Amount and the fair market value shall be paid in the Settlement Currency without a requirement for the Issuer to give notice of any kind.
- (7) A declaration shall be deemed to have been made automatically that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell

or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell, resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the respective series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

(1) For the exercise of the Warrants to be effective, the holder of the respective Warrant must comply with the preconditions set out below with respect to the relevant Exercise Agent within the Exercise Period for the respective Warrant. The Exercise Period for the Warrants shall begin in each case on the third Banking Day after the Issue Date and shall end in each case at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the Valuation Date or, if the Reference Price of the Underlying is usually determined before 11.00 a.m. (local time at the location of the relevant Exercise Agent), the Exercise Period ends at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the last Trading Day preceding the last Valuation Date. The provisions of paragraphs (2) to (4) of this No. 3 II shall also apply.

If the Option Rights are exercised via the Exercise Agent in **France**, the Warrant Holder must submit to Citibank International plc., France (the "**Exercise Agent**") at the following address:

Citibank International plc. - Service Titres, 1-5 Rue Paul Cezanne, 75008 Paris, France a properly completed "Paris" Exercise Notice for the respective ISIN (International Securities Identification Number) using the form available from the Issuer (referred to in the following as "Exercise Notice") and must have transferred the Warrants which it is intended to exercise

- to the Issuer crediting its account No. 186 at Euroclear France, account nature 51 or its account No. 67098 at Clearstream Luxembourg.

The Exercise Notice must specify:

- the ISIN (International Securities Identification Number) of the Warrant series and the number of Warrants intended to be exercised and
- the account of the Warrant Holder with a bank in France into which the Cash Amount is to be paid. If the Exercise Notice does not specify an account or specifies an account outside France, a check for the Cash Amount will be sent to the Warrant Holder at his risk by normal post to the address given in the Exercise Notice within five (5) Banking Days in Frankfurt am Main and Paris following the Valuation Date.
- Confirmation must also be given that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell,

resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

- (2) The Exercise Notice shall become effective on the Exercise Date according to No. 2 (3) of the Issue Specific Conditions. The Exercise Notice may not be revoked, including during the period prior to the date on which it becomes effective. All of the preconditions set out in No. 3 (1) of the Issue Specific Conditions must be satisfied within five (5) Banking Days of the occurrence of the first precondition. In any other circumstances, the Issuer shall have the right to return any payments already made to the Warrant Holder without interest at his risk and expense; in this event the Exercise Notice shall not become effective.
- (3) Option Rights that have not been exercised effectively in accordance with paragraphs (1) and (2) shall be deemed, subject to early termination by means of extraordinary Termination pursuant to No. 2 of the General Conditions, to be exercised on the final day of the Exercise Period without further preconditions, if the Cash Amount is positive ("Automatic Exercise"). In the event of Automatic Exercise, the confirmation referred to in the last subparagraph of paragraph (1) shall be deemed to have been given automatically. In any other circumstances, all rights arising from the Warrants that have not been exercised effectively by then shall expire on that day and the Warrants shall become invalid.
- (4) All taxes or other levies that may be incurred in connection with the exercise of the Warrants shall be borne by the Warrant Holder. The exercise or settlement amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.
- (5) The Issuer will transfer any Cash Amount to the Central Securities Depositary on the Payment Date upon Exercise for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid. The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer.

No. 4 (not applicable)

Part B. Underlying Specific Conditions

No. 5 Underlying

- (1) The "**Underlying**" shall be the share or security representing shares specified as the Underlying in Table 2 of the Annex to the Issue Specific Conditions of the Company specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Company**").
- (2) The "Reference Price" of the Underlying shall correspond to the price specified as the Reference Price of the Underlying in Table 1 of the Annex to the Issue Specific Conditions,

as calculated and published on Trading Days on the Relevant Exchange specified in Table 2 of the Annex to the Issue Specific Conditions (the "Relevant Exchange"). "Trading Days" shall be days on which the Underlying is normally traded on the Relevant Exchange. "Trading Hours" shall be hours during which the Underlying is normally traded on the Relevant Exchange on Trading Days.

No. 6 Adjustments

(1) If an Adjustment Event pursuant to paragraph (2) of this No. 6 occurs, the Issuer shall determine whether the relevant Adjustment Event has a diluting, concentrative or other effect on the computed value of the Underlying and, if such is the case, shall if necessary make a corresponding Adjustment to the affected features of the Warrants, which in its reasonable discretion is appropriate in order to take account of the diluting, concentrative or other effect and to leave the Warrant Holders as far as possible in the same position in financial terms as they were in before the Adjustment Event took effect. The Adjustments may relate, inter alia, to the Strike, the Multiplier and other relevant features, as well as to the replacement of the Underlying by a basket of shares or other assets or, in the event of a merger, by an adjusted number of shares of the absorbing or newly formed company and, where relevant, the specification of a different exchange as the Relevant Exchange and/or a different currency as the Reference Currency. The Issuer may (but is not obliged to) base the determination of this appropriate Adjustment on the adjustment made in response to the relevant Adjustment Event by a futures exchange, on which options or futures contracts on the Underlying are traded at the time of the Adjustment Event, in respect of options or futures contracts on the relevant share traded on that futures exchange.

(2) An "Adjustment Event" shall be:

- (a) the subdivision (stock split), combination (reverse stock split) or reclassification of the respective shares or the distribution of dividends in the form of bonus shares or stock dividends or a comparable issue;
- (b) the increase in the capital of the Company by means of the issue of new shares in return for capital contributions, with the grant of a direct or indirect subscription right to its shareholders (capital increase for capital contributions);
- (c) the increase of the capital of the Company from its own financial resources (capital increase from corporate funds);
- (d) the grant by the Company to its shareholders of the right to subscribe for bonds or other securities with option or conversion rights (issue of securities with option or conversion rights);
- (e) the distribution of an extraordinary dividend;
- (f) the spin-off of a division of the Company in such a way that a new, independent company is formed or the division is absorbed by a third company, with the grant to the

- shareholders of the Company of shares in either the new company or the absorbing company for no consideration;
- (g) the permanent delisting of the Underlying on the Relevant Exchange as a result of a merger by absorption or new company formation or for another reason;
- (h) other comparable events that could have a diluting, concentrative or other effect on the calculated value of the Underlying.
- (3) The rules described in the preceding paragraphs shall apply analogously to securities representing shares as the Underlying (such as ADRs, ADSs or GDRs).
- (4) Changes in the method of calculating the Reference Price or other prices for the Underlying that are relevant in accordance with these Terms and Conditions, including a change in the Trading Days or Trading Hours relevant for the Underlying, shall entitle the Issuer to adjust the Option Right accordingly in its reasonable discretion. The Issuer shall determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change.
- (5) In the event that the Underlying is permanently delisted on the Relevant Exchange but continues to be listed on another exchange or another market which the Issuer in its reasonable discretion considers to be suitable (the "New Relevant Exchange"), then, subject to extraordinary Termination of the Warrants by the Issuer pursuant to No. 2 of the General Conditions, the Cash Amount shall be calculated on the basis of the corresponding prices for the Underlying calculated and published on the New Relevant Exchange. In addition, all references in these Terms and Conditions to the Relevant Exchange shall then be deemed, insofar as the context allows, to be references to the New Relevant Exchange.
- (6) In the event that a voluntary or compulsory liquidation, bankruptcy, insolvency, winding up, dissolution or comparable procedure affecting the Company is initiated, or in the event of a process as a result of which all of the shares in the Company or all or substantially all of the assets of the Company are nationalized or expropriated or required to be transferred in some other way to government bodies, authorities or institutions, or if following the occurrence of an event of another kind the Issuer reaches the conclusion that it is not possible to make an Adjustment that would reflect the changes that have occurred appropriately from a financial point of view, then the Issuer will terminate the Warrants pursuant to No. 2 of the General Conditions.
- (7) The Issuer shall give notice of the Adjustments and the date on which the Adjustments become effective in accordance with No. 4 of the General Conditions.

No. 7 Market Disruption Events

(1) If a Market Disruption Event in accordance with paragraph (2) of this No. 7 exists on the Valuation Date, then the Valuation Date shall be postponed to the next following day which fulfills the criteria for a Valuation Date in accordance with No. 2 of the Issue Specific Conditions and on which a Market Disruption Event no longer exists. The Issuer shall endeavor to give notice to the Warrant Holders without delay in accordance with No. 4 of the

General Conditions that a Market Disruption Event has occurred. However, there shall be no obligation to give notice. If, as a result of the provisions of this paragraph, the Valuation Date has been postponed for five (5) consecutive days that fulfill the criteria for a Valuation Date in accordance with No. 2 (3) of the Issue Specific Conditions and if the Market Disruption Event continues to exist on that day as well, then that day shall be deemed to be the Valuation Date and the Issuer shall determine the Cash Amount in its reasonable discretion taking account of the market conditions prevailing on any such deemed Valuation Date.

(2) "Market Disruption Event" shall mean

- (i) the suspension or restriction of trading in the Underlying on the Relevant Exchange, or
- (ii) the suspension or restriction of trading (including the lending market) in a futures or options contract based on the Underlying on a Futures Exchange on which futures or options contracts based on the Underlying are traded (the "Futures Exchange");

if that suspension or restriction occurs or exists in the last half-hour before the calculation of the closing price of the Underlying that would normally take place and is material as determined by the Issuer in its reasonable discretion. A change in the Trading Days or Trading Hours on or during which the Underlying is traded does not constitute a Market Disruption Event, provided that the change takes place as the result of a previously announced change in the trading regulations by the Relevant Exchange.

ANNEX TO THE ISSUE SPECIFIC CONDITIONS

Table 1 – supplementary to Part A. Product Specific Conditions

Issue Date: 22/01/2014

Initial value date in France: 27/01/2014

ISIN / Local Trading Code	Underlying	Туре	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike	Multiplier	Valuation Date / Maturity Date	Type of Exercise	Number	Reference Price of the Underlying ("Reference Price")
DE000CF6Z683 / 5127C	ArcelorMittal	PUT	No	EUR 0.19	Euro (EUR)	EUR 13.00	0.2	19/06/2014 / 26/06/2014	European	3,000,000	Closing price

Table 2 – supplementary to Part B. Underlying Specific Conditions

Underlying (Company) / Share type	ISIN or Reuters	Relevant Stock Exchange /	Valuation Date /	Currency in which the
	Code of the	Relevant Adjustment Exchange for the	Currency Conversion Date	Reference Price is expressed
	Underlying	Underlying ("Adjustment Exchange")		("Reference Currency")
ArcelorMittal S.A. / Common Shares	LU0323134006	Euronext Amsterdam / EUREX Frankfurt	See Table 1 / not applicable	Euro (EUR)

The following specific meanings shall apply in this context:

Deutsche Börse AG, Frankfurt, Germany (XETRA®)

EUREX : EUREX, Frankfurt, Germany

STOXX Limited, Zurich : STOXX Limited, Zurich, Switzerland

Dow Jones & Company, Inc., New York, U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

Nikkei Inc. : Nikkei Inc., Tokyo, Japan

Standard & Poor's Corp., New York, N.Y., U.S.A.

AEX Options and Futures Exchange : AEX Options and Futures Exchange, Amsterdam, The Netherlands

Bolsa de Derivados Portugal : Bolsa de Derivados Portugal, Lisbon, Portugal

EUREX : EUREX, Zurich, Switzerland

Euronext Amsterdam/ Euronext Lisbon/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Euronext Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Discrete Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Paris S.A., Paris, France

Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.) : Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.), Helsinki, Finland

Helsinki Derivatives Exchange (HEX Ltd.) : Helsinki Derivatives Exchange (HEX Ltd.), Helsinki, Finland

HSIL : Hang Seng Indexes Company Limited ("HSIL"), Hong Kong, China

Madrid stock exchange : Bolsa de Madrid, Madrid, Spain

MEFF
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
New York Stock Exchange, New York, NY, USA
OCC
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signatu

OSE : Osaka Securities Exchange, Osaka, Japan
TSE : Tokyo Stock Exchange, Tokyo, Japan
SIX Swiss Exchange, Swiss Exchange : SIX Swiss Exchange, Switzerland

RISK FACTORS

Investors should read carefully the risk factors set out under "I. Risk factors of Warrants" in the Securities Note and under 1. in the Registration Form.

In particular, the following optional risk factors that relate only to certain types of Warrants are applicable to these Warrants (please refer to "I. Risk factors of Warrants" in the Securities Note):

- Risk relating to the loss of time value of Warrants depending on the remaining term
- Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs

ADDITIONAL INFORMATION

Name and address of the paying agents and the calculation agent

Paying Agent(s):

Citigroup Global Markets Ltd., 1-5 Rue Paul Cézanne, 75008 Paris, France

Calculation Agent:

Citigroup Global Markets Deutschland AG, Frankfurter Welle, Reuterweg 16, D-60323 Frankfurt am Main, Federal Republic of Germany

Conflicts of interest

With respect to interests of natural and legal persons involved in the issue and resulting potential conflicts of interest, please refer to "4. Risk of conflicts of interest" under "I. Risk factors of Warrants" in the Securities Note.

Offer method

The Warrants are being offered over-the-counter on a continuous basis in one series.

The offer of the Warrants begins in France on 22/01/2014.

Stock exchange listing

The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.

Consent to the use of the Prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*, "WpPG").

Issue price, price calculation and costs and taxes on purchase

The initial issue price is specified in Table 1 of the annex to the Issue Specific Conditions.

Both the initial issue price and the bid and offered prices quoted by the Issuer during the term of the Warrants are calculated using theoretical pricing models. In this context, the bid and offered prices for the Warrants are determined on the basis, among other things, of the mathematical value of the Warrants, the costs of hedging and accepting risk and the expected return. Please see also the information provided under "Risk relating to the calculation of the warrant prices" and "4. Risk of conflicts of interest", both in Section "I. Risk factors of Warrants".

No costs or taxes of any kind for the warrant holders will be deducted by the Issuer whether the Warrants are purchased off-market (in countries where this is permitted by law) or via a stock exchange. Such costs or taxes should be distinguished from the fees and costs charged to the purchaser of the Warrants by his bank for executing the securities order, which are generally

shown separately on the statement for the purchase transaction in addition to the price of the Warrants. The latter costs depend solely on the particular terms of business of the warrant purchaser's bank. In the case of a purchase via a stock exchange, additional fees and expenses are also incurred. Furthermore, warrant holders are generally charged an individual fee in each case by their bank for managing the securities account. Notwithstanding the foregoing, profits arising from the Warrants or capital represented by the Warrants may be subject to taxation.

Information on the underlying

Website: www.arcelormittal.com

Disclaimers in relation to Share Prices used as Underlyings

Insofar as share prices are the underlying of Warrants issued by the issuer and described in this Final Terms document, the respective public limited company that has issued the relevant shares, to whose reference price the Warrants relate (the "Issuer of the Underlying"), does not express any recommendation for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main. The Issuer of the underlying neither directly nor indirectly assumes any liability for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main.

The Warrants are the sole obligation of Citigroup Global Markets Deutschland AG and do not involve liability on the part of the Issuer of the underlying. This is not an offer of shares. The Issuer of the underlying has not been and does not want to be involved, neither directly nor indirectly, in deciding the timing of the issue, or the preparation of this document, or the constitution of the option rights under these securities. Furthermore, the Warrant Holder will not have any right through the Warrant to any information, votes or dividends in the Issuer of the underlying.

Publication of additional information

The Issuer does not intend to provide any additional information about the underlying.

The Issuer will publish additional notices described in detail in the terms and conditions. Examples of such notices are adjustments of the features of the Warrants as a result of adjustments relating to the underlying which may, for example, affect the conditions for calculating the cash amount or a replacement of the underlying. A further example is the early redemption of the Warrants if an adjustment cannot be made.

Notices under these terms and conditions are generally published on the Issuer's website. If and to the extent that mandatory provisions of the applicable laws or exchange regulations require notices to be published elsewhere, they will also be published, where necessary, in the place prescribed in each case.

Selling restrictions

Information on selling restrictions can be found under "VI. Selling restrictions" in the Securities Note.

ANNEX – ISSUE SPECIFIC SUMMARY

Section A – Introduction and warnings

This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the A.1 "Issuer") and of the Warrants issued under the Tripartite Base Prospectus. The Summary is intended as an introduction to the Tripartite Base Prospectus, which comprises this Summary, the Registration Form of Citigroup Global Markets Deutschland AG dated 03 May 2013 including any supplements and the Securities Note of Citigroup Global Markets Deutschland AG dated 13 May 2013. Investors should therefore ensure that any decision to invest in the Warrants is based on a review of the entire Prospectus, including any supplements and the Final Terms. Where claims relating to the information contained in a base prospectus, any supplements, and the respective Final Terms are brought before a court, the investor acting as plaintiff may, as a result of the laws of individual member states of the European Economic Area, have to bear the costs of translating the base prospectus, any supplements, and the Final Terms into the language of the court prior to the commencement of legal proceedings. The Issuer can be held liable for the content of this Summary, including any translation prepared, but only in the event that the Summary is misleading, inaccurate or inconsistent when read in conjunction with the other parts of the Prospectus, or, when read in conjunction with the other parts of the Tripartite Base Prospectus, does not convey all of the key information required.

A.2 Consent to use the prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent) for offers in France (the "Offer State"). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (Wertpapierprospektgesetz, "WpPG").

In the event of an offer by a financial intermediary, the terms and conditions of the offer must be provided to investors at the time of the offer by the financial intermediary.

Sectio	n B – Issuer and any g	guarantors
B.1 The legal and commercial name of the issuer.		The legal and commercial name of the Issuer is Citigroup Global Markets Deutschland AG.
B.2	The domicile and legal form of the issuer, the legislation under which the issuer operates and its country of incorporation.	Prankfurt am Main; the address of Citigroup Global Markets Deutschland AG is Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, Federal Republic of Germany (telephone +49 (0)69-1366-0). Legal form and jurisdiction The Issuer is a stock corporation (Aktiengesellschaft, "AG") under German law. Place of registration The Issuer is entered in the commercial register of the Frankfurt am Main Local Court under the number HRB 88301.

	T.	
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Bank expects world economic growth in 2013 to increase slightly from 2.5 per cent to 2.6 per cent. In 2014 growth should increase to 3.2 per cent. The slowdown in worldwide economic growth was principally due to the slowdown of growth in the industrialized countries. The Bank expects moderate growth of 1.0 per cent for industrialized countries in 2013 and a modest increase to 1.6 per cent in 2014.
		Overall the Bank expects continued significant variations between different regions in the world.
		The Bank expects a mild recession in the Eurozone (the Bank's growth forecasts are for -0.6 per cent and -0.4 per cent for 2013 and 2014). This is seen to be due to the continuing sovereign debt crisis and the high level of private sector indebtedness in the peripheral European countries. The ECB is expected to continue to act to stabilise markets and to reduce interest rates in the second quarter of 2013 depending on further economic growth in the Eurozone, which could be followed by a forecast final interest rate reduction in the second half of the year. The Bank considers it likely that Southern Europe and Ireland will only gradually reach a common sustainable fiscal path. If the core countries in future are no longer prepared to increase their support for the peripheral states, this could lead to a raft of debt restructurings (with likely longer maturities and interest rate reductions), but probably not before 2015.
		In the Warrants and Certificates Division, the competition is expected to remain intense among leading issuers. Further regulatory challenges are expected, which have to be integrated into the business in a timely manner.
		Given the forecasts made by the individual business divisions and a restrictive cost management approach, the Bank is expecting continued overall profits in fiscal years 2013 and 2014.
B.5	If the issuer is part of a group, a description of the group and the issuer's position	The Issuer is a member of the German subgroup of Citigroup. As a public limited company, it is managed by the executive board. The Issuer is wholly-owned by the German holding company, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, a limited partnership with registered offices in Frankfurt/Main.
	within the group.	Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is also a silent partner of the Issuer, having a silent equity interest ("Stille Einlage") totalling EUR 122,710,051.49 as of 30 November 2012. The general partner of Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is Citigroup Global Markets Finance LLC (USA). The sole limited partner is Citi Overseas Investment Bahamas Inc.
		All shares of Citigroup Global Markets Finance LLC are held by Citi Overseas Investment Bahamas Inc., the sole shareholder of which is Citibank Overseas Investment Corporation (USA). This company is in turn 100 per cent owned by Citibank, N.A. (USA). Citibank, N.A. (USA) is a 100 per cent owned subsidiary of Citicorp (USA), which in turn is a 100 per cent owned subsidiary of Citigroup, Inc. (USA).
B.9	Where a profit	Not applicable; the Issuer has decided not to make any profit forecasts or profit

	forecast or estimate is made, state the figure.	estimates in the Base Prosp	ectus.		
B.10	A description of the nature of any qualifications in the audit report on the historical financial information.	The annual financial state December 2011 to 30 Nov 2011 were audited by the unqualified auditor's opinion	vember 2012 and ne Issuer's statute	1 December 201	0 to 30 November
B.12	Selected historical key financial information regarding the issuer, presented for each financial year of the period	Key Annual Financial Deutschland AG The table below provides a which have been taken fro prior fiscal year (fiscal year business development of Ci	m the audited fin ar 2011) and fisca	ertain noteworthy ancial statements I year 2012 and	2012 between the thereby reveals the
	covered by the historical financial information and any		30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro	
	subsequent interim	Balance sheet total	9,543	8,690	
	financial period accompanied by	Business volume	11,162	10,163	
	comparative data	Equity capital	590	588	
	from the same	Loan portfolio	5,365	5,196	
	period in the prior financial year,	Number of employees	348	361	
	except that the	- Company of			I
	requirement for comparative balance sheet information is satisfied by		01.12.2011 - 30.11.2012 in million Euro	prior fiscal year (01.12.2012 - 30.11.2011) in million Euro	
	presenting the year- end balance sheet	Interest income from operations	11	29	
	information. A statement that there	Commissions from brokerage business	111	96	
	has been no material adverse change in the	Commissions from securities business	18	17	
	prospects of the issuer since the date	Net income from financial trading operations	25	60	
	of its last published audited financial	General administrative expenses	161	137	
	statements or a description of any material adverse change.	As of the balance sheet da following components:	ate, the balance s	sheet equity cap	ital consists of the
	A description of				

significant changes in the financial or trading position of the issuer subsequent to the period covered by the historical financial information.

	30.11.2012 in million Euro (audited)	prior fiscal year (30.11.2011) in million Euro (audited)
Subscribed capital		
Share capital	210.6	210.6
Silent partner capital	122.7	122.7
Capital reserves	195.8	193.8
Legal reserves	33.0	33.0
Other earnings reserves	27.9	27.9

In addition, as part of incorporating the new rules under the BilMoG pursuant to § 340g of the German Commercial Code (HGB), a new separate item was created ("Fund for general banking risks") in the amount of EUR 9.4m (EUR 6.6m in the previous year).

The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows:

	30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro
Equity capital on balance sheet	590.0	588.0
Less intangible assets	0	-1.2
Core capital	599.3	594.3
Supplementary capital	0.0	0.0
Equity capital	599.3	594.3
Capital ratios		
Tier one capital in %	33.6	29.3
Total capital ratio in %	33.6	29.3

Despite the debt crisis in the Eurozone and the concomitant volatility on the international financial markets, Citigroup Global Markets Deutschland AG was once again able to earn a profit in the recently completed fiscal year.

Key Semi-Annual Financial Information of Citigroup Global Markets Deutschland AG

The table below provides a comparison of certain noteworthy financial statistics for the first half of the financial year 2013 which have been taken from the unaudited interim financial statements 2013 between the prior fiscal year and/or the previous year's figures and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

	31.05.2013	30.11.2012	
	in million Euro	in million Euro	

Balance sheet total	11,147	9,543
Business volume	12,628	11,162
Equity capital	590	590
Loan portfolio	5,179	5,365
Number of employees on the balance sheet date	263	334

	01.12.2012 - 31.05.2013 in million Euro	01.12.2011 - 31.05.2012 in million Euro
Interest income from operations	3	7
Commissions from brokerage business	20	33
Commissions from securities business	8	9
Net income from financial trading operations	29	16
General administrative expenses	72	70

Statements as regards trend information and financial or trading position

The Issuer declares that since the date of the last audited annual financial statements on 30 November 2012 no material adverse change in the prospects of the Issuer has occurred.

Furthermore, the Issuer declares that since the date of the last interim financial statements on 31 May 2013 no significant change has occurred in the financial or trading position of the Issuer.

B.13 A description of any recent events particular to the issuer which are to a material extent relevant to the evaluation of the issuer's solvency.

Significant events that may have a material impact on the assessment of the Issuer's solvency can not be determined at the moment. However, Citigroup Global Markets Deutschland AG is currently subject to an extra-ordinary audit on withholding taxes by the Frankfurt-Hoechst tax authority for the years 2007-2008. In this context the tax authority has expressed its view that Citigroup Global Markets Deutschland AG may not have deducted and paid withholding taxes from dividends received in connection with so called cum-ex transactions for shares held by it in custody for its clients as required. Based on these findings the tax authority is currently of the view that Citigroup Global Markets Deutschland AG is liable for non deducted withholding taxes in the amount of more than Euro 706 million for the years 2007 and 2008. In case the tax authority's view should succeed further tax liability for the years 2009 to 2011 may arise which can not be estimated at the moment.

The main starting point for the liability claim of the tax authorities is the question if Citigroup Global Markets Deutschland AG is to be qualified as a German bank

		executing the trade (<i>die den Verkaufsauftrag ausführende Stelle</i>) in the respective years. Furthermore, the method applied to identify the amount of the liability claim is debatable as well as the question if Citigroup Global Markets Deutschland AG can be held liable as principal debtor. Citigroup Global Markets Deutschland AG has obtained legal advice from a reputable tax consultant office as well as from a reputable accounting firm. Based thereon, the management of Citigroup Global Markets Deutschland AG is of the view that the likelihood to win any legal proceedings in this matter exceeds 50 per. cent. On this basis, Citigroup Global Markets Deutschland AG's management has decided to put up a reserve only for expected legal advice and litigation expenses, if any, and has decided that 2 million Euro is an adequate figure in this respect. Furthermore, it should be noted that Citigroup is currently evaluating measures to
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	optimize its organizational structure. Citigroup Global Markets Finance Corporation as the German holding company owns 100% of the shares of the Issuer. Pursuant to § 17 (2) of the German Stock Corporation Act (<i>Aktiengesetz</i> , "AktG"), it is assumed that a company in which a majority of the shares is held by another company is dependent upon that other company.
B.15	A description of the issuer's principal activities.	The Issuer is engaged in the business of corporate and investment banking and offers companies, governments and institutional investors comprehensive financial solutions in the areas of investment banking, fixed income, foreign exchange, equities and derivatives, and global transaction services; in addition it is a leading issuer of warrants and certificates whose end investors are predominantly retail clients. Since the end of 2012 the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.
B.16	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control.	In addition to the inclusion of the Issuer in the Citigroup Inc. group of companies referred to above, the Issuer is also party to a control and profit and loss transfer agreement with its immediate parent company. Under the terms of the agreement, the Issuer has placed the management of its business under the control of its immediate parent company. Accordingly, the immediate holding company has the right to give instructions to the Issuer. The agreement also requires the Issuer to transfer its entire profit to its immediate parent company. In return, the immediate parent company is required to make up any annual loss of the Issuer arising during the period of the agreement, as provided in detail by § 302 (1) and (3) AktG.

Section C – Securities			
C.1	•	Type/form of the Warrants	
	type and the class of the securities being offered	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with	

	and/or admitted to trading, including any security identification number.	options. One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. The leverage effect of the Warrant operates in both directions – not only to the investor's advantage in the event of the favorable performance of the factors determining the value, but also to the investor's disadvantage in the event of their unfavorable performance. The payment due under a Warrant on exercise or early termination depends on the value of the underlying at the relevant time.
		The Warrants will be issued in dematerialized bearer form (<i>au porteur</i>) and inscribed in the books of the central securities depositary which shall credit the accounts of the account holders. No physical document of title (including <i>certificats représentatifs</i> pursuant to Article R.211-7 of the French Monetary and Financial Code (<i>Code monétaire et financier</i>)) will be issued in respect of the Warrants.
		Security identification number
		ISIN: DE000CF6Z683
		Local Code: 5127C
C.2	Currency of the securities issue.	Euro
C.5	A description of any restrictions on the free transferability of the securities.	Each Warrant is transferable in accordance with the laws applying in each case and, where relevant, the respective applicable regulations and procedures of the securities depositary in whose records the transfer is registered.
C.8	A description of the	Applicable law for the securities
	rights attached to the securities including ranking and including limitations to those	The Warrants are subject to German law. The constituting of the Warrants may be governed by the laws of the jurisdiction of the central securities depository.
	rights.	Rights attached to the Warrants
		Each Warrant grants the holder the right to the cash amount as described in more detail under C.15.
		Status of the Warrants
		The Warrants create direct, unsecured and unsubordinated obligations of the Issuer that rank <i>pari passu</i> in relation to one another and in relation to all other current and future unsecured and unsubordinated obligations of the Issuer, with the exception of obligations that have priority due to mandatory statutory provisions.
		Limitations to the rights
		The Issuer has the right to terminate the Warrants and to amend the terms and conditions pursuant to the provisions specified in the terms and conditions of the Warrants.

C.11	An indication as to	The Warrante have been admitted to the recorded market of the Forestict
C.11	An indication as to whether the securities offered are or will be the object of an application for admission to trading, with a view to their distribution in a regulated market or other equivalent markets with an indication of the markets in question.	The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.
C.15	A description of how	Description of Put Warrants with European type of exercise
	the value of the investment is affected by the value of the	Put Warrants enable investors to participate on a disproportionate (leveraged) basis in the negative performance of the underlying.
	underlying instrument(s), unless the securities have a denomination of at least EUR 100,000.	In return, however, they also participate on a leveraged basis in any positive performance of the underlying and in addition bear the risk that the Put Warrant may expire worthless if the reference price of the underlying reaches or exceeds the strike.
		On the maturity date, the cash amount received by the investors is the difference, multiplied by the multiplier, by which the reference price of the underlying determined on the valuation date is lower than the respective strike. If the reference price is equal to or higher than the strike, the Put Warrant expires worthless.
C.16	The expiration or maturity date of the	Maturity date: 26/06/2014
	derivative securities –	Exercise date: 19/06/2014
	the exercise date or final reference date.	Valuation date: 19/06/2014
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants with automatic exercise, i.e. a European type of exercise, the Issuer will transfer any positive cash amount to the central securities depositary on the maturity date for the credit of the warrant holders registered with the central securities depositary at the close of business on the preceding banking day at the head office of the central securities depositary.
		The central securities depositary has given an undertaking to the Issuer to make a corresponding onward transfer.
C.18	A description of how the return on derivative securities takes place.	In the case of Warrants with a European type of exercise, the option right may be exercised by the warrant holder only with effect as of the valuation date for the respective Warrant. If the cash amount results in a positive value, the option right attaching to the respective Warrant is deemed to be exercised on the valuation date without further preconditions and without the submission of an explicit exercise notice ("Automatic Exercise").

C.19	The exercise price or the final reference price of the underlying.	Reference price on the valuation date: Closing price	
C.20	A description of the type of the underlying and where the information on the underlying can be found.	Type: share or security representing shares WKN: A0M6U2 ISIN: LU0323134006 Company: ArcelorMittal S.A. Relevant stock exchange: Euronext Amsterdam Reuters page: ISPA.AS Website: www.arcelormittal.com	
Section	D – Risks		
D.2	Key information on the key risks that are specific to the issuer.	Risk of the cessation or limitation of price-setting by the Issuer If the Issuer were to limit or completely abandon its voluntary intention to set bid and offered prices, there would be a danger, if prices for Warrants were not set by any other party that investors would have to wait for the final maturity of the Warrants or, where early exercise is possible, exercise the option right.	
		Liquidity risk despite control and profit and loss transfer agreement The Issuer would also be unable to meet its obligations arising from the securities despite the control and profit and loss transfer agreement if, in the event that the Issuer generated a net loss, while the immediate parent company would in principle be required to assume that loss, it was unable or unwilling to comply with this contractual obligation as a result of its own liquidity difficulties or overindebtedness.	
		Brokerage of transactions for other Group companies and allocation of work within Citigroup	
		The great majority of the Issuer's commission income consists of transfer pricing income from brokerage transactions with affiliated companies. The Issuer's costs arising from the exchange of services with individual Group companies are reimbursed on the basis of existing agreements using transfer prices. For this purpose, income and expenses, in particular commission income for transactions assisted by the bank in an advisory capacity in the context of its sales activities, are determined and allocated to the relevant areas providing the services. The transactions relate to equity trading, bond issues and corporate finance as well as to the sale of structured products, corporate derivatives and currency management products, and also global relationship banking. This process is coordinated closely across all areas with Citigroup Global Markets Limited, London, in particular, and also with Citibank, N.A., London.	

If a decision were made within Citigroup to reallocate the relevant activities to other Group companies, the Issuer could lose a material source of income.

Risks in the lending business

The Issuer's loan portfolio consists mainly of loans to international customers in the industrial and financial services sectors with investment grade credit ratings. Loan defaults have been avoided in recent years thanks to this business policy. The loan portfolio is mainly concentrated on a manageable number of borrower units, as defined by German banking law. If significant individual borrowers in the Issuer's portfolio were unable to meet their obligations, therefore, a substantial increase in loan loss provisions would be conceivable in principle and loan defaults could occur.

Interest rate risk

Risk-Treasury assesses and controls the Issuer's interest rate risk. The Issuer's exposure to changes in interest rates maybe a mid to long-term risk in holdings in liquid securities if these were not originally covered by hedging transactions like interest rate swap agreements. The same applies to medium and long-term loans granted by the Issuer. A significant risk from interest rate changes could arise where interest rates are not monitored in a timely or sensitive manner, which may produce the concomitant danger that action to cover such interest rate exposure is not taken early enough.

Operating risk

The Issuer has transferred a number of areas that are significant for the proper management and control of its business activities and the risks associated with them to other companies within and outside Citigroup. In the event that the companies to which these areas have been transferred do not fulfill their contractual obligations or do not do so at the proper time, the ability of the Issuer to meet its own obligations arising from the securities it has issued on the due dates could also be adversely affected.

Tax risks

The tax decisions issued to the Issuer are regularly subject to subsequent review in the form of an external tax audit or to the resolution of individual issues by the relevant courts. This is normal practice and means that an additional tax demand can be issued by the tax authorities years after the original assessment as a result of a tax audit or a generally applicable decision by a tax court.

General business risks

Settlement risk

The risk that a business transaction is incorrectly processed or that a transaction is executed which is different from the intentions and expectations of the Issuer's management.

Information risk

The risk that information, which was generated, received, transmitted or stored within or outside the Issuer's place of business, can no longer be accessed. Furthermore, such information may be of poor quality, or have been wrongly handled or improperly obtained. The information risk also includes risks that are generated by systems and used for processing information.

Reputation risk

This represents the Issuer's risk that its relations with its customers could be harmed if its services are poor or transactions are incorrectly executed. This risk also includes the risk of entering into business relations with counterparties, whose business practices do not conform to the standards or business ethics of the Issuer.

Personnel risk

The Issuer has a high demand for qualified and specially trained professionals and managers. Personnel risk entails the risk of high staff turnover and the risk that the Issuer will be unable to retain a sufficient staff of qualified personnel, as well as the risk that the Issuer's employees may knowingly or negligently violate established regulations or the firm's business ethics standards.

• Legal and regulatory risks

The Issuer views legal risks as any and all risks resulting from binding contracts and governing legislation. Regulatory risks result from the legal environment in which the Issuer does business.

Risk of fraud

These are both internal and external risks of fraud such as bribery, insider trading and theft of data.

D.6

Key information on the key risks that are specific to the securities. This must include a risk warning effect that the investors may lose the value of their entire investment or part of it, as the case may be, and/or, if the investor's liability is not limited to value of investment, a statement of that fact, together with a description of the circumstances in which such additional liability

General risk factors of Warrants

Risk of total loss

Warrants represent particularly risky investment instruments. They entail a particularly high risk of losing the capital invested, up to and including a total loss, plus the transaction costs incurred and any borrowing costs.

Risk of default by the Issuer of the Warrants

In the event of the Issuer becoming insolvent, investors could suffer a loss up to and including a total loss. As bearer securities, Warrants do not fall within the scope of the deposit protection arrangements.

Risk arising from above-average fluctuations in the prices of Warrants (leverage effect)

One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. At the same time, Warrants also entail above-average arises and the likely financial effect.

risks of loss.

Risk of the absence or non-functioning of a secondary market in the Warrants or restricted availability of the Issuer's electronic trading system

Investors should not assume that they will be able to sell a Warrant at a particular time or at a particular price during its term. Investors should assume instead that pricing on the exchange can only take place within the spread of bid and offered prices quoted by the Issuer, if available, and that their buy or sell orders on the exchange will be executed with the Issuer as the direct or indirect counterparty.

Risk in connection with the cessation of secondary trading immediately prior to final maturity

The Issuer and/or the exchange cease trading in the Warrants shortly before their valuation date. However, the reference price of the underlying on the valuation date and/or the applicable exchange rate, both of which are important for the purpose of determining the cash amount of the Warrants, may still change between the last exchange trading day and the maturity date, which may be to the disadvantage of the investor. There is a particular risk that the price of the underlying may reach, fall below or exceed a barrier for the first time shortly before the reference price on the valuation date is determined and after trading in the secondary market has already finished.

Currency risk with respect to the intrinsic value of the Warrants

The performance of the investment is subject to a currency risk if the underlying on which the Warrants are based is expressed in a currency other than the currency in which the cash amount is paid out (settlement currency).

Risks relating to market disruption events

In the event of market disruption events with respect to the underlying, the Issuer has the right to postpone the valuation date for the reference price on exercise. This may result in an additional risk for investors if the underlying performs negatively during the time delay or, where applicable, if the exchange rate for converting the intrinsic value into the settlement currency moves in an unfavourable direction for the investor.

Product specific risk factors

Risk relating to the loss of time value of Warrants depending on the remaining term

The price of Warrants is calculated on the basis of two components of price (intrinsic value and time value). The intrinsic value of Warrants during their term is equal to the difference (if positive), multiplied by the multiplier, between the strike and the value of the underlying (Put Warrants). The amount of the time value, on the other hand, is essentially determined on the basis of the remaining term of the Warrant and the expected frequency

		and intensity of the fluctuations in the price of the underlying expected by the Issuer during the remaining term of the Warrant (implied volatility).
		Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs
		The other factors affecting the price of the Warrants include, <i>inter alia</i> , interest rates on the money market relating to the remaining term, expected income from the Issuer's hedging transactions in or related to the underlying and the level of the Issuer's refinancing costs for entering into those hedging transactions.
		Even if the price of the underlying rises in the case of a call option or falls in the case of a put option, therefore, the value of the Warrant may decline as a result of the other factors affecting value. Given the limited term of the Warrant, there is no guarantee that the price of the Warrant will recover in sufficient time. The shorter the remaining term, the greater the risk.
Section	E – Offer	
E.2b	Reasons for the offer and use of proceeds when different from making profit and/or hedging certain risks.	Not applicable; the reasons for the offer are making profit and/or hedging certain risks and the net proceeds from the issuance of Warrants presented in this base prospectus will be used by the Issuer for its general business purposes.
E.3	A description of the terms and conditions of	Offer method, offeror and issue date of the Warrants
	the offer.	The Warrants are being offered over-the-counter on a continuous basis
		The offer of the Warrants begins in France on 22/01/2014.
		The offeror of the Warrants is the Issuer.
		The issue date is: 22/01/2014
		Restrictions on the free transferability of the securities
		The Warrants may be offered or sold only if all applicable securities laws and regulations in force in the jurisdiction in which a purchase, offer, sale or delivery of Warrants is made or in which this document is circulated or kept for inspection have been complied with, and if all consents or authorizations required for the purchase, offer, sale or delivery of the Warrants in accordance with the legal norms in force in that jurisdiction have been obtained.
		In particular, the Warrants are not and will not be registered pursuant to the United States Securities Act of 1933 as amended. They may not be offered, sold, traded or delivered within the United States either directly or indirectly by or to or for the account of a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933), except in the case of exemption from the registration requirements of the

		Securities Act. Any person receiving the cash amount in accordance with these terms and conditions is deemed to have made a declaration that the person entitled to the rights arising from the Warrants is not a US person. Issue price and costs and taxes on purchase The initial issue price is EUR 0.19. The purchase of the Warrants incurs no costs or taxes that are specifically charged by the Issuer to the subscriber or purchaser.
E.4	A description of any interest that is material to the issue/offer including conflicting interests.	The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it generally act as the calculation agent for the Warrants. This activity can lead to conflicts of interest since the responsibilities of the calculation agent include making certain determinations and decisions which could have a negative effect on the price of the Warrants or the level of the cash amount.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may engage in trading transactions in the underlying, other instruments linked to it, or derivatives, stock exchange options or stock exchange forward contracts, or may issue other securities and derivatives based on the underlying. The companies may also be involved in the acquisition of new shares or other securities of the underlying or, in the case of stock indices, of individual companies included in the index, or act as financial advisors to the entities referred to or work with them in the commercial banking business. The companies are required to fulfill their obligations arising in this connection irrespective of the consequences resulting for the warrant holders and, where necessary, to take actions they consider necessary or appropriate in order to protect themselves or safeguard their interests arising from these business relationships. The activities referred to above could lead to conflicts of interest and have a negative effect on the price of the underlying or securities linked to it such as the Warrants.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may issue additional derivative securities based on the respective underlying or constituents of the underlying, including securities whose features are the same as or similar to those of the Warrants. The introduction of such products that compete with the Warrants may impact the price of the underlying or the constituents of the underlying and thus also the price of the Warrants. The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may receive non-public information relating to the underlying or the constituents of the underlying, but are under no obligation to pass on such information to the warrant holders. Furthermore, companies belonging to Citigroup, Inc. or affiliated to it may publish research reports relating to the underlying or constituents of the underlying. These types of activities may entail certain conflicts of interest and affect the price of the Warrants.
E.7	Estimated expenses charged to the investor	The estimated expenses for the Warrants, including the cost for admission to exchange trading, are included in the issue price or the selling price, as

by the	issuer or	the	the case may be. If the investor purchases the Warrants from a distributor,
offeror.			the purchase price to be paid by the investor may include selling fees that
			have to be disclosed by the distributor.

ANNEXE - RÉSUMÉ EN FRANÇAIS

Section A – Introduction et mises en garde

A.1 Le présent Résumé présente les caractéristiques et les risques principaux de Citigroup Global Markets Deutschland AG (« l'**Émetteur** ») et les Warrants émis au titre de Prospectus Tripartite de Base. Le Résumé a pour finalité de servir d'introduction au Prospectus Tripartite de Base, qui comporte ce Résumé, le Formulaire d'Enregistrement de Citigroup Global Markets Deutschland AG daté du 3 mai 2013 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG daté du 13 mai 2013. Les investisseurs devraient donc veiller à ne prendre aucune décision d'investir dans les Warrants avant d'avoir pris connaissance du Prospectus dans sa totalité, y compris de tous les suppléments et des Conditions Définitives. Dans le cas où un recours relatif aux informations contenues dans un prospectus de base, dans tous les suppléments ou dans les Conditions Définitives respectives serait intenté auprès d'un tribunal, l'investisseur agissant en tant que plaignant pourrait, en vertu des lois de différents États membres de l'Espace économique européen, être contraint de prendre en charge le coût de la traduction du prospectus de base, de tous les suppléments et des Conditions Définitives, dans la langue de travail du tribunal avant le commencement de la procédure judiciaire. L'Émetteur peut être jugé responsable du contenu de ce Résumé, y compris de toute traduction en étant faite, mais seulement dans le cas où le Résumé serait trompeur, inexact ou contradictoire par rapport aux autres parties du Prospectus, ou, dans le cas où il est lu en même temps que les autres parties du Prospectus Tripartite de Base, s'il ne donne pas toutes les informations clés nécessaires.

A.2 – Consentement à l'utilisation du prospectus.

En ce qui concerne les Offres non-dispensées, en vertu de l'Article 3 (2) de la Directive Prospectus, l'Émetteur consent à l'utilisation du Prospectus par tous les intermédiaires financiers (consentement général) pour les offres faites en France (le ou les « État(s) concerné(s) par l'Offre »). Le consentement général à la revente ultérieure et au placement final des valeurs mobilières par le ou les intermédiaires financiers est donné en ce qui concerne France.

La revente ultérieure et le placement final des valeurs mobilières par les intermédiaires financiers peuvent être effectués pendant la période de validité du Prospectus Tripartite de Base en vertu du §9 de la Loi allemande sur les prospectus de valeurs mobilières (*Wertpapierprospektgesetz*, « WpPG »).

Dans le cas d'une offre faite par un intermédiaire financier, les modalités et conditions de l'offre doivent être précisées aux investisseurs au moment où l'offre est faite par l'intermédiaire financier.

Section B – Émetteur et garants

	1	
B.1	Indiquer la raison sociale et le nom commercial de l'émetteur.	La raison sociale et le nom commercial de l'Émetteur est Citigroup Global Markets Deutschland AG.
B.2	Indiquer le siège social et la forme juridique de l'émetteur, la législation régissant ses activités	Siège social Francfort-sur-le-Main; l'adresse de Citigroup Global Markets Deutschland AG est Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, République fédérale d'Allemagne (téléphone +49 (0)69-1366-0).

	ainsi que son pays		
	d'origine.	Forme juridique et législation régissant les activités	
		L'Émetteur est une société anonyme (<i>Aktiengesellschaft</i> , « AG ») au sens de la législation allemande.	
		Pays d'origine	
		L'Émetteur est immatriculé au Registre de commerce du Tribunal local de Francfort-sur-le-Main sous le numéro HRB 88301.	
B.4b	Décrire toute tendance connue ayant des répercussions sur l'émetteur et ses secteurs d'activité.	La Banque prévoit une légère accélération de la croissance économique mondiale en 2013, de 2,5% à 2,6 %. En 2014, la croissance devrait atteindre 3,2 %. Le ralentissement de la croissance économique mondiale observée est principalement imputable à la détérioration de la croissance des pays industrialisés. La Banque prévoit une croissance modérée de 1 pour cent pour les pays industrialisés en 2013 et une légère progression à 1,6 % en 2014.	
		De façon générale, la Banque s'attend à un maintien d'écarts significatifs entre les différentes régions dans le monde.	
		La Banque s'attend à une légère récession dans l'Eurozone (les prévisions de croissance de la Banque sont de -0,6 % et -0,4 % pour 2013 et 2014). Ceci est attribué à la poursuite de la crise de la dette souveraine et au niveau élevé de l'endettement du secteur privé dans les pays européens périphériques. La BCE devrait continuer à intervenir pour stabiliser les marchés et faire baisser les taux d'intérêt au cours du deuxième trimestre 2013 en fonction de la poursuite de la croissance économique de l'Eurozone, qui pourrait être suivie par une réduction finale de taux d'intérêt prévue pour le deuxième semestre. La Banque estime probable que le Sud de l'Europe et l'Irlande n'aboutiront que progressivement à des solutions communes durables en matière fiscale. Si les pays fondateurs ne sont plus déterminés à renforcer leur soutien aux États périphériques à l'avenir, ceci pourrait aboutir à un ensemble de restructurations de dette (avec probablement des échéances à plus long terme et des réductions de taux d'intérêt), mais probablement pas avant 2015.	
		Dans la Division warrants et certificats, la concurrence devrait rester intense entre les principaux émetteurs. D'autres modifications de la réglementation devraient intervenir, qui devront être prises en compte en temps opportun pour l'activité.	
	Compte tenu des prévisions faites par les différentes divisions et d'une restrictive de la gestion des coûts, la Banque s'attend à un maintien g bénéfices au cours des exercices 2013 et 2014.		
B.5	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur.	L'Émetteur est membre du sous-groupe allemand de Citigroup. En tant que société anonyme, il est géré par un conseil d'administration. L'Émetteur est entièrement détenu par une société holding allemande, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, une société en commandite domiciliée à Francfort-sur-le-Main.	
		Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est également un associé passif de l'Émetteur, dans la mesure où il détient une participation passive (« Stille Einlage ») d'un montant total de 122 710 051,49 EUR au 30 novembre 2012. L'associé responsable de la société Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est la société	

B.9	Lorsqu'une prévision ou une estimation du bénéfice est réalisée, en indiquer le montant.	Citigroup Global Markets Finance LLC (États-Unis). Le commanditaire unique est Citi Overseas Investment Bahamas Inc. Toutes les actions de Citigroup Global Markets Finance LLC sont détenues par Citi Overseas Investment Bahamas Inc., dont le seul actionnaire est Citibank Overseas Investment Corporation (États-Unis). Cette société est elle-même détenue à 100 % par Citibank, N.A. (États-Unis). Citibank, N.A. (États-Unis) est détenue à 100 % par Citicorp (États-Unis), qui est elle-même détenue à 100 % par Citigroup, Inc (États-Unis). Sans objet ; l'Émetteur a décidé de ne publier aucune prévision de bénéfice ou estimation de bénéfice dans le Prospectus de Base.			
B.10	Décrire la nature des éventuelles réserves sur les informations financières historiques contenues dans le rapport d'audit.	Les états financiers annuels de l'Émetteur pour les exercices du 1 ^{er} décembre 2011 au 30 novembre 2012 et du 1 ^{er} décembre 2010 au 30 novembre 2011 ont été audités par l'auditeur statutaire de l'Émetteur et ont obtenu une mention sans réserve de la part de l'auditeur.			
B.12	Présenter les informations financières historiques clés sélectionnées pour l'émetteur, pour chaque exercice de la période couverte par ces informations financières historiques et pour toute période intermédiaire ultérieure,	Informations financières Deutschland AG Le tableau ci-dessous profinancières significatives for l'exercice budgétaire antéricompte du développement de AG:	résente une com purnies dans les é ieur (exercice 20	nparaison de ce tats financiers au 11) et l'exercice tigroup Global M Exercice précédent (30.11.2011) en	rtaines statistiques dités de 2012 entre 2012 et rend donc
	accompagnées de			millions d'euros	
	données comparatives	Total du bilan	9.543	8.690	
	couvrant la même période de l'exercice	Volume d'activité	11.162	10.163	
	précédent; la	Fonds propres	590	588	
	présentation des bilans	Volume des prêts	5.365	5.196	
	de clôture suffit toutefois à remplir	Nombre d'employés	348	361	
	l'exigence	1 2			1
	d'informations bilancielles comparables. Une déclaration		01.12.2011 - 30.11.2012 en millions d'euros	Exercice précédent (01.12.2010 – 30.11.2011) en millions d'euros	
	attestant qu'aucune détérioration significative n'a eue de	Revenus d'intérêt de l'exploitation	11	29	
	répercussions sur les	Commissions de courtage	111	96	
	perspectives de	Commissions d'opérations sur	18	17	

l'émetteur depuis la date de ses derniers états financiers vérifiés et publiés, ou une description de toute détérioration significative.

Une description des changements significatifs de la situation financière ou commerciale l'émetteur survenus après la période couverte par informations financières historiques.

valeurs mobilières		
Revenu net des opérations financières de négoce	25	60
Frais généraux et administratifs	161	137

À la date du bilan, les **fonds propres inscrits au bilan** comprennent les éléments suivants :

	30.11.2012 en millions d'euros (audité)	Exercice précédent (30.11.2011) en millions d'euros (audité)
Capital souscrit		
Capital social	210,6	210,6
Participation de l'associé passif	122,7	122,7
Réserves de capital	195,8	193,8
Réserve légale	33,0	33,0
Autres bénéfices mis en réserve	27,9	27,9

De plus, dans le cadre de l'intégration de nouvelles règles au titre de BilMoG en vertu du §340g du Code allemand du commerce (HGB), un nouveau poste séparé a été créé (« Fonds pour les risques bancaires généraux ») pour un montant de 9,4 millions d'euros (6,6 millions d'euros l'année précédente).

Le capital réglementaire imputé sous BIZ se compose d'un capital de base et de capital supplémentaire (passifs subordonnés) après approbation, comme suit :

	30.11.2012 en millions d'euros	Exercice précédent (30.11.2011) en millions d'euros
Fonds propres au bilan	590,0	588,0
Moins immobilisations	0	-1,2
Capital de base	599,3	594,3
Capitaux supplémentaires	0,0	0,0
Fonds propres	599,3	594,3
Ratios de capitaux		
Fonds propres Tier one en %	33,6	29,3
Ratio de capitaux totaux en %	33,6	29,3

En dépit de la crise de dette dans l'Eurozone et de la volatilité concomitante sur les marchés financiers internationaux, Citigroup Global Markets Deutschland AG

a de nouveau réussi à dégager un bénéfice au cours de l'exercice clôturé récemment.

Informations financières semestrielles clés de Citigroup Global Markets Deutschland AG

Le tableau ci-dessous présente une comparaison de certaines statistiques financières significatives pour le premier semestre de l'exercice financier fournies dans les états financiers non-audités de 2013 entre l'exercice budgétaire antérieur et/ou les chiffres des années précédentes et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG:

	31.05.2013 en million d'Euro	30.11.2012 en million d' Euro
Total du bilan	11.147	9.543
Volume d'activité	12.628	11.162
Fonds propres	590	590
Portefeuille des prêts	5.179	5.365
Nombre d'employés à la date du bilan	263	334

	01.12.2012 - 31.05.2013 en million d'Euro	01.12.2011 - 31.05.2012 en million d'Euro
Revenus d'intérêt de l'exploitation	3	7
Commissions de courtage	20	33
Commissions d'opérations sur valeurs mobilières	8	9
Revenu net des opérations financières de négoce	29	16
Frais généraux et administratifs	72	70

Etats en ce qui concerne l'information tendancielle et la situation financière et commerciale.

L'Emetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2012, aucune détérioration significative n'a affecté les perspectives de l'Emetteur.

En outre, l'Emetteur déclare que depuis la date des états financiers provisoires au 31 mai 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale de l'Emetteur.

B.13 Décrire tout événement récent propre à l'émetteur et présentant un intérêt significatif

Aucun événement présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur n'est identifié à ce moment. Cependant, Citigroup Global Markets Deutschland AG est actuellement sujet à un audit extraordinaire sur les retenues à la source fiscales par l'autorité fiscale Francfort-Hoeschst pour

	pour l'évaluation de sa solvabilité.	les années 2007-2008. Dans ce contexte l'autorité fiscale a explicité ses vues quant au fait que Citigroup Global Markets Deutschland AG aurait dû déduire et payer la retenue à la source des dividendes reçus en relation avec transactions communément appelées cum-ex transactions. S'appuyant sur ces observations l'autorité fiscale est actuellement de l'avis que Citigroup Global Markets Deutschland AG est responsable de la non déduction de la retenue à la source d'un montant supérieur à 706 Millions d'Euro pour les années 2007 et 2008. Dans le cas où l'autorité fiscale a raison, la responsabilité fiscale pour les années 2009 à 2011 pourrait se poser ce qui est impossible d'estimer pour le moment. The principal point de départ de l'action en responsabilité des autorités fiscales est de savoir si Citigroup Global Markets Deutschland AG est qualifié de banque allemande exécutant un transaction (die den Verkaufsauftrag ausführende Stelle) durant ces années. De plus, la méthode appliquée pour identifier le montant des dommages et intérêts est débattue comme celle de savoir si Citigroup Global Markets Deutschland AG peut être tenu responsable comme débiteur principal. De plus, il devrait être noté que . Citigroup envisage actuellement des mesures visant à optimiser sa structure d'organisation.
B.14	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur. Si l'émetteur est dépendant d'autres entités du groupe, ce fait doit être clairement stipulé.	Citigroup Global Markets Finance Corporation à titre de société holding allemande possède 100 % des actions de l'Émetteur. En vertu du § 17 (2) de la Loi allemande sur les sociétés par actions (<i>Aktiengesetz</i> , « AktG »), il est considéré qu'une société dont la majorité des actions est détenue par une autre société est dépendante de cette autre société.
B.15	Fournir une description des principales activités de l'émetteur.	L'Émetteur est une banque d'affaire et d'investissement qui propose des solutions financières complètes dans les secteurs des opérations bancaires de l'investissement, des titres à revenu fixe, des opérations de change, des valeurs mobilières et des dérivés ainsi que des services de transactions internationales aux entreprises, aux pouvoirs publics et aux investisseurs institutionnels; c'est en outre un émetteur majeur de warrants et de certificats dont les investisseurs finaux sont principalement des clients particuliers. Depuis la fin de l'année 2012, l'activité de l'Émetteur intègre également Citi Private Bank – Family Office Coverage Germany et Covered Bond Research.
B.16	Dans la mesure où ces informations sont connues de l'émetteur, indiquer si celui-ci est détenu ou contrôlé, directement ou indirectement, et par qui; décrire la nature de ce contrôle.	En plus de l'intégration de l'Émetteur dans le groupe de sociétés Citigroup Inc. mentionné ci-dessus, l'Émetteur est également partie liée à sa maison mère directe par un accord de transfert de pouvoir et de pertes et profits. En vertu de cet accord, l'Émetteur a conféré la gestion de ses affaires à sa maison mère directe. De ce fait, la société holding dont dépend directement l'Émetteur, a le droit de lui donner des instructions. L'accord impose également à l'Émetteur de transférer la totalité de son bénéfice à sa maison mère directe. En contrepartie, la maison mère directe est tenue de compenser toute perte annuelle éventuelle de l'Émetteur durant la période de validité de l'accord, comme prévu en détail par les § 302 (1) et (3) d'AktG.

Section C – Valeurs mobilières

C.1	Décrire la nature et la catégorie des valeurs mobilières offertes et/ou admises à la négociation et donner tout numéro	Type/forme des Warrants Les warrants sont des instruments dérivés qui peuvent comporter un droit d'option et qui peuvent donc présenter beaucoup de points communs avec les options. L'une des principales caractéristiques des Warrants est l'effet de levier : une évolution du cours du sous-jacent peut entraîner une variation disproportionnée du cours du Warrant. L'effet de levier du Warrant joue dans
	d'identification des valeurs mobilières.	les deux sens – non seulement à l'avantage de l'investisseur en cas de bonnes performances des facteurs déterminant la valeur, mais également en sa défaveur en cas de performances défavorables. Le paiement du au titre d'un Warrant lors de son exercice ou de sa liquidation prématurée dépend de la valeur du sousjacent à ce moment.
		Les Warrants seront émis sous une forme dématerialisée au porteur et seront enregistrés dans les livres du dépôt central des valeurs mobilières qui créditera les comptes des titulaires de compte. Aucun document physique attestant de la possession (notamment des <i>certificats représentatifs</i> conformément à l'Article R.211-7 du Code monétaire et financier français) ne sera émis concernant les Warrants.
		Numéro d'identification des titres
		ISIN: DE000CF6Z683
		Numéro d'identification local : 5127C
C.2	Indiquer dans quelle monnaie l'émission a eu lieu.	Euro
C.5	Décrire toute restriction imposée à la libre négociabilité des valeurs mobilières.	Chaque Warrant est transmissible selon les lois s'appliquant à chaque cas et, le cas échéant, les réglementations et les procédures respectives applicables du dépositaire central de titres dans les livres duquel le transfert est enregistré.
C.8	Décrire les droits	Loi applicable aux titres :
	attachés aux valeurs mobilières y compris leur rang, y compris	Les Warrants sont régis par la loi allemande. La constitution des Warrants peut être régie par les lois de la juridiction du dépositaire central de titres.
	toute restriction qui leur est applicable.	Droits attachés aux Warrants
		Chaque Warrant confère à son détenteur le droit au montant en espèces détaillé à la section C.15.
		Statut des Warrants
		Les Warrants créent des obligations non garanties et non subordonnées de l'Émetteur qui se classent <i>pari passu</i> les unes par rapport aux autres et par rapport à toutes autres obligations actuelles et futures non garanties et non subordonnées de l'Émetteur, à l'exception des obligations qui ont priorité en raison de dispositions statutaires obligatoires.
		Limitations de droits

		L'Emetteur a le droit de résilier les Warrants et de modifier par voie d'avenant
		les termes et conditions en application des dispositions prévues aux termes et conditions des Warrants.
C.11	Indiquer si les valeurs mobilières offertes font ou feront l'objet d'une demande d'admission à la négociation, en vue de leur distribution sur un marché réglementé ou sur des marchés équivalents — les marchés en question devant alors être nommés.	Les Warrants ont été admis sur le marché réglementé à la bourse de valeurs de Eurolist, Euronext Paris S.A., qui est un marché réglementé au sens de la Directive 2004/39/CE.
C.15	Décrire comment la	Description des Warrants « Put » avec une modalité d'exercice européenne
	valeur de l'investissement est influencée par celle du ou des instrument(s) sous-jacent(s), sauf lorsque les valeurs mobilières ont une valeur nominale d'au moins 100 000 EUR.	Les Warrants « Put » permettent aux investisseurs de participer avec un effet de levier à la performance négative de la valeur sous-jacente. En contrepartie, cependant, ils participent également sur une base à effet multiplicateur à toute performance positive de la valeur sous-jacente en prenant en plus le risque que le Warrant « Put » expire en perdant totalement sa valeur si le prix de référence de la valeur sous-jacente atteint ou dépasse le prix d'exercice. À la date d'échéance, le montant reçu par les investisseurs est égal au déficit, multiplié par le coefficient multiplicateur, entre le prix de référence de la valeur sous-jacente à la date d'évaluation et le prix d'exercice correspondant. Si le prix de référence est égal ou supérieur au prix d'exercice, le warrant « Put » expire sans valeur.
C.16	Indiquer la date d'expiration ou d'échéance des instruments dérivés ainsi que la date d'exercice ou la date finale de référence.	Date d'échéance: 26.06.2014 Date d'exercice: 19.06.2014 Date d'évaluation: 19.06.2014
C.17	Décrire la procédure de règlement des instruments dérivés.	Dans le cas de Warrants à exercice automatique, cà-d. d'une modalité d'exercice européenne, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au crédit des détenteurs du warrant enregistrés auprès du dépositaire central à la clôture du jour ouvrable bancaire précédent au siège social du dépositaire central de titres. Le dépositaire central de titres s'est engagé auprès de l'Émetteur à faire un transfert ultérieur correspondant.

C.18	Indiquer les modalités relatives au produit des instruments dérivés.	Dans le cas de Warrants à modalité d'exercice européenne, le droit d'option ne peut être exercé par le détenteur du warrant qu'à la date d'évaluation pour le warrant concerné. Si le montant en numéraire aboutit à une valeur positive, le droit d'option attaché au warrant concerné est considéré exercé à la date d'évaluation sans autres conditions préalables et sans soumission d'une notification explicite d'exercice (« Exercice Automatique »).
C.19	Indiquer le prix d'exercice ou le prix de référence final du sous-jacent.	Prix de référence à la date d'évaluation : Cours de clôture
C.20	Décrire le type de sous-jacent utilisé et indiquer où trouver les informations à son sujet.	Type: action ou titre représentant des actions WKN (Numéro d'identification des valeurs mobilières allemandes): A0M6U2 ISIN: LU0323134006 Société: ArcelorMittal S.A. Bourse de valeurs mobilières concernée: Euronext Amsterdam Page de Reuters: ISPA.AS
		Site Web: www.arcelormittal.com
Section	n D – Risques	
D.2	Fournir les informations clés concernant les principaux risques propres à l'émetteur.	Risque d'arrêt ou de restriction de la fixation du prix par l'Emetteur Si l'Émetteur devait limiter ou abandonner complètement son intention de fixer les prix de l'offre et de la demande, le danger existerait, au cas où les prix des Warrants ne seraient pas fixés par aucune autre partie, que les investisseurs doivent attendre l'échéance finale des Warrants ou, lorsque l'exercice est possible, qu'ils doivent exercer leur droit d'option.
		Risque de liquidité en dépit d'un accord de transfert de pouvoir et de pertes et profits
		L'Émetteur ne serait également pas en mesure d'honorer les obligations liées aux titres en dépit d'un accord de transfert de pouvoir et de pertes et profits si, dans le cas où l'Émetteur générait une perte nette, bien que la maison mère directe soit en principe tenue de prendre cette perte à son compte, il était incapable ou non disposé à se conformer à cet engagement contractuel en raison de ses propres difficultés de trésorerie ou de surendettement.
		Courtage de transactions pour d'autres sociétés du Groupe et répartition du travail au sein de Citigroup
		L'essentiel du revenu de commission de l'Émetteur se compose du revenu des prix de cession des transactions de courtage avec les sociétés apparentées. Les coûts pour l'Émetteur résultant de l'échange de services avec différentes sociétés du Groupe sont remboursés sur la base des accords existants en utilisant les prix de cession. À cette fin, le revenu et les dépenses, en particulier

le revenu de commission pour les transactions réalisées avec l'assistance de la banque à titre de conseiller dans le cadre de ses activités commerciales, sont déterminés et alloués aux différents secteurs fournissant les services. Les transactions se rapportent à la négociation sur les titres, les émissions d'obligations et la gestion financière d'entreprise ainsi qu'à la vente de produits structurés, dérivés de titres de sociétés et les produits de gestion de devises, et aux opérations bancaires internationales. Ce processus est coordonné étroitement dans l'ensemble des secteurs avec Citigroup Global Markets Limited, Londres, en particulier, et également avec Citibank, N.A., Londres.

Si une décision était prise au sein de Citigroup pour réaffecter les activités concernées à d'autres sociétés du Groupe, l'Émetteur pourrait perdre une importante source de revenu.

Les risques de l'activité de prêt

Le portefeuille de prêt de l'Émetteur consiste principalement en prêts accordés à des clients internationaux dans les secteurs de l'industrie et des services financiers ayant des notations de crédit de qualité. Les défauts de remboursement de prêt ont été évités ces dernières années grâce à cette politique commerciale. Le portefeuille de prêts consiste principalement en un nombre raisonnable d'unités empruntrices, comme le prescrit la loi allemande sur les opérations bancaires. Si des emprunteurs individuels importants du portefeuille de l'Émetteur n'étaient pas en mesure d'honorer leurs obligations, une forte hausse des provisions pour pertes sur prêt serait envisageable en principe et des défauts de remboursement sur prêts pourraient se produire.

Risque de taux d'intérêt

Le département des risques et trésorerie évalue et maîtrise le risque sur taux d'intérêt de l'Émetteur. L'exposition de l'Émetteur à des fluctuations des taux d'intérêt peut être un risque à moyen ou à long terme pour la détention de titres liquides si ceux-ci n'étaient pas à l'origine couverts par des transactions de couverture telles que des accords de swap de taux d'intérêt. Il en va de même pour les emprunts à moyen et long terme accordés par l'Émetteur. Un risque significatif de fluctuation des taux d'intérêt pourrait survenir lorsque les taux d'intérêt ne font pas l'objet d'un suivi attentif et en temps opportun, ce qui peut générer le danger concomitant qu'une mesure pour couvrir une telle exposition au risque de taux d'intérêt ne soit pas prise suffisamment tôt.

Risque opérationnel

L'Émetteur a transféré un certain nombre de domaines qui sont importants pour une gestion et un contrôle appropriés de ses activités économiques et les risques qui s'y rapportent à d'autres sociétés au sein et à l'extérieur de Citigroup. Au cas où les sociétés auxquelles ces domaines ont été transférés ne s'acquitteraient pas de leurs obligations contractuelles ou ne le feraient pas en temps opportun, la capacité de l'Émetteur à assumer ses propres obligations découlant des titres qu'il a émis aux dates prévues pourrait également être compromise.

Risque fiscal

Les décisions fiscales prises concernant l'Émetteur sont régulièrement soumises à un examen ultérieur sous forme d'audit fiscal externe ou d'arbitrage des affaires individuelles par les tribunaux compétents. Cette pratique est courante

et signifie qu'un rappel d'impôts peut être décidé par l'administration fiscale des années après l'évaluation initiale en raison d'un contrôle fiscal ou d'une décision à portée générale rendue par un tribunal fiscal.

Risques généraux liés à l'activité

• Risque de règlement

Le risque qu'une transaction soit traitée de manière incorrecte, ou qu'une transaction soit exécutée différemment des intentions et des attentes de la direction de l'Emetteur.

• Risque en matière d'information

Le risque que l'information, qui a été produite, reçue, transmise ou conservée au sein ou à l'extérieur du siège social de l'Émetteur ne soit plus accessible. En outre, de telles informations peuvent être de qualité médiocre ou avoir été mal exploitées ou encore avoir été obtenues sans autorisation. Le risque en matière d'information inclut également les risques provenant des systèmes en tant que tels et utilisés pour le traitement de l'information.

• Risque de réputation

Il représente le risque pour l'Emetteur que la relation avec ses clients se détériore si le niveau de qualité de ses services est insuffisant ou le risque que les transactions soient traitées de manière incorrecte. Ce risque inclut également le risque de développer des relations d'affaires avec des contreparties dont les pratiques ne sont pas conformes aux normes ou à l'éthique de l'Émetteur.

• Risque lié au personnel

L'Émetteur fait appel à des professionnels et des cadres dirigeants qualifiés. Le risque lié au personnel inclut le risque d'une rotation importante du personnel et le risque que l'Émetteur ne soit pas en mesure de retenir un personnel qualifié en nombre suffisant, mais également le risque que les employés de l'Émetteur enfreignent en connaissance de cause ou par négligence les règles fixées ou les standards éthiques de pratique établis par la société.

• Risques juridiques et réglementaires

L'Émetteur considère les risques juridiques comme tout risque résultant des contrats engageant sa responsabilité et de la loi applicable. Les risques réglementaires résultent de l'environnement juridique dans lequel l'Émetteur réalise ses opérations.

• Risques de fraude

Risques internes et externes de fraude tels que la corruption, le délit d'initié et le vol de données.

D 6	Fournir	les
D.0		100
	informations	clés
	concernant	les

Facteurs généraux de risque des Warrants

Risque de perte totale

principaux risques propres aux valeurs mobilières. Inclure un avertissement informant l'investisseur qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son investissement et/ou. si le risque encouru l'investisseur ne se limite pas à la valeur de investissement, une mention de ce fait, assortie d'une description des cas où ce surcroît de risque se matérialise ainsi que des effets financiers probables cette matérialisation.

Les Warrants constituent des instruments d'investissement particulièrement risqués. Ils impliquent un niveau de risque particulièrement élevé de perdre le capital investi, y compris une perte totale, plus les coûts de transaction encourus et tous les coûts d'emprunt.

Risque de défaillance de l'Émetteur des Warrants

Au cas où l'Émetteur deviendrait insolvable, les investisseurs pourraient subir une perte pouvant aller jusqu'à une perte totale. En tant que titres au porteur, les Warrants n'entrent pas dans le champ des dispositions prévues pour la protection des dépôts.

Risque résultant de fluctuations de prix des Warrants supérieures à la moyenne (effet de levier)

L'une des principales caractéristiques des Warrants est l'effet de levier : une évolution du cours de la valeur sous-jacente peut entraîner une variation disproportionnée du cours du Warrant. En même temps, les Warrants génèrent également des risques de perte supérieurs à la moyenne.

Risque d'absence ou de non-fonctionnement d'un marché secondaire de Warrants ou de manque de disponibilité du système de transactions électroniques de l'Émetteur

Les investisseurs ne devraient pas présumer qu'ils seront en mesure de vendre un Warrant à un moment particulier ou à un prix particulier pendant sa période de validité. Les investisseurs devraient plutôt partir de l'hypothèse que le prix en bourse ne peut se situer que dans les limites de la fourchette de prix acheteur et vendeur indiquée par l'Émetteur, si elle est disponible, et que leurs ordres d'achat ou de vente en bourse seront exécutés avec l'Émetteur en qualité de contrepartie directe ou indirecte.

Risque lié à la cessation du négoce sur le marché secondaire immédiatement avant une échéance finale

L'Emetteur et/ou le marché cessent de négocier les Warrants juste avant leur date d'évaluation. Cependant, le prix de référence de la valeur sous-jacente à la date d'évaluation et/ou le taux de change applicable, lesquels sont importants dans la détermination du montant des Warrants, peuvent varier entre le dernier jour de cotation et la date d'échéance, dans un sens défavorable à l'investisseur. Il existe un risque particulier que le prix de la valeur sous-jacente atteigne, chute au-dessous ou dépasse une barrière pour la première fois juste avant que le prix de référence à la date d'évaluation soit déterminé et après la clôture de la cotation sur le marché secondaire.

Risque sur la devise relatif à la valeur intrinsèque des Warrants

La performance de l'investissement est soumise à un risque sur la devise si la valeur sous-jacente sur laquelle les Warrants sont basés est libellée dans une devise autre que la devise dans laquelle le montant en numéraire est versé (devise de règlement).

Risques d'événements perturbant le fonctionnement du marché

En cas de survenue d'événements perturbant le fonctionnement du marché pour

la valeur sous-jacente, l'Émetteur a le droit de repousser la date d'évaluation du prix de référence de l'exercice. Ceci peut entraîner un risque supplémentaire pour les investisseurs si la valeur sous-jacente réalise une performance négative pendant la durée du report ou, le cas échéant, si le taux de change utilisé pour convertir la valeur intrinsèque en devise de règlement fluctue dans un sens défavorable à l'investisseur.

Facteurs de risque spécifiques au produit

Risque relatif à la perte de la valeur temps des Warrants en fonction de la durée résiduelle

Le prix des Warrants est calculé sur la base de deux composants du prix (la valeur intrinsèque et la valeur temps) La valeur intrinsèque des Warrants pendant leur période de validité est égale à la différence (si elle est positive), multipliée par le coefficient multiplicateur, entre le prix d'exercice et la valeur sous-jacente (warrants Put). Le montant de la valeur temps, d'autre part, est essentiellement déterminée en fonction de la durée résiduelle du Warrant et de la fréquence et de l'intensité des fluctuations du prix de la valeur sous-jacente attendues par l'Émetteur pendant la durée résiduelle du Warrant (volatilité implicite).

Risques relatifs à d'autres facteurs affectant la valeur comme les taux d'intérêt du marché monétaire, les dividendes attendus et les coûts de refinancement de l'Émetteur

Les autres facteurs affectant le prix des Warrants comprennent, notamment, les taux d'intérêt sur le marché monétaire pour la durée résiduelle, le revenu attendu des transactions de couverture de l'Émetteur concernant la valeur sousjacente et le niveau des coûts de refinancement de l'Émetteur pour réaliser ces transactions de couverture.

Même si le prix de la valeur sous-jacente s'élève, dans le cas d'une option call, ou chute, dans le cas d'une option put, la valeur du Warrant peut diminuer en raison des autres facteurs affectant la valeur. Compte tenu de la durée de validité limitée du Warrant, aucune garantie ne peut être donnée quant à une remontée du prix du Warrant dans les délais. Plus la durée résiduelle est courte, plus le risque est grand.

Section E - Offre

E.3

E.2b	Indiquer les raisons de
	l'offre et l'utilisation
	prévue du produit de
	celle-ci, lorsqu'il s'agit
	de raisons autres que la
	réalisation d'un
	bénéfice et/ou la
	couverture de certains
	risques.

Décrire les modalités et

Sans objet; les raisons de l'offre sont de réaliser des profits et/ou de prendre une couverture par rapport à certains risques et le produit net de l'émission de Warrants présentés dans le Prospectus de Base seront utilisés par l'Émetteur à des fins générales.

Méthode de présentation de l'offre, offreur et date d'émission des

	les conditions de	Warrants
	l'offre.	Les Warrants sont offerts de gré à gré en continu.
		L'offre des Warrants commence en France le 22.01.2014.
		Les offreur des Warrants est: l'Émetteur
		La date d'émission est: 22.01.2014
		Restriction imposée à la libre négociabilité des valeurs mobilières
		Les Warrants peuvent être offerts ou vendus seulement si l'ensemble des lois et règlementations relatives aux valeurs mobilières en vigueur dans la juridiction dans laquelle un achat, une offre, une vente ou une livraison de Warrants est effectué ou dans laquelle le présent document est diffusé ou conservé pour inspection ont été respectées, et si tous les consentements ou autorisations nécessaires pour l'achat, l'offre, la vente ou la livraison des Warrants conformément aux normes légales en vigueur dans cette juridiction ont été obtenus.
		En particulier, les Warrants ne sont pas et ne seront pas enregistrés conformément à la Loi sur les valeurs mobilières des États-Unis (<i>United States Securities Act</i>) de 1933 telle qu'amendée. Ils ne peuvent être offerts, vendus, négociés ou livrés au sein des États-Unis directement ou indirectement par ou pour le compte d'un ressortissant des États-Unis (comme défini dans la Réglementation S conformément à la Loi sur les valeurs mobilières des États-Unis de 1933), excepté dans le cas d'exemption des conditions d'enregistrement de la Loi sur les valeurs mobilières. Toute personne recevant le montant de liquidités correspondant aux termes et conditions est considérée comme ayant fait une déclaration indiquant que la personne titulaire des droits découlant des Warrants n'est pas un ressortissant des États-Unis.
		Prix d'émission, frais et taxes relatifs à l'achat
		Le prix d'émission initial est de EUR 0,19.
		Sans objet, l'achat de Warrants ne faisant supporter aucun coût ou taxe à l'Émetteur notamment pour les acheteurs ou les souscripteurs.
E.4	Décrire tout intérêt, y compris les intérêts conflictuels, pouvant influer sensiblement sur l'émission/l'offre.	L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui agissent généralement en qualité d'agent de calcul des Warrants. Cette activité peut entraîner des conflits d'intérêt dans la mesure où les responsabilités de l'agent de calcul comprennent certaines déterminations et décisions qui pourraient avoir un effet négatif sur le prix des Warrants ou le montant des liquidités.
		L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent s'engager dans des transactions de négoce sur la valeur sous-jacente, sur d'autres instruments qui s'y rapportent, ou sur des dérivés, des options boursières ou des contrats à terme en bourse, ou peuvent émettre d'autres valeurs et dérivés fondés sur la valeur sous-jacente. Les sociétés peuvent également intervenir dans l'acquisition de nouvelles parts ou d'autres titres de la valeur sous-jacente ou, dans le cas d'indices de valeurs, de sociétés individuelles incluses dans

l'indice, ou agir en qualité de conseillers financiers pour les entités auxquelles il est fait référence ou collaborer avec elle dans le secteur de la banque d'affaires. Les sociétés sont tenues de s'acquitter de leurs obligations à ce titre, indépendamment des conséquences qui peuvent en résulter pour les détenteurs de warrants et, le cas échéant, devront prendre les mesures qu'elles considèrent nécessaires ou appropriées pour se protéger ou sauvegarder leurs intérêts dans le cadre de ces relations d'affaires. Les activités visées ci-dessus pourraient entraîner des conflits d'intérêt et avoir un effet négatif sur le prix de la valeur sous-jacente ou des titres qui lui sont associés comme les Warrants.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent émettre des titres dérivés supplémentaires fondés sur la valeur sous-jacente, ou sur des éléments constitutifs de la valeur sous-jacente, notamment des titres dont les caractéristiques sont identiques ou similaires à celles des Warrants. L'introduction de tels produits, qui concurrencent les Warrants, peuvent avoir un effet sur le prix de la valeur sous-jacente ou les éléments constitutifs de la valeur sous-jacente et donc aussi sur le prix des Warrants. L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent recevoir des informations de nature non publique se rapportant à la valeur sous-jacente, ou à des éléments constitutifs de la valeur sous-jacente, mais ne sont pas tenus de les communiquer aux détenteurs de warrants. De plus, les sociétés appartenant à Citigroup ou affiliées à lui peuvent publier des rapports de recherche se rapportant à la valeur sous-jacente ou aux éléments constitutifs de la valeur sous-jacente. Les activités de ce type peuvent créer certains conflits d'intérêt et affecter le prix des Warrants.

E.7 Donner une estimation des dépenses facturées à l'investisseur par l'émetteur ou l'offreur.

Les dépenses estimées pour les Warrants, y compris le coût d'admission à la négociation sont compris(es) dans le prix d'émission ou au prix de vente, le cas échéant. Si l'investisseur achète des Warrants auprès d'un distributeur, le prix d'achat à payer par l'investisseur pourra comprendre des commissions de vente devant être communiquées au distributeur.

Citigroup Global Markets Deutschland AG

Frankfurt am Main

(Issuer)

Final Terms dated

21 January 2014

to the

Tripartite Base Prospectus dated 13 May 2013 as amended (the "Tripartite Base Prospectus")

CALL OR PUT WARRANTS

referenced to the following underlying:

ArcelorMittal

ISIN: DE000CF6Z691

The respective Final Terms to the Tripartite Base Prospectus will be made available as a separate document in paper form free of charge at the address of the relevant paying agent and published on the Issuer's website (www.citifirst.com).

The subject matter of the Final Terms is Call or Put Warrants (Product No. 1) (the "Warrants" or the "Series") based on a share or a security representing shares issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer").

The Final Terms were prepared in accordance with Article 5 (4) of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (as most recently amended by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010) (the "Prospectus Directive") and must be read in conjunction with the Tripartite Base Prospectus (consisting of the Summary and the Securities Note, each dated 13 May 2013, and the Registration Form of Citigroup Global Markets Deutschland AG dated 3 May 2013, including any supplements). Complete information about the Issuer and the offer of the Warrants can be obtained only from a synopsis of these Final Terms together with the Tripartite Base Prospectus (including all related supplements, if any).

The Final Terms to the Tripartite Base Prospectus take the form of a separate document within the meaning of Article 26 (5) of Commission Regulation (EC) No. 809/2004 of 29 April 2004 as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012 and Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012 (the "**Prospectus Regulation**").

An issue specific summary that has been completed for the Warrants is attached to these Final Terms.

INFORMATION ABOUT THE TERMS AND CONDITIONS – ISSUE SPECIFIC CONDITIONS

With respect to the Series of Warrants, the Issue Specific Conditions applicable to the Call or Put Warrants, as replicated in the following from the Tripartite Base Prospectus and supplemented by the information in the Annex to the Issue Specific Conditions as set out below, and the General Conditions contain the conditions applicable to the Warrants (referred to together as the "Conditions"). The Issue Specific Conditions should be read in conjunction with the General Conditions.

Part A. Product Specific Conditions

No. 1 Option Right

Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer") hereby grants the holder (each a "Warrant Holder") of Call or Put Warrants (the "Warrants"), based on the Underlying as specified in detail in each case in Table 1 and Table 2 of the Annex to the Issue Specific Conditions, the right (the "Option Right") to require the Issuer to pay the Cash Amount (No. 2 (1) of the Issue Specific Conditions) or the Termination Amount (No. 2 of the General Conditions) in accordance with these Terms and Conditions.

No. 2 Cash Amount; Definitions

- (1) The "Cash Amount" for each Warrant, subject to the early redemption of the Warrants by the Issuer (No. 2 of the General Conditions), shall be the Intrinsic Value of a Warrant, if the latter is already expressed in the Settlement Currency, or the Intrinsic Value of a Warrant converted into the Settlement Currency using the Reference Rate for Currency Conversion.
- (2) The "Intrinsic Value" of a Warrant shall be the difference, expressed in the Reference Currency and multiplied by the Multiplier, by which the Reference Price of the Underlying determined on the Valuation Date is higher than (Call Warrants) or lower than (Put Warrants) the respective Strike.
- (3) The following definitions shall apply in these Terms and Conditions:

"Additional Securities Euroclear System, Brussels; Clearstream Banking S.A.,

Depositaries": Luxembourg

"Auxiliary Location": London, United Kingdom

"Banking Day": Every day on which the commercial banks in Paris and

Frankfurt am Main are open for business, including trade in foreign currencies and the receipt of foreign currency deposits (except for Saturdays and Sundays), the

TARGET2-System is open and the Central Securities

Depositary settles payments. "TARGET2-System" shall mean the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) payment system or any successor system.

"Central Securities Depositary":

Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

France

"Clearing Territory of the

France

Central Securities Depositary":

"Currency Conversion Date": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Exchange Rate Reference

not applicable

Agent":

"Exercise Date":

I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

Valuation Date

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

The Banking Day at the respective place of the Exercise Agent pursuant to No. 3 (1), on which the exercise prerequisites pursuant to No. 3 (1) are met for the first time at 10:00 a.m. (local time at the place of the

respective Exercise Agent).

"Form of the Warrants": The Warrants will be issued in dematerialized bearer form

(au porteur) and inscribed in the books of the Central Securities Depositary which shall credit the accounts of the Account Holders. No physical document of title (including certificats représentatifs pursuant to Article R.211-7 of the French Monetary and Financial Code (Code monétaire et financier)) will be issued in respect of

the Warrants.

"Issue Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Issuer's Website": www.citifirst.com

"Maturity Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Minimum Exercise Volume": 100 Warrant(s) per ISIN or an integral multiple thereof

"Minimum Trading Volume": 1 Warrant(s) per ISIN or an integral multiple thereof

"Modified Exercise Date + 1": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

not applicable

"Modified Exercise Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

The first Exercise Date which is a Banking Day at the Auxiliary Location and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant Adjustment Exchange as specified in Table 2 of the Annex to the Issue Specific Conditions.

"Modified Valuation Date + 1": not applicable

"Modified Valuation Date": not applicable

"Multiplier": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Number": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Payment Date upon Exercise": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

At the latest the fifth common Banking Day following the Exercise Date at the registered office of the Issuer and the place of the Central Securities Depositary.

"**Reference Currency**": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"**Reference Price**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Reference Rate for Currency

Conversion":

not applicable

"Rollover Date": not applicable

"Settlement Currency": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Strike": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"**Type**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type of Exercise": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Underlying": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Valuation Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

As specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation

Date.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

In case of an exercise during the Exercise Period, the Valuation Date as specified in Table 2 of the Annex to the Issue Specific Conditions; in case of an Automatic Exercise, the Valuation Date as specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation Date.

No. 3 Exercise of the Option Rights

I. Applicable in the case of Warrants with a European Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

- (1) The Option Right may be exercised by the Warrant Holder only with effect as of the Valuation Date for the respective Warrant. If the Cash Amount results in a positive value, the Option Right attaching to the respective Warrant shall be deemed to be exercised on the Valuation Date without further preconditions and without the submission of an explicit Exercise Notice (referred to in the following as "Automatic Exercise").
- (2) The Issuer will transfer any positive Cash Amount to the Central Securities Depositary on the Maturity Date for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid.
- (3) The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer. In the event that the onward transfer of the Cash Amount or of the fair market value is not possible within three months after the Maturity Date ("Presentation Period"), the Issuer shall be entitled to deposit the relevant amounts with the Frankfurt am Main Local Court for the Warrant Holders at their risk and expense with a waiver of its right to reclaim those amounts. Upon the deposit of the relevant amounts with the Court, the claims of the Warrant Holders against the Issuer shall expire.
- (4) All taxes or other levies that may be incurred in connection with the payment of the Cash Amount or of the fair market value shall be borne by the Warrant Holders.
- (5) If the Valuation Date falls between the date on which the Issuer determines that there are grounds for making an Adjustment in accordance with No. 6 of the Issue Specific Conditions and the date on which the Issuer has given notice of the Adjustments (referred to in the following as the "Adjustment Period"), the Valuation Date shall be the first Banking Day common to the head office of the Issuer and to the location of the Central Securities Depositary following the date on which the Issuer has given notice of the Adjustments for the Valuation Date. The calculation of the Cash Amount in accordance with No. 2 of the Issue Specific Conditions shall be based on the relevant Reference Price of the Underlying on the Valuation Date together with the Adjustments made by the Issuer.
- (6) The Cash Amount and the fair market value shall be paid in the Settlement Currency without a requirement for the Issuer to give notice of any kind.
- (7) A declaration shall be deemed to have been made automatically that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell

or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell, resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the respective series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

(1) For the exercise of the Warrants to be effective, the holder of the respective Warrant must comply with the preconditions set out below with respect to the relevant Exercise Agent within the Exercise Period for the respective Warrant. The Exercise Period for the Warrants shall begin in each case on the third Banking Day after the Issue Date and shall end in each case at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the Valuation Date or, if the Reference Price of the Underlying is usually determined before 11.00 a.m. (local time at the location of the relevant Exercise Agent), the Exercise Period ends at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the last Trading Day preceding the last Valuation Date. The provisions of paragraphs (2) to (4) of this No. 3 II shall also apply.

If the Option Rights are exercised via the Exercise Agent in **France**, the Warrant Holder must submit to Citibank International plc., France (the "**Exercise Agent**") at the following address:

Citibank International plc. - Service Titres, 1-5 Rue Paul Cezanne, 75008 Paris, France a properly completed "Paris" Exercise Notice for the respective ISIN (International Securities Identification Number) using the form available from the Issuer (referred to in the following as "Exercise Notice") and must have transferred the Warrants which it is intended to exercise

- to the Issuer crediting its account No. 186 at Euroclear France, account nature 51 or its account No. 67098 at Clearstream Luxembourg.

The Exercise Notice must specify:

- the ISIN (International Securities Identification Number) of the Warrant series and the number of Warrants intended to be exercised and
- the account of the Warrant Holder with a bank in France into which the Cash Amount is to be paid. If the Exercise Notice does not specify an account or specifies an account outside France, a check for the Cash Amount will be sent to the Warrant Holder at his risk by normal post to the address given in the Exercise Notice within five (5) Banking Days in Frankfurt am Main and Paris following the Valuation Date.
- Confirmation must also be given that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell,

resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

- (2) The Exercise Notice shall become effective on the Exercise Date according to No. 2 (3) of the Issue Specific Conditions. The Exercise Notice may not be revoked, including during the period prior to the date on which it becomes effective. All of the preconditions set out in No. 3 (1) of the Issue Specific Conditions must be satisfied within five (5) Banking Days of the occurrence of the first precondition. In any other circumstances, the Issuer shall have the right to return any payments already made to the Warrant Holder without interest at his risk and expense; in this event the Exercise Notice shall not become effective.
- (3) Option Rights that have not been exercised effectively in accordance with paragraphs (1) and (2) shall be deemed, subject to early termination by means of extraordinary Termination pursuant to No. 2 of the General Conditions, to be exercised on the final day of the Exercise Period without further preconditions, if the Cash Amount is positive ("Automatic Exercise"). In the event of Automatic Exercise, the confirmation referred to in the last subparagraph of paragraph (1) shall be deemed to have been given automatically. In any other circumstances, all rights arising from the Warrants that have not been exercised effectively by then shall expire on that day and the Warrants shall become invalid.
- (4) All taxes or other levies that may be incurred in connection with the exercise of the Warrants shall be borne by the Warrant Holder. The exercise or settlement amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.
- (5) The Issuer will transfer any Cash Amount to the Central Securities Depositary on the Payment Date upon Exercise for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid. The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer.

No. 4 (not applicable)

Part B. Underlying Specific Conditions

No. 5 Underlying

- (1) The "**Underlying**" shall be the share or security representing shares specified as the Underlying in Table 2 of the Annex to the Issue Specific Conditions of the Company specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Company**").
- (2) The "Reference Price" of the Underlying shall correspond to the price specified as the Reference Price of the Underlying in Table 1 of the Annex to the Issue Specific Conditions,

as calculated and published on Trading Days on the Relevant Exchange specified in Table 2 of the Annex to the Issue Specific Conditions (the "Relevant Exchange"). "Trading Days" shall be days on which the Underlying is normally traded on the Relevant Exchange. "Trading Hours" shall be hours during which the Underlying is normally traded on the Relevant Exchange on Trading Days.

No. 6 Adjustments

(1) If an Adjustment Event pursuant to paragraph (2) of this No. 6 occurs, the Issuer shall determine whether the relevant Adjustment Event has a diluting, concentrative or other effect on the computed value of the Underlying and, if such is the case, shall if necessary make a corresponding Adjustment to the affected features of the Warrants, which in its reasonable discretion is appropriate in order to take account of the diluting, concentrative or other effect and to leave the Warrant Holders as far as possible in the same position in financial terms as they were in before the Adjustment Event took effect. The Adjustments may relate, inter alia, to the Strike, the Multiplier and other relevant features, as well as to the replacement of the Underlying by a basket of shares or other assets or, in the event of a merger, by an adjusted number of shares of the absorbing or newly formed company and, where relevant, the specification of a different exchange as the Relevant Exchange and/or a different currency as the Reference Currency. The Issuer may (but is not obliged to) base the determination of this appropriate Adjustment on the adjustment made in response to the relevant Adjustment Event by a futures exchange, on which options or futures contracts on the Underlying are traded at the time of the Adjustment Event, in respect of options or futures contracts on the relevant share traded on that futures exchange.

(2) An "Adjustment Event" shall be:

- (a) the subdivision (stock split), combination (reverse stock split) or reclassification of the respective shares or the distribution of dividends in the form of bonus shares or stock dividends or a comparable issue;
- (b) the increase in the capital of the Company by means of the issue of new shares in return for capital contributions, with the grant of a direct or indirect subscription right to its shareholders (capital increase for capital contributions);
- (c) the increase of the capital of the Company from its own financial resources (capital increase from corporate funds);
- (d) the grant by the Company to its shareholders of the right to subscribe for bonds or other securities with option or conversion rights (issue of securities with option or conversion rights);
- (e) the distribution of an extraordinary dividend;
- (f) the spin-off of a division of the Company in such a way that a new, independent company is formed or the division is absorbed by a third company, with the grant to the

- shareholders of the Company of shares in either the new company or the absorbing company for no consideration;
- (g) the permanent delisting of the Underlying on the Relevant Exchange as a result of a merger by absorption or new company formation or for another reason;
- (h) other comparable events that could have a diluting, concentrative or other effect on the calculated value of the Underlying.
- (3) The rules described in the preceding paragraphs shall apply analogously to securities representing shares as the Underlying (such as ADRs, ADSs or GDRs).
- (4) Changes in the method of calculating the Reference Price or other prices for the Underlying that are relevant in accordance with these Terms and Conditions, including a change in the Trading Days or Trading Hours relevant for the Underlying, shall entitle the Issuer to adjust the Option Right accordingly in its reasonable discretion. The Issuer shall determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change.
- (5) In the event that the Underlying is permanently delisted on the Relevant Exchange but continues to be listed on another exchange or another market which the Issuer in its reasonable discretion considers to be suitable (the "New Relevant Exchange"), then, subject to extraordinary Termination of the Warrants by the Issuer pursuant to No. 2 of the General Conditions, the Cash Amount shall be calculated on the basis of the corresponding prices for the Underlying calculated and published on the New Relevant Exchange. In addition, all references in these Terms and Conditions to the Relevant Exchange shall then be deemed, insofar as the context allows, to be references to the New Relevant Exchange.
- (6) In the event that a voluntary or compulsory liquidation, bankruptcy, insolvency, winding up, dissolution or comparable procedure affecting the Company is initiated, or in the event of a process as a result of which all of the shares in the Company or all or substantially all of the assets of the Company are nationalized or expropriated or required to be transferred in some other way to government bodies, authorities or institutions, or if following the occurrence of an event of another kind the Issuer reaches the conclusion that it is not possible to make an Adjustment that would reflect the changes that have occurred appropriately from a financial point of view, then the Issuer will terminate the Warrants pursuant to No. 2 of the General Conditions.
- (7) The Issuer shall give notice of the Adjustments and the date on which the Adjustments become effective in accordance with No. 4 of the General Conditions.

No. 7 Market Disruption Events

(1) If a Market Disruption Event in accordance with paragraph (2) of this No. 7 exists on the Valuation Date, then the Valuation Date shall be postponed to the next following day which fulfills the criteria for a Valuation Date in accordance with No. 2 of the Issue Specific Conditions and on which a Market Disruption Event no longer exists. The Issuer shall endeavor to give notice to the Warrant Holders without delay in accordance with No. 4 of the

General Conditions that a Market Disruption Event has occurred. However, there shall be no obligation to give notice. If, as a result of the provisions of this paragraph, the Valuation Date has been postponed for five (5) consecutive days that fulfill the criteria for a Valuation Date in accordance with No. 2 (3) of the Issue Specific Conditions and if the Market Disruption Event continues to exist on that day as well, then that day shall be deemed to be the Valuation Date and the Issuer shall determine the Cash Amount in its reasonable discretion taking account of the market conditions prevailing on any such deemed Valuation Date.

(2) "Market Disruption Event" shall mean

- (i) the suspension or restriction of trading in the Underlying on the Relevant Exchange, or
- (ii) the suspension or restriction of trading (including the lending market) in a futures or options contract based on the Underlying on a Futures Exchange on which futures or options contracts based on the Underlying are traded (the "Futures Exchange");

if that suspension or restriction occurs or exists in the last half-hour before the calculation of the closing price of the Underlying that would normally take place and is material as determined by the Issuer in its reasonable discretion. A change in the Trading Days or Trading Hours on or during which the Underlying is traded does not constitute a Market Disruption Event, provided that the change takes place as the result of a previously announced change in the trading regulations by the Relevant Exchange.

ANNEX TO THE ISSUE SPECIFIC CONDITIONS

Table 1 – supplementary to Part A. Product Specific Conditions

Issue Date: 22/01/2014

Initial value date in France: 27/01/2014

ISIN / Local Trading Code	Underlying	Туре	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike	Multiplier	Valuation Date / Maturity Date	Type of Exercise	Number	Reference Price of the Underlying ("Reference Price")
DE000CF6Z691 / 5128C	ArcelorMittal	PUT	No	EUR 0.19	Euro (EUR)	EUR 13.00	0.2	18/09/2014 / 25/09/2014	European	3,000,000	Closing price

Table 2 – supplementary to Part B. Underlying Specific Conditions

Underlying (Company) / Share type	ISIN or Reuters	Relevant Stock Exchange /	Valuation Date /	Currency in which the
	Code of the	Relevant Adjustment Exchange for the	Currency Conversion Date	Reference Price is expressed
	Underlying	Underlying ("Adjustment Exchange")		("Reference Currency")
ArcelorMittal S.A. / Common Shares	LU0323134006	Euronext Amsterdam / EUREX Frankfurt	See Table 1 / not applicable	Euro (EUR)

The following specific meanings shall apply in this context:

Deutsche Börse AG, Frankfurt, Germany (XETRA®)

EUREX : EUREX, Frankfurt, Germany

STOXX Limited, Zurich : STOXX Limited, Zurich, Switzerland

Dow Jones & Company, Inc., New York, U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

Nikkei Inc. : Nikkei Inc., Tokyo, Japan

Standard & Poor's Corp., New York, N.Y., U.S.A.

AEX Options and Futures Exchange : AEX Options and Futures Exchange, Amsterdam, The Netherlands

Bolsa de Derivados Portugal : Bolsa de Derivados Portugal, Lisbon, Portugal

EUREX : EUREX, Zurich, Switzerland

Euronext Amsterdam/ Euronext Lisbon/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Euronext Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Euronext Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Paris S.A., Paris, France

Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.) : Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.), Helsinki, Finland

Helsinki Derivatives Exchange (HEX Ltd.) : Helsinki Derivatives Exchange (HEX Ltd.), Helsinki, Finland

HSIL : Hang Seng Indexes Company Limited ("HSIL"), Hong Kong, China

Madrid stock exchange : Bolsa de Madrid, Madrid, Spain

MEFF
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
New York Stock Exchange, New York, NY, USA
OCC
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signatu

OSE : Osaka Securities Exchange, Osaka, Japan TSE : Tokyo Stock Exchange, Tokyo, Japan SIX Swiss Exchange, Swiss Exchange : SIX Swiss Exchange, Switzerland

RISK FACTORS

Investors should read carefully the risk factors set out under "I. Risk factors of Warrants" in the Securities Note and under 1. in the Registration Form.

In particular, the following optional risk factors that relate only to certain types of Warrants are applicable to these Warrants (please refer to "I. Risk factors of Warrants" in the Securities Note):

- Risk relating to the loss of time value of Warrants depending on the remaining term
- Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs

ADDITIONAL INFORMATION

Name and address of the paying agents and the calculation agent

Paying Agent(s):

Citigroup Global Markets Ltd., 1-5 Rue Paul Cézanne, 75008 Paris, France

Calculation Agent:

Citigroup Global Markets Deutschland AG, Frankfurter Welle, Reuterweg 16, D-60323 Frankfurt am Main, Federal Republic of Germany

Conflicts of interest

With respect to interests of natural and legal persons involved in the issue and resulting potential conflicts of interest, please refer to "4. Risk of conflicts of interest" under "I. Risk factors of Warrants" in the Securities Note.

Offer method

The Warrants are being offered over-the-counter on a continuous basis in one series.

The offer of the Warrants begins in France on 22/01/2014.

Stock exchange listing

The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.

Consent to the use of the Prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*, "WpPG").

Issue price, price calculation and costs and taxes on purchase

The initial issue price is specified in Table 1 of the annex to the Issue Specific Conditions.

Both the initial issue price and the bid and offered prices quoted by the Issuer during the term of the Warrants are calculated using theoretical pricing models. In this context, the bid and offered prices for the Warrants are determined on the basis, among other things, of the mathematical value of the Warrants, the costs of hedging and accepting risk and the expected return. Please see also the information provided under "Risk relating to the calculation of the warrant prices" and "4. Risk of conflicts of interest", both in Section "I. Risk factors of Warrants".

No costs or taxes of any kind for the warrant holders will be deducted by the Issuer whether the Warrants are purchased off-market (in countries where this is permitted by law) or via a stock exchange. Such costs or taxes should be distinguished from the fees and costs charged to the purchaser of the Warrants by his bank for executing the securities order, which are generally

shown separately on the statement for the purchase transaction in addition to the price of the Warrants. The latter costs depend solely on the particular terms of business of the warrant purchaser's bank. In the case of a purchase via a stock exchange, additional fees and expenses are also incurred. Furthermore, warrant holders are generally charged an individual fee in each case by their bank for managing the securities account. Notwithstanding the foregoing, profits arising from the Warrants or capital represented by the Warrants may be subject to taxation.

Information on the underlying

Website: www.arcelormittal.com

Disclaimers in relation to Share Prices used as Underlyings

Insofar as share prices are the underlying of Warrants issued by the issuer and described in this Final Terms document, the respective public limited company that has issued the relevant shares, to whose reference price the Warrants relate (the "Issuer of the Underlying"), does not express any recommendation for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main. The Issuer of the underlying neither directly nor indirectly assumes any liability for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main.

The Warrants are the sole obligation of Citigroup Global Markets Deutschland AG and do not involve liability on the part of the Issuer of the underlying. This is not an offer of shares. The Issuer of the underlying has not been and does not want to be involved, neither directly nor indirectly, in deciding the timing of the issue, or the preparation of this document, or the constitution of the option rights under these securities. Furthermore, the Warrant Holder will not have any right through the Warrant to any information, votes or dividends in the Issuer of the underlying.

Publication of additional information

The Issuer does not intend to provide any additional information about the underlying.

The Issuer will publish additional notices described in detail in the terms and conditions. Examples of such notices are adjustments of the features of the Warrants as a result of adjustments relating to the underlying which may, for example, affect the conditions for calculating the cash amount or a replacement of the underlying. A further example is the early redemption of the Warrants if an adjustment cannot be made.

Notices under these terms and conditions are generally published on the Issuer's website. If and to the extent that mandatory provisions of the applicable laws or exchange regulations require notices to be published elsewhere, they will also be published, where necessary, in the place prescribed in each case.

Selling restrictions

Information on selling restrictions can be found under "VI. Selling restrictions" in the Securities Note.

ANNEX – ISSUE SPECIFIC SUMMARY

Section A – Introduction and warnings

This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the A.1 "Issuer") and of the Warrants issued under the Tripartite Base Prospectus. The Summary is intended as an introduction to the Tripartite Base Prospectus, which comprises this Summary, the Registration Form of Citigroup Global Markets Deutschland AG dated 03 May 2013 including any supplements and the Securities Note of Citigroup Global Markets Deutschland AG dated 13 May 2013. Investors should therefore ensure that any decision to invest in the Warrants is based on a review of the entire Prospectus, including any supplements and the Final Terms. Where claims relating to the information contained in a base prospectus, any supplements, and the respective Final Terms are brought before a court, the investor acting as plaintiff may, as a result of the laws of individual member states of the European Economic Area, have to bear the costs of translating the base prospectus, any supplements, and the Final Terms into the language of the court prior to the commencement of legal proceedings. The Issuer can be held liable for the content of this Summary, including any translation prepared, but only in the event that the Summary is misleading, inaccurate or inconsistent when read in conjunction with the other parts of the Prospectus, or, when read in conjunction with the other parts of the Tripartite Base Prospectus, does not convey all of the key information required.

A.2 Consent to use the prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent) for offers in France (the "Offer State"). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (Wertpapierprospektgesetz, "WpPG").

In the event of an offer by a financial intermediary, the terms and conditions of the offer must be provided to investors at the time of the offer by the financial intermediary.

Sectio	n B – Issuer and any g	B – Issuer and any guarantors				
B.1	The legal and commercial name of the issuer.	The legal and commercial name of the Issuer is Citigroup Global Markets Deutschland AG.				
B.2	The domicile and legal form of the issuer, the legislation under which the issuer operates and its country of incorporation.	Prankfurt am Main; the address of Citigroup Global Markets Deutschland AG is Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, Federal Republic of Germany (telephone +49 (0)69-1366-0). Legal form and jurisdiction The Issuer is a stock corporation (Aktiengesellschaft, "AG") under German law. Place of registration The Issuer is entered in the commercial register of the Frankfurt am Main Local Court under the number HRB 88301.				

	T.	
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Bank expects world economic growth in 2013 to increase slightly from 2.5 per cent to 2.6 per cent. In 2014 growth should increase to 3.2 per cent. The slowdown in worldwide economic growth was principally due to the slowdown of growth in the industrialized countries. The Bank expects moderate growth of 1.0 per cent for industrialized countries in 2013 and a modest increase to 1.6 per cent in 2014.
		Overall the Bank expects continued significant variations between different regions in the world.
		The Bank expects a mild recession in the Eurozone (the Bank's growth forecasts are for -0.6 per cent and -0.4 per cent for 2013 and 2014). This is seen to be due to the continuing sovereign debt crisis and the high level of private sector indebtedness in the peripheral European countries. The ECB is expected to continue to act to stabilise markets and to reduce interest rates in the second quarter of 2013 depending on further economic growth in the Eurozone, which could be followed by a forecast final interest rate reduction in the second half of the year. The Bank considers it likely that Southern Europe and Ireland will only gradually reach a common sustainable fiscal path. If the core countries in future are no longer prepared to increase their support for the peripheral states, this could lead to a raft of debt restructurings (with likely longer maturities and interest rate reductions), but probably not before 2015.
		In the Warrants and Certificates Division, the competition is expected to remain intense among leading issuers. Further regulatory challenges are expected, which have to be integrated into the business in a timely manner.
		Given the forecasts made by the individual business divisions and a restrictive cost management approach, the Bank is expecting continued overall profits in fiscal years 2013 and 2014.
B.5	If the issuer is part of a group, a description of the group and the issuer's position	The Issuer is a member of the German subgroup of Citigroup. As a public limited company, it is managed by the executive board. The Issuer is wholly-owned by the German holding company, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, a limited partnership with registered offices in Frankfurt/Main.
	within the group.	Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is also a silent partner of the Issuer, having a silent equity interest ("Stille Einlage") totalling EUR 122,710,051.49 as of 30 November 2012. The general partner of Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is Citigroup Global Markets Finance LLC (USA). The sole limited partner is Citi Overseas Investment Bahamas Inc.
		All shares of Citigroup Global Markets Finance LLC are held by Citi Overseas Investment Bahamas Inc., the sole shareholder of which is Citibank Overseas Investment Corporation (USA). This company is in turn 100 per cent owned by Citibank, N.A. (USA). Citibank, N.A. (USA) is a 100 per cent owned subsidiary of Citicorp (USA), which in turn is a 100 per cent owned subsidiary of Citigroup, Inc. (USA).
B.9	Where a profit	Not applicable; the Issuer has decided not to make any profit forecasts or profit

	forecast or estimate is made, state the figure.	estimates in the Base Prosp	ectus.		
B.10	A description of the nature of any qualifications in the audit report on the historical financial information.	The annual financial state December 2011 to 30 Nov 2011 were audited by the unqualified auditor's opinion	vember 2012 and ne Issuer's statute	1 December 201	0 to 30 November
B.12	Selected historical key financial information regarding the issuer, presented for each financial year of the period	Key Annual Financial Deutschland AG The table below provides a which have been taken fro prior fiscal year (fiscal year business development of Ci	m the audited fin ar 2011) and fisca	ertain noteworthy ancial statements 1 year 2012 and	2012 between the thereby reveals the
	covered by the historical financial information and any		30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro	
	subsequent interim	Balance sheet total	9,543	8,690	
	financial period accompanied by	Business volume	11,162	10,163	
	comparative data	Equity capital	590	588	
	from the same	Loan portfolio	5,365	5,196	
	period in the prior financial year,	Number of employees	348	361	
	except that the	- Company of			I
	requirement for comparative balance sheet information is satisfied by		01.12.2011 - 30.11.2012 in million Euro	prior fiscal year (01.12.2012 - 30.11.2011) in million Euro	
	presenting the year- end balance sheet	Interest income from operations	11	29	
	information. A statement that there	Commissions from brokerage business	111	96	
	has been no material adverse change in the	Commissions from securities business	18	17	
	prospects of the issuer since the date	Net income from financial trading operations	25	60	
	of its last published audited financial	General administrative expenses	161	137	
	statements or a description of any material adverse change.	As of the balance sheet da following components:	ate, the balance s	sheet equity cap	ital consists of the
	A description of				

significant changes in the financial or trading position of the issuer subsequent to the period covered by the historical financial information.

	30.11.2012 in million Euro (audited)	prior fiscal year (30.11.2011) in million Euro (audited)
Subscribed capital		
Share capital	210.6	210.6
Silent partner capital	122.7	122.7
Capital reserves	195.8	193.8
Legal reserves	33.0	33.0
Other earnings reserves	27.9	27.9

In addition, as part of incorporating the new rules under the BilMoG pursuant to § 340g of the German Commercial Code (HGB), a new separate item was created ("Fund for general banking risks") in the amount of EUR 9.4m (EUR 6.6m in the previous year).

The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows:

	30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro
Equity capital on balance sheet	590.0	588.0
Less intangible assets	0	-1.2
Core capital	599.3	594.3
Supplementary capital	0.0	0.0
Equity capital	599.3	594.3
Capital ratios		
Tier one capital in %	33.6	29.3
Total capital ratio in %	33.6	29.3

Despite the debt crisis in the Eurozone and the concomitant volatility on the international financial markets, Citigroup Global Markets Deutschland AG was once again able to earn a profit in the recently completed fiscal year.

Key Semi-Annual Financial Information of Citigroup Global Markets Deutschland AG

The table below provides a comparison of certain noteworthy financial statistics for the first half of the financial year 2013 which have been taken from the unaudited interim financial statements 2013 between the prior fiscal year and/or the previous year's figures and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

	31.05.2013	30.11.2012	
	in million Euro	in million Euro	

Balance sheet total	11,147	9,543
Business volume	12,628	11,162
Equity capital	590	590
Loan portfolio	5,179	5,365
Number of employees on the balance sheet date	263	334

	01.12.2012 - 31.05.2013 in million Euro	01.12.2011 - 31.05.2012 in million Euro
Interest income from operations	3	7
Commissions from brokerage business	20	33
Commissions from securities business	8	9
Net income from financial trading operations	29	16
General administrative expenses	72	70

Statements as regards trend information and financial or trading position

The Issuer declares that since the date of the last audited annual financial statements on 30 November 2012 no material adverse change in the prospects of the Issuer has occurred.

Furthermore, the Issuer declares that since the date of the last interim financial statements on 31 May 2013 no significant change has occurred in the financial or trading position of the Issuer.

B.13 A description of any recent events particular to the issuer which are to a material extent relevant to the evaluation of the issuer's solvency.

Significant events that may have a material impact on the assessment of the Issuer's solvency can not be determined at the moment. However, Citigroup Global Markets Deutschland AG is currently subject to an extra-ordinary audit on withholding taxes by the Frankfurt-Hoechst tax authority for the years 2007-2008. In this context the tax authority has expressed its view that Citigroup Global Markets Deutschland AG may not have deducted and paid withholding taxes from dividends received in connection with so called cum-ex transactions for shares held by it in custody for its clients as required. Based on these findings the tax authority is currently of the view that Citigroup Global Markets Deutschland AG is liable for non deducted withholding taxes in the amount of more than Euro 706 million for the years 2007 and 2008. In case the tax authority's view should succeed further tax liability for the years 2009 to 2011 may arise which can not be estimated at the moment.

The main starting point for the liability claim of the tax authorities is the question if Citigroup Global Markets Deutschland AG is to be qualified as a German bank

		executing the trade (<i>die den Verkaufsauftrag ausführende Stelle</i>) in the respective years. Furthermore, the method applied to identify the amount of the liability claim is debatable as well as the question if Citigroup Global Markets Deutschland AG can be held liable as principal debtor. Citigroup Global Markets Deutschland AG has obtained legal advice from a reputable tax consultant office as well as from a reputable accounting firm. Based thereon, the management of Citigroup Global Markets Deutschland AG is of the view that the likelihood to win any legal proceedings in this matter exceeds 50 per. cent. On this basis, Citigroup Global Markets Deutschland AG's management has decided to put up a reserve only for expected legal advice and litigation expenses, if any, and has decided that 2 million Euro is an adequate figure in this respect. Furthermore, it should be noted that Citigroup is currently evaluating measures to
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	optimize its organizational structure. Citigroup Global Markets Finance Corporation as the German holding company owns 100% of the shares of the Issuer. Pursuant to § 17 (2) of the German Stock Corporation Act (<i>Aktiengesetz</i> , "AktG"), it is assumed that a company in which a majority of the shares is held by another company is dependent upon that other company.
B.15	A description of the issuer's principal activities.	The Issuer is engaged in the business of corporate and investment banking and offers companies, governments and institutional investors comprehensive financial solutions in the areas of investment banking, fixed income, foreign exchange, equities and derivatives, and global transaction services; in addition it is a leading issuer of warrants and certificates whose end investors are predominantly retail clients. Since the end of 2012 the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.
B.16	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control.	In addition to the inclusion of the Issuer in the Citigroup Inc. group of companies referred to above, the Issuer is also party to a control and profit and loss transfer agreement with its immediate parent company. Under the terms of the agreement, the Issuer has placed the management of its business under the control of its immediate parent company. Accordingly, the immediate holding company has the right to give instructions to the Issuer. The agreement also requires the Issuer to transfer its entire profit to its immediate parent company. In return, the immediate parent company is required to make up any annual loss of the Issuer arising during the period of the agreement, as provided in detail by § 302 (1) and (3) AktG.

Section (Section C – Securities				
C.1	•	Type/form of the Warrants			
	type and the class of the securities being offered	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with			

	and/or admitted to trading, including any security identification number.	options. One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. The leverage effect of the Warrant operates in both directions – not only to the investor's advantage in the event of the favorable performance of the factors determining the value, but also to the investor's disadvantage in the event of their unfavorable performance. The payment due under a Warrant on exercise or early termination depends on the value of the underlying at the relevant time.	
		The Warrants will be issued in dematerialized bearer form (<i>au porteur</i>) and inscribed in the books of the central securities depositary which shall credit the accounts of the account holders. No physical document of title (including <i>certificats représentatifs</i> pursuant to Article R.211-7 of the French Monetary and Financial Code (<i>Code monétaire et financier</i>)) will be issued in respect of the Warrants.	
		Security identification number	
		ISIN: DE000CF6Z691	
		Local Code: 5128C	
C.2	Currency of the securities issue.	Euro	
C.5	A description of any restrictions on the free transferability of the securities.	Each Warrant is transferable in accordance with the laws applying in each case and, where relevant, the respective applicable regulations and procedures of the securities depositary in whose records the transfer is registered.	
C.8	A description of the	Applicable law for the securities	
	rights attached to the securities including ranking and including limitations to those	The Warrants are subject to German law. The constituting of the Warrants may be governed by the laws of the jurisdiction of the central securities depository.	
	rights.	Rights attached to the Warrants	
		Each Warrant grants the holder the right to the cash amount as described in more detail under C.15.	
		Status of the Warrants	
		The Warrants create direct, unsecured and unsubordinated obligations of the Issuer that rank <i>pari passu</i> in relation to one another and in relation to all other current and future unsecured and unsubordinated obligations of the Issuer, with the exception of obligations that have priority due to mandatory statutory provisions.	
		Limitations to the rights	
		The Issuer has the right to terminate the Warrants and to amend the terms and conditions pursuant to the provisions specified in the terms and conditions of the Warrants.	

C.11	An indication as to whether the securities offered are or will be the object of an application for admission to trading, with a view to their distribution in a regulated market or other equivalent markets with an indication of the markets in question.	The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.	
C.15	A description of how the value of the investment is affected by the value of the underlying instrument(s), unless the securities have a denomination of at least EUR 100,000.	Put Warrants enable investors to participate on a disproportional (leveraged) basis in the negative performance of the underlying. In return, however, they also participate on a leveraged basis in any positive performance of the underlying and in addition bear the risk that the P Warrant may expire worthless if the reference price of the underlying	
C.16	The expiration or maturity date of the derivative securities – the exercise date or final reference date.	Maturity date: 25/09/2014 Exercise date: 18/09/2014 Valuation date: 18/09/2014	
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants with automatic exercise, i.e. a European type of exercise, the Issuer will transfer any positive cash amount to the central securities depositary on the maturity date for the credit of the warrant holders registered with the central securities depositary at the close of business on the preceding banking day at the head office of the central securities depositary. The central securities depositary has given an undertaking to the Issuer to make a corresponding onward transfer.	
C.18	A description of how the return on derivative securities takes place.	In the case of Warrants with a European type of exercise, the option right may be exercised by the warrant holder only with effect as of the valuation date for the respective Warrant. If the cash amount results in a positive value, the option right attaching to the respective Warrant is deemed to be exercised on the valuation date without further preconditions and without the submission of an explicit exercise notice ("Automatic Exercise").	

C.19	The exercise price or the final reference price of the underlying.	Reference price on the valuation date: Closing price	
C.20	A description of the type of the underlying and where the information on the underlying can be found.	Type: share or security representing shares WKN: A0M6U2 ISIN: LU0323134006 Company: ArcelorMittal S.A. Relevant stock exchange: Euronext Amsterdam Reuters page: ISPA.AS Website: www.arcelormittal.com	
Section	D – Risks		
D.2	Key information on the key risks that are specific to the issuer.	Risk of the cessation or limitation of price-setting by the Issuer If the Issuer were to limit or completely abandon its voluntary intention to set bid and offered prices, there would be a danger, if prices for Warrants were not set by any other party that investors would have to wait for the final maturity of the Warrants or, where early exercise is possible, exercise the option right.	
		Liquidity risk despite control and profit and loss transfer agreement The Issuer would also be unable to meet its obligations arising from the securities despite the control and profit and loss transfer agreement if, in the event that the Issuer generated a net loss, while the immediate parent company would in principle be required to assume that loss, it was unable or unwilling to comply with this contractual obligation as a result of its own liquidity difficulties or overindebtedness.	
		Brokerage of transactions for other Group companies and allocation of work within Citigroup	
		The great majority of the Issuer's commission income consists of transfer pricing income from brokerage transactions with affiliated companies. The Issuer's costs arising from the exchange of services with individual Group companies are reimbursed on the basis of existing agreements using transfer prices. For this purpose, income and expenses, in particular commission income for transactions assisted by the bank in an advisory capacity in the context of its sales activities, are determined and allocated to the relevant areas providing the services. The transactions relate to equity trading, bond issues and corporate finance as well as to the sale of structured products, corporate derivatives and currency management products, and also global relationship banking. This process is coordinated closely across all areas with Citigroup Global Markets Limited, London, in particular, and also with Citibank, N.A., London.	

If a decision were made within Citigroup to reallocate the relevant activities to other Group companies, the Issuer could lose a material source of income.

Risks in the lending business

The Issuer's loan portfolio consists mainly of loans to international customers in the industrial and financial services sectors with investment grade credit ratings. Loan defaults have been avoided in recent years thanks to this business policy. The loan portfolio is mainly concentrated on a manageable number of borrower units, as defined by German banking law. If significant individual borrowers in the Issuer's portfolio were unable to meet their obligations, therefore, a substantial increase in loan loss provisions would be conceivable in principle and loan defaults could occur.

Interest rate risk

Risk-Treasury assesses and controls the Issuer's interest rate risk. The Issuer's exposure to changes in interest rates maybe a mid to long-term risk in holdings in liquid securities if these were not originally covered by hedging transactions like interest rate swap agreements. The same applies to medium and long-term loans granted by the Issuer. A significant risk from interest rate changes could arise where interest rates are not monitored in a timely or sensitive manner, which may produce the concomitant danger that action to cover such interest rate exposure is not taken early enough.

Operating risk

The Issuer has transferred a number of areas that are significant for the proper management and control of its business activities and the risks associated with them to other companies within and outside Citigroup. In the event that the companies to which these areas have been transferred do not fulfill their contractual obligations or do not do so at the proper time, the ability of the Issuer to meet its own obligations arising from the securities it has issued on the due dates could also be adversely affected.

Tax risks

The tax decisions issued to the Issuer are regularly subject to subsequent review in the form of an external tax audit or to the resolution of individual issues by the relevant courts. This is normal practice and means that an additional tax demand can be issued by the tax authorities years after the original assessment as a result of a tax audit or a generally applicable decision by a tax court.

General business risks

Settlement risk

The risk that a business transaction is incorrectly processed or that a transaction is executed which is different from the intentions and expectations of the Issuer's management.

Information risk

The risk that information, which was generated, received, transmitted or stored within or outside the Issuer's place of business, can no longer be accessed. Furthermore, such information may be of poor quality, or have been wrongly handled or improperly obtained. The information risk also includes risks that are generated by systems and used for processing information.

Reputation risk

This represents the Issuer's risk that its relations with its customers could be harmed if its services are poor or transactions are incorrectly executed. This risk also includes the risk of entering into business relations with counterparties, whose business practices do not conform to the standards or business ethics of the Issuer.

Personnel risk

The Issuer has a high demand for qualified and specially trained professionals and managers. Personnel risk entails the risk of high staff turnover and the risk that the Issuer will be unable to retain a sufficient staff of qualified personnel, as well as the risk that the Issuer's employees may knowingly or negligently violate established regulations or the firm's business ethics standards.

• Legal and regulatory risks

The Issuer views legal risks as any and all risks resulting from binding contracts and governing legislation. Regulatory risks result from the legal environment in which the Issuer does business.

· Risk of fraud

These are both internal and external risks of fraud such as bribery, insider trading and theft of data.

D.6 Ke

Key information on the key risks that are specific to the securities. This must include a risk warning effect that the investors may lose the value of their entire investment or part of it, as the case may be, and/or, if the investor's liability is not limited to value of investment, a statement of that fact, together with a description of the circumstances in which such additional liability

General risk factors of Warrants

Risk of total loss

Warrants represent particularly risky investment instruments. They entail a particularly high risk of losing the capital invested, up to and including a total loss, plus the transaction costs incurred and any borrowing costs.

Risk of default by the Issuer of the Warrants

In the event of the Issuer becoming insolvent, investors could suffer a loss up to and including a total loss. As bearer securities, Warrants do not fall within the scope of the deposit protection arrangements.

Risk arising from above-average fluctuations in the prices of Warrants (leverage effect)

One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. At the same time, Warrants also entail above-average arises and the likely financial effect.

risks of loss.

Risk of the absence or non-functioning of a secondary market in the Warrants or restricted availability of the Issuer's electronic trading system

Investors should not assume that they will be able to sell a Warrant at a particular time or at a particular price during its term. Investors should assume instead that pricing on the exchange can only take place within the spread of bid and offered prices quoted by the Issuer, if available, and that their buy or sell orders on the exchange will be executed with the Issuer as the direct or indirect counterparty.

Risk in connection with the cessation of secondary trading immediately prior to final maturity

The Issuer and/or the exchange cease trading in the Warrants shortly before their valuation date. However, the reference price of the underlying on the valuation date and/or the applicable exchange rate, both of which are important for the purpose of determining the cash amount of the Warrants, may still change between the last exchange trading day and the maturity date, which may be to the disadvantage of the investor. There is a particular risk that the price of the underlying may reach, fall below or exceed a barrier for the first time shortly before the reference price on the valuation date is determined and after trading in the secondary market has already finished.

Currency risk with respect to the intrinsic value of the Warrants

The performance of the investment is subject to a currency risk if the underlying on which the Warrants are based is expressed in a currency other than the currency in which the cash amount is paid out (settlement currency).

Risks relating to market disruption events

In the event of market disruption events with respect to the underlying, the Issuer has the right to postpone the valuation date for the reference price on exercise. This may result in an additional risk for investors if the underlying performs negatively during the time delay or, where applicable, if the exchange rate for converting the intrinsic value into the settlement currency moves in an unfavourable direction for the investor.

Product specific risk factors

Risk relating to the loss of time value of Warrants depending on the remaining term

The price of Warrants is calculated on the basis of two components of price (intrinsic value and time value). The intrinsic value of Warrants during their term is equal to the difference (if positive), multiplied by the multiplier, between the strike and the value of the underlying (Put Warrants). The amount of the time value, on the other hand, is essentially determined on the basis of the remaining term of the Warrant and the expected frequency

		and intensity of the fluctuations in the price of the underlying expected by the Issuer during the remaining term of the Warrant (implied volatility).	
		Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs	
		The other factors affecting the price of the Warrants include, <i>inter alia</i> , interest rates on the money market relating to the remaining term, expected income from the Issuer's hedging transactions in or related to the underlying and the level of the Issuer's refinancing costs for entering into those hedging transactions.	
		Even if the price of the underlying rises in the case of a call option or falls in the case of a put option, therefore, the value of the Warrant may decline as a result of the other factors affecting value. Given the limited term of the Warrant, there is no guarantee that the price of the Warrant will recover in sufficient time. The shorter the remaining term, the greater the risk.	
Section	E – Offer		
E.2b	Reasons for the offer and use of proceeds when different from making profit and/or hedging certain risks.	certain risks and the net proceeds from the issuance of Warrants presented in this base prospectus will be used by the Issuer for its general business	
E.3	A description of the terms and conditions of	Offer method, offeror and issue date of the Warrants	
	the offer.	The Warrants are being offered over-the-counter on a continuous basis	
		The offer of the Warrants begins in France on 22/01/2014.	
		The offeror of the Warrants is the Issuer.	
		The issue date is: 22/01/2014	
		Restrictions on the free transferability of the securities	
		The Warrants may be offered or sold only if all applicable securities laws and regulations in force in the jurisdiction in which a purchase, offer, sale or delivery of Warrants is made or in which this document is circulated or kept for inspection have been complied with, and if all consents or authorizations required for the purchase, offer, sale or delivery of the Warrants in accordance with the legal norms in force in that jurisdiction have been obtained.	
		In particular, the Warrants are not and will not be registered pursuant to the United States Securities Act of 1933 as amended. They may not be offered, sold, traded or delivered within the United States either directly or indirectly by or to or for the account of a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933), except in the case of exemption from the registration requirements of the	

		Securities Act. Any person receiving the cash amount in accordance with these terms and conditions is deemed to have made a declaration that the person entitled to the rights arising from the Warrants is not a US person. Issue price and costs and taxes on purchase The initial issue price is EUR 0.19. The purchase of the Warrants incurs no costs or taxes that are specifically charged by the Issuer to the subscriber or purchaser.
E.4	A description of any interest that is material to the issue/offer including conflicting interests.	The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it generally act as the calculation agent for the Warrants. This activity can lead to conflicts of interest since the responsibilities of the calculation agent include making certain determinations and decisions which could have a negative effect on the price of the Warrants or the level of the cash amount.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may engage in trading transactions in the underlying, other instruments linked to it, or derivatives, stock exchange options or stock exchange forward contracts, or may issue other securities and derivatives based on the underlying. The companies may also be involved in the acquisition of new shares or other securities of the underlying or, in the case of stock indices, of individual companies included in the index, or act as financial advisors to the entities referred to or work with them in the commercial banking business. The companies are required to fulfill their obligations arising in this connection irrespective of the consequences resulting for the warrant holders and, where necessary, to take actions they consider necessary or appropriate in order to protect themselves or safeguard their interests arising from these business relationships. The activities referred to above could lead to conflicts of interest and have a negative effect on the price of the underlying or securities linked to it such as the Warrants.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may issue additional derivative securities based on the respective underlying or constituents of the underlying, including securities whose features are the same as or similar to those of the Warrants. The introduction of such products that compete with the Warrants may impact the price of the underlying or the constituents of the underlying and thus also the price of the Warrants. The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may receive non-public information relating to the underlying or the constituents of the underlying, but are under no obligation to pass on such information to the warrant holders. Furthermore, companies belonging to Citigroup, Inc. or affiliated to it may publish research reports relating to the underlying or constituents of the underlying. These types of activities may entail certain conflicts of interest and affect the price of the Warrants.
E.7	Estimated expenses charged to the investor	The estimated expenses for the Warrants, including the cost for admission to exchange trading, are included in the issue price or the selling price, as

by the	issuer or	the	the case may be. If the investor purchases the Warrants from a distributor,	
offeror.			the purchase price to be paid by the investor may include selling fees that	
			have to be disclosed by the distributor.	

ANNEXE - RÉSUMÉ EN FRANÇAIS

Section A – Introduction et mises en garde

A.1 Le présent Résumé présente les caractéristiques et les risques principaux de Citigroup Global Markets Deutschland AG (« l'**Émetteur** ») et les Warrants émis au titre de Prospectus Tripartite de Base. Le Résumé a pour finalité de servir d'introduction au Prospectus Tripartite de Base, qui comporte ce Résumé, le Formulaire d'Enregistrement de Citigroup Global Markets Deutschland AG daté du 3 mai 2013 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG daté du 13 mai 2013. Les investisseurs devraient donc veiller à ne prendre aucune décision d'investir dans les Warrants avant d'avoir pris connaissance du Prospectus dans sa totalité, y compris de tous les suppléments et des Conditions Définitives. Dans le cas où un recours relatif aux informations contenues dans un prospectus de base, dans tous les suppléments ou dans les Conditions Définitives respectives serait intenté auprès d'un tribunal, l'investisseur agissant en tant que plaignant pourrait, en vertu des lois de différents États membres de l'Espace économique européen, être contraint de prendre en charge le coût de la traduction du prospectus de base, de tous les suppléments et des Conditions Définitives, dans la langue de travail du tribunal avant le commencement de la procédure judiciaire. L'Émetteur peut être jugé responsable du contenu de ce Résumé, y compris de toute traduction en étant faite, mais seulement dans le cas où le Résumé serait trompeur, inexact ou contradictoire par rapport aux autres parties du Prospectus, ou, dans le cas où il est lu en même temps que les autres parties du Prospectus Tripartite de Base, s'il ne donne pas toutes les informations clés nécessaires.

A.2 – Consentement à l'utilisation du prospectus.

En ce qui concerne les Offres non-dispensées, en vertu de l'Article 3 (2) de la Directive Prospectus, l'Émetteur consent à l'utilisation du Prospectus par tous les intermédiaires financiers (consentement général) pour les offres faites en France (le ou les « État(s) concerné(s) par l'Offre »). Le consentement général à la revente ultérieure et au placement final des valeurs mobilières par le ou les intermédiaires financiers est donné en ce qui concerne France.

La revente ultérieure et le placement final des valeurs mobilières par les intermédiaires financiers peuvent être effectués pendant la période de validité du Prospectus Tripartite de Base en vertu du §9 de la Loi allemande sur les prospectus de valeurs mobilières (*Wertpapierprospektgesetz*, « WpPG »).

Dans le cas d'une offre faite par un intermédiaire financier, les modalités et conditions de l'offre doivent être précisées aux investisseurs au moment où l'offre est faite par l'intermédiaire financier.

Section B – Émetteur et garants

	1	
B.1	Indiquer la raison sociale et le nom commercial de l'émetteur.	La raison sociale et le nom commercial de l'Émetteur est Citigroup Global Markets Deutschland AG.
B.2	Indiquer le siège social et la forme juridique de l'émetteur, la législation régissant ses activités	Siège social Francfort-sur-le-Main; l'adresse de Citigroup Global Markets Deutschland AG est Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, République fédérale d'Allemagne (téléphone +49 (0)69-1366-0).

	ainsi que son pays	
	d'origine.	Forme juridique et législation régissant les activités
		L'Émetteur est une société anonyme (<i>Aktiengesellschaft</i> , « AG ») au sens de la législation allemande.
		Pays d'origine
		L'Émetteur est immatriculé au Registre de commerce du Tribunal local de Francfort-sur-le-Main sous le numéro HRB 88301.
B.4b	Décrire toute tendance connue ayant des répercussions sur l'émetteur et ses secteurs d'activité.	La Banque prévoit une légère accélération de la croissance économique mondiale en 2013, de 2,5% à 2,6 %. En 2014, la croissance devrait atteindre 3,2 %. Le ralentissement de la croissance économique mondiale observée est principalement imputable à la détérioration de la croissance des pays industrialisés. La Banque prévoit une croissance modérée de 1 pour cent pour les pays industrialisés en 2013 et une légère progression à 1,6 % en 2014.
		De façon générale, la Banque s'attend à un maintien d'écarts significatifs entre les différentes régions dans le monde.
		La Banque s'attend à une légère récession dans l'Eurozone (les prévisions de croissance de la Banque sont de -0,6 % et -0,4 % pour 2013 et 2014). Ceci est attribué à la poursuite de la crise de la dette souveraine et au niveau élevé de l'endettement du secteur privé dans les pays européens périphériques. La BCE devrait continuer à intervenir pour stabiliser les marchés et faire baisser les taux d'intérêt au cours du deuxième trimestre 2013 en fonction de la poursuite de la croissance économique de l'Eurozone, qui pourrait être suivie par une réduction finale de taux d'intérêt prévue pour le deuxième semestre. La Banque estime probable que le Sud de l'Europe et l'Irlande n'aboutiront que progressivement à des solutions communes durables en matière fiscale. Si les pays fondateurs ne sont plus déterminés à renforcer leur soutien aux États périphériques à l'avenir, ceci pourrait aboutir à un ensemble de restructurations de dette (avec probablement des échéances à plus long terme et des réductions de taux d'intérêt), mais probablement pas avant 2015.
		Dans la Division warrants et certificats, la concurrence devrait rester intense entre les principaux émetteurs. D'autres modifications de la réglementation devraient intervenir, qui devront être prises en compte en temps opportun pour l'activité.
		Compte tenu des prévisions faites par les différentes divisions et d'une approche restrictive de la gestion des coûts, la Banque s'attend à un maintien global des bénéfices au cours des exercices 2013 et 2014.
B.5	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur.	L'Émetteur est membre du sous-groupe allemand de Citigroup. En tant que société anonyme, il est géré par un conseil d'administration. L'Émetteur est entièrement détenu par une société holding allemande, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, une société en commandite domiciliée à Francfort-sur-le-Main.
		Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est également un associé passif de l'Émetteur, dans la mesure où il détient une participation passive (« Stille Einlage ») d'un montant total de 122 710 051,49 EUR au 30 novembre 2012. L'associé responsable de la société Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est la société

B.9	Lorsqu'une prévision ou une estimation du bénéfice est réalisée, en indiquer le montant.	Citigroup Global Markets Finance LLC (États-Unis). Le commanditaire unique est Citi Overseas Investment Bahamas Inc. Toutes les actions de Citigroup Global Markets Finance LLC sont détenues par Citi Overseas Investment Bahamas Inc., dont le seul actionnaire est Citibank Overseas Investment Corporation (États-Unis). Cette société est elle-même détenue à 100 % par Citibank, N.A. (États-Unis). Citibank, N.A. (États-Unis) est détenue à 100 % par Citicorp (États-Unis), qui est elle-même détenue à 100 % par Citigroup, Inc (États-Unis). Sans objet; l'Émetteur a décidé de ne publier aucune prévision de bénéfice ou estimation de bénéfice dans le Prospectus de Base.			
B.10	Décrire la nature des éventuelles réserves sur les informations financières historiques contenues dans le rapport d'audit.	Les états financiers annuels de l'Émetteur pour les exercices du 1 ^{er} décembre 2011 au 30 novembre 2012 et du 1 ^{er} décembre 2010 au 30 novembre 2011 ont été audités par l'auditeur statutaire de l'Émetteur et ont obtenu une mention sans réserve de la part de l'auditeur.			
B.12	informations financières historiques clés sélectionnées pour l'émetteur, pour chaque exercice de la période couverte par ces informations financières historiques et pour toute période intermédiaire Deutschland AG Le tableau ci-dessous présente une comparaison de certaines significatives fournies dans les états financiers audités de l'exercice budgétaire antérieur (exercice 2011) et l'exercice 2012 et compte du développement de l'activité de Citigroup Global Markets D AG: 30.11.2012 Exercice en millions précédent d'eures (30.11.2011) en				rtaines statistiques dités de 2012 entre 2012 et rend donc
	ultérieure, accompagnées de			millions d'euros	
	données comparatives	Total du bilan	9.543	8.690	
	couvrant la même période de l'exercice	Volume d'activité	11.162	10.163	
	précédent; la	Fonds propres	590	588	
	présentation des bilans	Volume des prêts	5.365	5.196	
	de clôture suffit toutefois à remplir	Nombre d'employés	348	361	
	l'exigence	1 2			1
	d'informations bilancielles comparables. Une déclaration		01.12.2011 - 30.11.2012 en millions d'euros	Exercice précédent (01.12.2010 – 30.11.2011) en millions d'euros	
	attestant qu'aucune détérioration significative n'a eue de	Revenus d'intérêt de l'exploitation	11	29	
	répercussions sur les	Commissions de courtage	111	96	
	perspectives de	Commissions d'opérations sur	18	17	

l'émetteur depuis la date de ses derniers états financiers vérifiés et publiés, ou une description de toute détérioration significative.

Une description des changements significatifs de la situation financière ou commerciale l'émetteur survenus après la période couverte par informations financières historiques.

valeurs mobilières		
Revenu net des opérations financières de négoce	25	60
Frais généraux et administratifs	161	137

À la date du bilan, les **fonds propres inscrits au bilan** comprennent les éléments suivants :

	30.11.2012 en millions d'euros (audité)	Exercice précédent (30.11.2011) en millions d'euros (audité)
Capital souscrit		
Capital social	210,6	210,6
Participation de l'associé passif	122,7	122,7
Réserves de capital	195,8	193,8
Réserve légale	33,0	33,0
Autres bénéfices mis en réserve	27,9	27,9

De plus, dans le cadre de l'intégration de nouvelles règles au titre de BilMoG en vertu du §340g du Code allemand du commerce (HGB), un nouveau poste séparé a été créé (« Fonds pour les risques bancaires généraux ») pour un montant de 9,4 millions d'euros (6,6 millions d'euros l'année précédente).

Le capital réglementaire imputé sous BIZ se compose d'un capital de base et de capital supplémentaire (passifs subordonnés) après approbation, comme suit :

	30.11.2012 en millions d'euros	Exercice précédent (30.11.2011) en millions d'euros
Fonds propres au bilan	590,0	588,0
Moins immobilisations	0	-1,2
Capital de base	599,3	594,3
Capitaux supplémentaires	0,0	0,0
Fonds propres	599,3	594,3
Ratios de capitaux		
Fonds propres Tier one en %	33,6	29,3
Ratio de capitaux totaux en %	33,6	29,3

En dépit de la crise de dette dans l'Eurozone et de la volatilité concomitante sur les marchés financiers internationaux, Citigroup Global Markets Deutschland AG

a de nouveau réussi à dégager un bénéfice au cours de l'exercice clôturé récemment.

Informations financières semestrielles clés de Citigroup Global Markets Deutschland AG

Le tableau ci-dessous présente une comparaison de certaines statistiques financières significatives pour le premier semestre de l'exercice financier fournies dans les états financiers non-audités de 2013 entre l'exercice budgétaire antérieur et/ou les chiffres des années précédentes et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG:

	31.05.2013 en million d'Euro	30.11.2012 en million d' Euro
Total du bilan	11.147	9.543
Volume d'activité	12.628	11.162
Fonds propres	590	590
Portefeuille des prêts	5.179	5.365
Nombre d'employés à la date du bilan	263	334

	01.12.2012 - 31.05.2013 en million d'Euro	01.12.2011 - 31.05.2012 en million d'Euro
Revenus d'intérêt de l'exploitation	3	7
Commissions de courtage	20	33
Commissions d'opérations sur valeurs mobilières	8	9
Revenu net des opérations financières de négoce	29	16
Frais généraux et administratifs	72	70

Etats en ce qui concerne l'information tendancielle et la situation financière et commerciale.

L'Emetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2012, aucune détérioration significative n'a affecté les perspectives de l'Emetteur.

En outre, l'Emetteur déclare que depuis la date des états financiers provisoires au 31 mai 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale de l'Emetteur.

B.13 Décrire tout événement récent propre à l'émetteur et présentant un intérêt significatif

Aucun événement présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur n'est identifié à ce moment. Cependant, Citigroup Global Markets Deutschland AG est actuellement sujet à un audit extraordinaire sur les retenues à la source fiscales par l'autorité fiscale Francfort-Hoeschst pour

	pour l'évaluation de sa solvabilité.	les années 2007-2008. Dans ce contexte l'autorité fiscale a explicité ses vues quant au fait que Citigroup Global Markets Deutschland AG aurait dû déduire et payer la retenue à la source des dividendes reçus en relation avec transactions communément appelées cum-ex transactions. S'appuyant sur ces observations l'autorité fiscale est actuellement de l'avis que Citigroup Global Markets Deutschland AG est responsable de la non déduction de la retenue à la source d'un montant supérieur à 706 Millions d'Euro pour les années 2007 et 2008. Dans le cas où l'autorité fiscale a raison, la responsabilité fiscale pour les années 2009 à 2011 pourrait se poser ce qui est impossible d'estimer pour le moment. The principal point de départ de l'action en responsabilité des autorités fiscales est de savoir si Citigroup Global Markets Deutschland AG est qualifié de banque allemande exécutant un transaction (die den Verkaufsauftrag ausführende Stelle) durant ces années. De plus, la méthode appliquée pour identifier le montant des dommages et intérêts est débattue comme celle de savoir si Citigroup Global Markets Deutschland AG peut être tenu responsable comme débiteur principal. De plus, il devrait être noté que . Citigroup envisage actuellement des mesures visant à optimiser sa structure d'organisation.
B.14	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur. Si l'émetteur est dépendant d'autres entités du groupe, ce fait doit être clairement stipulé.	Citigroup Global Markets Finance Corporation à titre de société holding allemande possède 100 % des actions de l'Émetteur. En vertu du § 17 (2) de la Loi allemande sur les sociétés par actions (<i>Aktiengesetz</i> , « AktG »), il est considéré qu'une société dont la majorité des actions est détenue par une autre société est dépendante de cette autre société.
B.15	Fournir une description des principales activités de l'émetteur.	L'Émetteur est une banque d'affaire et d'investissement qui propose des solutions financières complètes dans les secteurs des opérations bancaires de l'investissement, des titres à revenu fixe, des opérations de change, des valeurs mobilières et des dérivés ainsi que des services de transactions internationales aux entreprises, aux pouvoirs publics et aux investisseurs institutionnels; c'est en outre un émetteur majeur de warrants et de certificats dont les investisseurs finaux sont principalement des clients particuliers. Depuis la fin de l'année 2012, l'activité de l'Émetteur intègre également Citi Private Bank – Family Office Coverage Germany et Covered Bond Research.
B.16	Dans la mesure où ces informations sont connues de l'émetteur, indiquer si celui-ci est détenu ou contrôlé, directement ou indirectement, et par qui; décrire la nature de ce contrôle.	En plus de l'intégration de l'Émetteur dans le groupe de sociétés Citigroup Inc. mentionné ci-dessus, l'Émetteur est également partie liée à sa maison mère directe par un accord de transfert de pouvoir et de pertes et profits. En vertu de cet accord, l'Émetteur a conféré la gestion de ses affaires à sa maison mère directe. De ce fait, la société holding dont dépend directement l'Émetteur, a le droit de lui donner des instructions. L'accord impose également à l'Émetteur de transférer la totalité de son bénéfice à sa maison mère directe. En contrepartie, la maison mère directe est tenue de compenser toute perte annuelle éventuelle de l'Émetteur durant la période de validité de l'accord, comme prévu en détail par les § 302 (1) et (3) d'AktG.

Section C – Valeurs mobilières

C.1	Décrire la nature et la catégorie des valeurs mobilières offertes et/ou admises à la négociation et donner tout numéro d'identification des valeurs mobilières.	Type/forme des Warrants Les warrants sont des instruments dérivés qui peuvent comporter un droit d'option et qui peuvent donc présenter beaucoup de points communs avec les options. L'une des principales caractéristiques des Warrants est l'effet de levier: une évolution du cours du sous-jacent peut entraîner une variation disproportionnée du cours du Warrant. L'effet de levier du Warrant joue dans les deux sens – non seulement à l'avantage de l'investisseur en cas de bonnes performances des facteurs déterminant la valeur, mais également en sa défaveur en cas de performances défavorables. Le paiement du au titre d'un Warrant lors de son exercice ou de sa liquidation prématurée dépend de la valeur du sous-jacent à ce moment. Les Warrants seront émis sous une forme dématerialisée au porteur et seront enregistrés dans les livres du dépôt central des valeurs mobilières qui créditera les comptes des titulaires de compte. Aucun document physique attestant de la possession (notamment des certificats représentatifs conformément à l'Article R.211-7 du Code monétaire et financier français) ne sera émis concernant les Warrants. Numéro d'identification des titres ISIN: DE000CF6Z691
C.2	Indiquer dans quelle monnaie l'émission a eu lieu.	Numéro d'identification local : 5128C Euro
C.5	Décrire toute restriction imposée à la libre négociabilité des valeurs mobilières.	Chaque Warrant est transmissible selon les lois s'appliquant à chaque cas et, le cas échéant, les réglementations et les procédures respectives applicables du dépositaire central de titres dans les livres duquel le transfert est enregistré.
C.8	Décrire les droits attachés aux valeurs mobilières y compris leur rang, y compris toute restriction qui leur est applicable.	Loi applicable aux titres: Les Warrants sont régis par la loi allemande. La constitution des Warrants peut être régie par les lois de la juridiction du dépositaire central de titres. Droits attachés aux Warrants Chaque Warrant confère à son détenteur le droit au montant en espèces détaillé à la section C.15. Statut des Warrants Les Warrants créent des obligations non garanties et non subordonnées de l'Émetteur qui se classent pari passu les unes par rapport aux autres et par rapport à toutes autres obligations actuelles et futures non garanties et non subordonnées de l'Émetteur, à l'exception des obligations qui ont priorité en raison de dispositions statutaires obligatoires. Limitations de droits

		L'Emetteur a le droit de résilier les Warrants et de modifier par voie d'avenant les termes et conditions en application des dispositions prévues aux termes et conditions des Warrants.
C.11	Indiquer si les valeurs mobilières offertes font ou feront l'objet d'une demande d'admission à la négociation, en vue de leur distribution sur un marché réglementé ou sur des marchés équivalents — les marchés en question devant alors être nommés.	Les Warrants ont été admis sur le marché réglementé à la bourse de valeurs de Eurolist, Euronext Paris S.A., qui est un marché réglementé au sens de la Directive 2004/39/CE.
C.15	Décrire comment la valeur de l'investissement est influencée par celle du ou des instrument(s) sous-jacent(s), sauf lorsque les valeurs mobilières ont une valeur nominale d'au moins 100 000 EUR.	Description des Warrants « Put » avec une modalité d'exercice européenne Les Warrants « Put » permettent aux investisseurs de participer avec un effet de levier à la performance négative de la valeur sous-jacente. En contrepartie, cependant, ils participent également sur une base à effet multiplicateur à toute performance positive de la valeur sous-jacente en prenant en plus le risque que le Warrant « Put » expire en perdant totalement sa valeur si le prix de référence de la valeur sous-jacente atteint ou dépasse le prix d'exercice. À la date d'échéance, le montant reçu par les investisseurs est égal au déficit, multiplié par le coefficient multiplicateur, entre le prix de référence de la valeur sous-jacente à la date d'évaluation et le prix d'exercice correspondant. Si le prix de référence est égal ou supérieur au prix d'exercice, le warrant « Put » expire sans valeur.
C.16	Indiquer la date d'expiration ou d'échéance des instruments dérivés ainsi que la date d'exercice ou la date finale de référence.	Date d'échéance: 25.09.2014 Date d'exercice: 18.09.2014 Date d'évaluation: 18.09.2014
C.17	Décrire la procédure de règlement des instruments dérivés.	Dans le cas de Warrants à exercice automatique, cà-d. d'une modalité d'exercice européenne, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au crédit des détenteurs du warrant enregistrés auprès du dépositaire central à la clôture du jour ouvrable bancaire précédent au siège social du dépositaire central de titres. Le dépositaire central de titres s'est engagé auprès de l'Émetteur à faire un transfert ultérieur correspondant.

C.18	Indiquer les modalités relatives au produit des instruments dérivés.	Dans le cas de Warrants à modalité d'exercice européenne, le droit d'option ne peut être exercé par le détenteur du warrant qu'à la date d'évaluation pour le warrant concerné. Si le montant en numéraire aboutit à une valeur positive, le droit d'option attaché au warrant concerné est considéré exercé à la date d'évaluation sans autres conditions préalables et sans soumission d'une notification explicite d'exercice (« Exercice Automatique »).
C.19	Indiquer le prix d'exercice ou le prix de référence final du sous-jacent.	Prix de référence à la date d'évaluation : Cours de clôture
C.20	Décrire le type de sous-jacent utilisé et indiquer où trouver les informations à son sujet.	Type: action ou titre représentant des actions WKN (Numéro d'identification des valeurs mobilières allemandes): A0M6U2 ISIN: LU0323134006 Société: ArcelorMittal S.A. Bourse de valeurs mobilières concernée: Euronext Amsterdam Page de Reuters: ISPA.AS
		Site Web: www.arcelormittal.com
Section	n D – Risques	
D.2	Fournir les informations clés concernant les principaux risques propres à l'émetteur.	Risque d'arrêt ou de restriction de la fixation du prix par l'Emetteur Si l'Émetteur devait limiter ou abandonner complètement son intention de fixer les prix de l'offre et de la demande, le danger existerait, au cas où les prix des Warrants ne seraient pas fixés par aucune autre partie, que les investisseurs doivent attendre l'échéance finale des Warrants ou, lorsque l'exercice est possible, qu'ils doivent exercer leur droit d'option.
		Risque de liquidité en dépit d'un accord de transfert de pouvoir et de pertes et profits
		L'Émetteur ne serait également pas en mesure d'honorer les obligations liées aux titres en dépit d'un accord de transfert de pouvoir et de pertes et profits si, dans le cas où l'Émetteur générait une perte nette, bien que la maison mère directe soit en principe tenue de prendre cette perte à son compte, il était incapable ou non disposé à se conformer à cet engagement contractuel en raison de ses propres difficultés de trésorerie ou de surendettement.
		Courtage de transactions pour d'autres sociétés du Groupe et répartition du travail au sein de Citigroup
		L'essentiel du revenu de commission de l'Émetteur se compose du revenu des prix de cession des transactions de courtage avec les sociétés apparentées. Les coûts pour l'Émetteur résultant de l'échange de services avec différentes sociétés du Groupe sont remboursés sur la base des accords existants en utilisant les prix de cession. À cette fin, le revenu et les dépenses, en particulier

le revenu de commission pour les transactions réalisées avec l'assistance de la banque à titre de conseiller dans le cadre de ses activités commerciales, sont déterminés et alloués aux différents secteurs fournissant les services. Les transactions se rapportent à la négociation sur les titres, les émissions d'obligations et la gestion financière d'entreprise ainsi qu'à la vente de produits structurés, dérivés de titres de sociétés et les produits de gestion de devises, et aux opérations bancaires internationales. Ce processus est coordonné étroitement dans l'ensemble des secteurs avec Citigroup Global Markets Limited, Londres, en particulier, et également avec Citibank, N.A., Londres.

Si une décision était prise au sein de Citigroup pour réaffecter les activités concernées à d'autres sociétés du Groupe, l'Émetteur pourrait perdre une importante source de revenu.

Les risques de l'activité de prêt

Le portefeuille de prêt de l'Émetteur consiste principalement en prêts accordés à des clients internationaux dans les secteurs de l'industrie et des services financiers ayant des notations de crédit de qualité. Les défauts de remboursement de prêt ont été évités ces dernières années grâce à cette politique commerciale. Le portefeuille de prêts consiste principalement en un nombre raisonnable d'unités empruntrices, comme le prescrit la loi allemande sur les opérations bancaires. Si des emprunteurs individuels importants du portefeuille de l'Émetteur n'étaient pas en mesure d'honorer leurs obligations, une forte hausse des provisions pour pertes sur prêt serait envisageable en principe et des défauts de remboursement sur prêts pourraient se produire.

Risque de taux d'intérêt

Le département des risques et trésorerie évalue et maîtrise le risque sur taux d'intérêt de l'Émetteur. L'exposition de l'Émetteur à des fluctuations des taux d'intérêt peut être un risque à moyen ou à long terme pour la détention de titres liquides si ceux-ci n'étaient pas à l'origine couverts par des transactions de couverture telles que des accords de swap de taux d'intérêt. Il en va de même pour les emprunts à moyen et long terme accordés par l'Émetteur. Un risque significatif de fluctuation des taux d'intérêt pourrait survenir lorsque les taux d'intérêt ne font pas l'objet d'un suivi attentif et en temps opportun, ce qui peut générer le danger concomitant qu'une mesure pour couvrir une telle exposition au risque de taux d'intérêt ne soit pas prise suffisamment tôt.

Risque opérationnel

L'Émetteur a transféré un certain nombre de domaines qui sont importants pour une gestion et un contrôle appropriés de ses activités économiques et les risques qui s'y rapportent à d'autres sociétés au sein et à l'extérieur de Citigroup. Au cas où les sociétés auxquelles ces domaines ont été transférés ne s'acquitteraient pas de leurs obligations contractuelles ou ne le feraient pas en temps opportun, la capacité de l'Émetteur à assumer ses propres obligations découlant des titres qu'il a émis aux dates prévues pourrait également être compromise.

Risque fiscal

Les décisions fiscales prises concernant l'Émetteur sont régulièrement soumises à un examen ultérieur sous forme d'audit fiscal externe ou d'arbitrage des affaires individuelles par les tribunaux compétents. Cette pratique est courante

et signifie qu'un rappel d'impôts peut être décidé par l'administration fiscale des années après l'évaluation initiale en raison d'un contrôle fiscal ou d'une décision à portée générale rendue par un tribunal fiscal.

Risques généraux liés à l'activité

• Risque de règlement

Le risque qu'une transaction soit traitée de manière incorrecte, ou qu'une transaction soit exécutée différemment des intentions et des attentes de la direction de l'Emetteur.

• Risque en matière d'information

Le risque que l'information, qui a été produite, reçue, transmise ou conservée au sein ou à l'extérieur du siège social de l'Émetteur ne soit plus accessible. En outre, de telles informations peuvent être de qualité médiocre ou avoir été mal exploitées ou encore avoir été obtenues sans autorisation. Le risque en matière d'information inclut également les risques provenant des systèmes en tant que tels et utilisés pour le traitement de l'information.

• Risque de réputation

Il représente le risque pour l'Emetteur que la relation avec ses clients se détériore si le niveau de qualité de ses services est insuffisant ou le risque que les transactions soient traitées de manière incorrecte. Ce risque inclut également le risque de développer des relations d'affaires avec des contreparties dont les pratiques ne sont pas conformes aux normes ou à l'éthique de l'Émetteur.

• Risque lié au personnel

L'Émetteur fait appel à des professionnels et des cadres dirigeants qualifiés. Le risque lié au personnel inclut le risque d'une rotation importante du personnel et le risque que l'Émetteur ne soit pas en mesure de retenir un personnel qualifié en nombre suffisant, mais également le risque que les employés de l'Émetteur enfreignent en connaissance de cause ou par négligence les règles fixées ou les standards éthiques de pratique établis par la société.

• Risques juridiques et réglementaires

L'Émetteur considère les risques juridiques comme tout risque résultant des contrats engageant sa responsabilité et de la loi applicable. Les risques réglementaires résultent de l'environnement juridique dans lequel l'Émetteur réalise ses opérations.

• Risques de fraude

Risques internes et externes de fraude tels que la corruption, le délit d'initié et le vol de données.

D 6	Fournir	les
D.0		100
	informations	clés
	concernant	les

Facteurs généraux de risque des Warrants

Risque de perte totale

principaux risques propres aux valeurs mobilières. Inclure un avertissement informant l'investisseur qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son investissement et/ou. si le risque encouru l'investisseur ne se limite pas à la valeur de investissement, une mention de ce fait, assortie d'une description des cas où ce surcroît de risque se matérialise ainsi que des effets financiers probables cette matérialisation.

Les Warrants constituent des instruments d'investissement particulièrement risqués. Ils impliquent un niveau de risque particulièrement élevé de perdre le capital investi, y compris une perte totale, plus les coûts de transaction encourus et tous les coûts d'emprunt.

Risque de défaillance de l'Émetteur des Warrants

Au cas où l'Émetteur deviendrait insolvable, les investisseurs pourraient subir une perte pouvant aller jusqu'à une perte totale. En tant que titres au porteur, les Warrants n'entrent pas dans le champ des dispositions prévues pour la protection des dépôts.

Risque résultant de fluctuations de prix des Warrants supérieures à la moyenne (effet de levier)

L'une des principales caractéristiques des Warrants est l'effet de levier : une évolution du cours de la valeur sous-jacente peut entraîner une variation disproportionnée du cours du Warrant. En même temps, les Warrants génèrent également des risques de perte supérieurs à la moyenne.

Risque d'absence ou de non-fonctionnement d'un marché secondaire de Warrants ou de manque de disponibilité du système de transactions électroniques de l'Émetteur

Les investisseurs ne devraient pas présumer qu'ils seront en mesure de vendre un Warrant à un moment particulier ou à un prix particulier pendant sa période de validité. Les investisseurs devraient plutôt partir de l'hypothèse que le prix en bourse ne peut se situer que dans les limites de la fourchette de prix acheteur et vendeur indiquée par l'Émetteur, si elle est disponible, et que leurs ordres d'achat ou de vente en bourse seront exécutés avec l'Émetteur en qualité de contrepartie directe ou indirecte.

Risque lié à la cessation du négoce sur le marché secondaire immédiatement avant une échéance finale

L'Emetteur et/ou le marché cessent de négocier les Warrants juste avant leur date d'évaluation. Cependant, le prix de référence de la valeur sous-jacente à la date d'évaluation et/ou le taux de change applicable, lesquels sont importants dans la détermination du montant des Warrants, peuvent varier entre le dernier jour de cotation et la date d'échéance, dans un sens défavorable à l'investisseur. Il existe un risque particulier que le prix de la valeur sous-jacente atteigne, chute au-dessous ou dépasse une barrière pour la première fois juste avant que le prix de référence à la date d'évaluation soit déterminé et après la clôture de la cotation sur le marché secondaire.

Risque sur la devise relatif à la valeur intrinsèque des Warrants

La performance de l'investissement est soumise à un risque sur la devise si la valeur sous-jacente sur laquelle les Warrants sont basés est libellée dans une devise autre que la devise dans laquelle le montant en numéraire est versé (devise de règlement).

Risques d'événements perturbant le fonctionnement du marché

En cas de survenue d'événements perturbant le fonctionnement du marché pour

la valeur sous-jacente, l'Émetteur a le droit de repousser la date d'évaluation du prix de référence de l'exercice. Ceci peut entraîner un risque supplémentaire pour les investisseurs si la valeur sous-jacente réalise une performance négative pendant la durée du report ou, le cas échéant, si le taux de change utilisé pour convertir la valeur intrinsèque en devise de règlement fluctue dans un sens défavorable à l'investisseur.

Facteurs de risque spécifiques au produit

Risque relatif à la perte de la valeur temps des Warrants en fonction de la durée résiduelle

Le prix des Warrants est calculé sur la base de deux composants du prix (la valeur intrinsèque et la valeur temps) La valeur intrinsèque des Warrants pendant leur période de validité est égale à la différence (si elle est positive), multipliée par le coefficient multiplicateur, entre le prix d'exercice et la valeur sous-jacente (warrants Put). Le montant de la valeur temps, d'autre part, est essentiellement déterminée en fonction de la durée résiduelle du Warrant et de la fréquence et de l'intensité des fluctuations du prix de la valeur sous-jacente attendues par l'Émetteur pendant la durée résiduelle du Warrant (volatilité implicite).

Risques relatifs à d'autres facteurs affectant la valeur comme les taux d'intérêt du marché monétaire, les dividendes attendus et les coûts de refinancement de l'Émetteur

Les autres facteurs affectant le prix des Warrants comprennent, notamment, les taux d'intérêt sur le marché monétaire pour la durée résiduelle, le revenu attendu des transactions de couverture de l'Émetteur concernant la valeur sousjacente et le niveau des coûts de refinancement de l'Émetteur pour réaliser ces transactions de couverture.

Même si le prix de la valeur sous-jacente s'élève, dans le cas d'une option call, ou chute, dans le cas d'une option put, la valeur du Warrant peut diminuer en raison des autres facteurs affectant la valeur. Compte tenu de la durée de validité limitée du Warrant, aucune garantie ne peut être donnée quant à une remontée du prix du Warrant dans les délais. Plus la durée résiduelle est courte, plus le risque est grand.

Section E - Offre

E.3

E.2b	Indiquer les raisons de
	l'offre et l'utilisation
	prévue du produit de
	celle-ci, lorsqu'il s'agit
	de raisons autres que la
	réalisation d'un
	bénéfice et/ou la
	couverture de certains
	risques.

Décrire les modalités et

Sans objet; les raisons de l'offre sont de réaliser des profits et/ou de prendre une couverture par rapport à certains risques et le produit net de l'émission de Warrants présentés dans le Prospectus de Base seront utilisés par l'Émetteur à des fins générales.

Méthode de présentation de l'offre, offreur et date d'émission des

	les conditions de	Warrants
	l'offre.	Les Warrants sont offerts de gré à gré en continu.
		L'offre des Warrants commence en France le 22.01.2014.
		Les offreur des Warrants est: l'Émetteur
		La date d'émission est: 22.01.2014
		Restriction imposée à la libre négociabilité des valeurs mobilières
		Les Warrants peuvent être offerts ou vendus seulement si l'ensemble des lois et règlementations relatives aux valeurs mobilières en vigueur dans la juridiction dans laquelle un achat, une offre, une vente ou une livraison de Warrants est effectué ou dans laquelle le présent document est diffusé ou conservé pour inspection ont été respectées, et si tous les consentements ou autorisations nécessaires pour l'achat, l'offre, la vente ou la livraison des Warrants conformément aux normes légales en vigueur dans cette juridiction ont été obtenus.
		En particulier, les Warrants ne sont pas et ne seront pas enregistrés conformément à la Loi sur les valeurs mobilières des États-Unis (<i>United States Securities Act</i>) de 1933 telle qu'amendée. Ils ne peuvent être offerts, vendus, négociés ou livrés au sein des États-Unis directement ou indirectement par ou pour le compte d'un ressortissant des États-Unis (comme défini dans la Réglementation S conformément à la Loi sur les valeurs mobilières des États-Unis de 1933), excepté dans le cas d'exemption des conditions d'enregistrement de la Loi sur les valeurs mobilières. Toute personne recevant le montant de liquidités correspondant aux termes et conditions est considérée comme ayant fait une déclaration indiquant que la personne titulaire des droits découlant des Warrants n'est pas un ressortissant des États-Unis.
		Prix d'émission, frais et taxes relatifs à l'achat
		Le prix d'émission initial est de EUR 0,19.
		Sans objet, l'achat de Warrants ne faisant supporter aucun coût ou taxe à l'Émetteur notamment pour les acheteurs ou les souscripteurs.
E.4	Décrire tout intérêt, y compris les intérêts conflictuels, pouvant influer sensiblement sur l'émission/l'offre.	L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui agissent généralement en qualité d'agent de calcul des Warrants. Cette activité peut entraîner des conflits d'intérêt dans la mesure où les responsabilités de l'agent de calcul comprennent certaines déterminations et décisions qui pourraient avoir un effet négatif sur le prix des Warrants ou le montant des liquidités.
		L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent s'engager dans des transactions de négoce sur la valeur sous-jacente, sur d'autres instruments qui s'y rapportent, ou sur des dérivés, des options boursières ou des contrats à terme en bourse, ou peuvent émettre d'autres valeurs et dérivés fondés sur la valeur sous-jacente. Les sociétés peuvent également intervenir dans l'acquisition de nouvelles parts ou d'autres titres de la valeur sous-jacente ou, dans le cas d'indices de valeurs, de sociétés individuelles incluses dans

l'indice, ou agir en qualité de conseillers financiers pour les entités auxquelles il est fait référence ou collaborer avec elle dans le secteur de la banque d'affaires. Les sociétés sont tenues de s'acquitter de leurs obligations à ce titre, indépendamment des conséquences qui peuvent en résulter pour les détenteurs de warrants et, le cas échéant, devront prendre les mesures qu'elles considèrent nécessaires ou appropriées pour se protéger ou sauvegarder leurs intérêts dans le cadre de ces relations d'affaires. Les activités visées ci-dessus pourraient entraîner des conflits d'intérêt et avoir un effet négatif sur le prix de la valeur sous-jacente ou des titres qui lui sont associés comme les Warrants.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent émettre des titres dérivés supplémentaires fondés sur la valeur sous-jacente, ou sur des éléments constitutifs de la valeur sous-jacente, notamment des titres dont les caractéristiques sont identiques ou similaires à celles des Warrants. L'introduction de tels produits, qui concurrencent les Warrants, peuvent avoir un effet sur le prix de la valeur sous-jacente ou les éléments constitutifs de la valeur sous-jacente et donc aussi sur le prix des Warrants. L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent recevoir des informations de nature non publique se rapportant à la valeur sous-jacente, ou à des éléments constitutifs de la valeur sous-jacente, mais ne sont pas tenus de les communiquer aux détenteurs de warrants. De plus, les sociétés appartenant à Citigroup ou affiliées à lui peuvent publier des rapports de recherche se rapportant à la valeur sous-jacente ou aux éléments constitutifs de la valeur sous-jacente. Les activités de ce type peuvent créer certains conflits d'intérêt et affecter le prix des Warrants.

E.7 Donner une estimation des dépenses facturées à l'investisseur par l'émetteur ou l'offreur.

Les dépenses estimées pour les Warrants, y compris le coût d'admission à la négociation sont compris(es) dans le prix d'émission ou au prix de vente, le cas échéant. Si l'investisseur achète des Warrants auprès d'un distributeur, le prix d'achat à payer par l'investisseur pourra comprendre des commissions de vente devant être communiquées au distributeur.

Citigroup Global Markets Deutschland AG

Frankfurt am Main

(Issuer)

Final Terms dated

21 January 2014

to the

Tripartite Base Prospectus dated 13 May 2013 as amended (the "Tripartite Base Prospectus")

CALL OR PUT WARRANTS

referenced to the following underlying:

Vinci

ISIN: DE000CF6Z709

The respective Final Terms to the Tripartite Base Prospectus will be made available as a separate document in paper form free of charge at the address of the relevant paying agent and published on the Issuer's website (www.citifirst.com).

The subject matter of the Final Terms is Call or Put Warrants (Product No. 1) (the "Warrants" or the "Series") based on a share or a security representing shares issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer").

The Final Terms were prepared in accordance with Article 5 (4) of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (as most recently amended by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010) (the "Prospectus Directive") and must be read in conjunction with the Tripartite Base Prospectus (consisting of the Summary and the Securities Note, each dated 13 May 2013, and the Registration Form of Citigroup Global Markets Deutschland AG dated 3 May 2013, including any supplements). Complete information about the Issuer and the offer of the Warrants can be obtained only from a synopsis of these Final Terms together with the Tripartite Base Prospectus (including all related supplements, if any).

The Final Terms to the Tripartite Base Prospectus take the form of a separate document within the meaning of Article 26 (5) of Commission Regulation (EC) No. 809/2004 of 29 April 2004 as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012 and Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012 (the "**Prospectus Regulation**").

An issue specific summary that has been completed for the Warrants is attached to these Final Terms.

INFORMATION ABOUT THE TERMS AND CONDITIONS – ISSUE SPECIFIC CONDITIONS

With respect to the Series of Warrants, the Issue Specific Conditions applicable to the Call or Put Warrants, as replicated in the following from the Tripartite Base Prospectus and supplemented by the information in the Annex to the Issue Specific Conditions as set out below, and the General Conditions contain the conditions applicable to the Warrants (referred to together as the "Conditions"). The Issue Specific Conditions should be read in conjunction with the General Conditions.

Part A. Product Specific Conditions

No. 1 Option Right

Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer") hereby grants the holder (each a "Warrant Holder") of Call or Put Warrants (the "Warrants"), based on the Underlying as specified in detail in each case in Table 1 and Table 2 of the Annex to the Issue Specific Conditions, the right (the "Option Right") to require the Issuer to pay the Cash Amount (No. 2 (1) of the Issue Specific Conditions) or the Termination Amount (No. 2 of the General Conditions) in accordance with these Terms and Conditions.

No. 2 Cash Amount; Definitions

- (1) The "Cash Amount" for each Warrant, subject to the early redemption of the Warrants by the Issuer (No. 2 of the General Conditions), shall be the Intrinsic Value of a Warrant, if the latter is already expressed in the Settlement Currency, or the Intrinsic Value of a Warrant converted into the Settlement Currency using the Reference Rate for Currency Conversion.
- (2) The "Intrinsic Value" of a Warrant shall be the difference, expressed in the Reference Currency and multiplied by the Multiplier, by which the Reference Price of the Underlying determined on the Valuation Date is higher than (Call Warrants) or lower than (Put Warrants) the respective Strike.
- (3) The following definitions shall apply in these Terms and Conditions:

"Additional Securities Euroclear System, Brussels; Clearstream Banking S.A.,

Depositaries": Luxembourg

"Auxiliary Location": London, United Kingdom

"Banking Day": Every day on which the commercial banks in Paris and

Frankfurt am Main are open for business, including trade in foreign currencies and the receipt of foreign currency deposits (except for Saturdays and Sundays), the

TARGET2-System is open and the Central Securities

Depositary settles payments. "TARGET2-System" shall mean the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) payment system or any successor system.

"Central Securities Depositary":

Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

France

"Clearing Territory of the

France

Central Securities Depositary":

"Currency Conversion Date": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Exchange Rate Reference

not applicable

Agent":

"Exercise Date":

I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

Valuation Date

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

The Banking Day at the respective place of the Exercise Agent pursuant to No. 3 (1), on which the exercise prerequisites pursuant to No. 3 (1) are met for the first time at 10:00 a.m. (local time at the place of the

respective Exercise Agent).

"Form of the Warrants": The Warrants will be issued in dematerialized bearer form

(au porteur) and inscribed in the books of the Central Securities Depositary which shall credit the accounts of the Account Holders. No physical document of title (including certificats représentatifs pursuant to Article R.211-7 of the French Monetary and Financial Code (Code monétaire et financier)) will be issued in respect of

the Warrants.

"Issue Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Issuer's Website": www.citifirst.com

"Maturity Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Minimum Exercise Volume": 100 Warrant(s) per ISIN or an integral multiple thereof

"Minimum Trading Volume": 1 Warrant(s) per ISIN or an integral multiple thereof

"Modified Exercise Date + 1": I. Applicable in the case of Warrants with a European

> Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

not applicable

"Modified Exercise Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

The first Exercise Date which is a Banking Day at the Auxiliary Location and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant Adjustment Exchange as specified in Table 2 of the Annex to the Issue Specific Conditions.

"Modified Valuation Date + 1": not applicable

"Modified Valuation Date": not applicable

"Multiplier": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Number": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Payment Date upon Exercise": I. Applicable in the case of Warrants with a European

> Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

At the latest the fifth common Banking Day following the Exercise Date at the registered office of the Issuer and the place of the Central Securities Depositary.

"**Reference Currency**": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"**Reference Price**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Reference Rate for Currency

Conversion":

not applicable

"Rollover Date": not applicable

"Settlement Currency": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Strike": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"**Type**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type of Exercise": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Underlying": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Valuation Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

As specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation

Date.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

In case of an exercise during the Exercise Period, the Valuation Date as specified in Table 2 of the Annex to the Issue Specific Conditions; in case of an Automatic Exercise, the Valuation Date as specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation Date.

No. 3 Exercise of the Option Rights

I. Applicable in the case of Warrants with a European Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

- (1) The Option Right may be exercised by the Warrant Holder only with effect as of the Valuation Date for the respective Warrant. If the Cash Amount results in a positive value, the Option Right attaching to the respective Warrant shall be deemed to be exercised on the Valuation Date without further preconditions and without the submission of an explicit Exercise Notice (referred to in the following as "Automatic Exercise").
- (2) The Issuer will transfer any positive Cash Amount to the Central Securities Depositary on the Maturity Date for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid.
- (3) The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer. In the event that the onward transfer of the Cash Amount or of the fair market value is not possible within three months after the Maturity Date ("Presentation Period"), the Issuer shall be entitled to deposit the relevant amounts with the Frankfurt am Main Local Court for the Warrant Holders at their risk and expense with a waiver of its right to reclaim those amounts. Upon the deposit of the relevant amounts with the Court, the claims of the Warrant Holders against the Issuer shall expire.
- (4) All taxes or other levies that may be incurred in connection with the payment of the Cash Amount or of the fair market value shall be borne by the Warrant Holders.
- (5) If the Valuation Date falls between the date on which the Issuer determines that there are grounds for making an Adjustment in accordance with No. 6 of the Issue Specific Conditions and the date on which the Issuer has given notice of the Adjustments (referred to in the following as the "Adjustment Period"), the Valuation Date shall be the first Banking Day common to the head office of the Issuer and to the location of the Central Securities Depositary following the date on which the Issuer has given notice of the Adjustments for the Valuation Date. The calculation of the Cash Amount in accordance with No. 2 of the Issue Specific Conditions shall be based on the relevant Reference Price of the Underlying on the Valuation Date together with the Adjustments made by the Issuer.
- (6) The Cash Amount and the fair market value shall be paid in the Settlement Currency without a requirement for the Issuer to give notice of any kind.
- (7) A declaration shall be deemed to have been made automatically that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell

or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell, resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the respective series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

(1) For the exercise of the Warrants to be effective, the holder of the respective Warrant must comply with the preconditions set out below with respect to the relevant Exercise Agent within the Exercise Period for the respective Warrant. The Exercise Period for the Warrants shall begin in each case on the third Banking Day after the Issue Date and shall end in each case at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the Valuation Date or, if the Reference Price of the Underlying is usually determined before 11.00 a.m. (local time at the location of the relevant Exercise Agent), the Exercise Period ends at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the last Trading Day preceding the last Valuation Date. The provisions of paragraphs (2) to (4) of this No. 3 II shall also apply.

If the Option Rights are exercised via the Exercise Agent in **France**, the Warrant Holder must submit to Citibank International plc., France (the "**Exercise Agent**") at the following address:

Citibank International plc. - Service Titres, 1-5 Rue Paul Cezanne, 75008 Paris, France a properly completed "Paris" Exercise Notice for the respective ISIN (International Securities Identification Number) using the form available from the Issuer (referred to in the following as "Exercise Notice") and must have transferred the Warrants which it is intended to exercise

- to the Issuer crediting its account No. 186 at Euroclear France, account nature 51 or its account No. 67098 at Clearstream Luxembourg.

The Exercise Notice must specify:

- the ISIN (International Securities Identification Number) of the Warrant series and the number of Warrants intended to be exercised and
- the account of the Warrant Holder with a bank in France into which the Cash Amount is to be paid. If the Exercise Notice does not specify an account or specifies an account outside France, a check for the Cash Amount will be sent to the Warrant Holder at his risk by normal post to the address given in the Exercise Notice within five (5) Banking Days in Frankfurt am Main and Paris following the Valuation Date.
- Confirmation must also be given that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell,

resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

- (2) The Exercise Notice shall become effective on the Exercise Date according to No. 2 (3) of the Issue Specific Conditions. The Exercise Notice may not be revoked, including during the period prior to the date on which it becomes effective. All of the preconditions set out in No. 3 (1) of the Issue Specific Conditions must be satisfied within five (5) Banking Days of the occurrence of the first precondition. In any other circumstances, the Issuer shall have the right to return any payments already made to the Warrant Holder without interest at his risk and expense; in this event the Exercise Notice shall not become effective.
- (3) Option Rights that have not been exercised effectively in accordance with paragraphs (1) and (2) shall be deemed, subject to early termination by means of extraordinary Termination pursuant to No. 2 of the General Conditions, to be exercised on the final day of the Exercise Period without further preconditions, if the Cash Amount is positive ("Automatic Exercise"). In the event of Automatic Exercise, the confirmation referred to in the last subparagraph of paragraph (1) shall be deemed to have been given automatically. In any other circumstances, all rights arising from the Warrants that have not been exercised effectively by then shall expire on that day and the Warrants shall become invalid.
- (4) All taxes or other levies that may be incurred in connection with the exercise of the Warrants shall be borne by the Warrant Holder. The exercise or settlement amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.
- (5) The Issuer will transfer any Cash Amount to the Central Securities Depositary on the Payment Date upon Exercise for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid. The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer.

No. 4 (not applicable)

Part B. Underlying Specific Conditions

No. 5 Underlying

- (1) The "**Underlying**" shall be the share or security representing shares specified as the Underlying in Table 2 of the Annex to the Issue Specific Conditions of the Company specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Company**").
- (2) The "Reference Price" of the Underlying shall correspond to the price specified as the Reference Price of the Underlying in Table 1 of the Annex to the Issue Specific Conditions,

as calculated and published on Trading Days on the Relevant Exchange specified in Table 2 of the Annex to the Issue Specific Conditions (the "Relevant Exchange"). "Trading Days" shall be days on which the Underlying is normally traded on the Relevant Exchange. "Trading Hours" shall be hours during which the Underlying is normally traded on the Relevant Exchange on Trading Days.

No. 6 Adjustments

(1) If an Adjustment Event pursuant to paragraph (2) of this No. 6 occurs, the Issuer shall determine whether the relevant Adjustment Event has a diluting, concentrative or other effect on the computed value of the Underlying and, if such is the case, shall if necessary make a corresponding Adjustment to the affected features of the Warrants, which in its reasonable discretion is appropriate in order to take account of the diluting, concentrative or other effect and to leave the Warrant Holders as far as possible in the same position in financial terms as they were in before the Adjustment Event took effect. The Adjustments may relate, inter alia, to the Strike, the Multiplier and other relevant features, as well as to the replacement of the Underlying by a basket of shares or other assets or, in the event of a merger, by an adjusted number of shares of the absorbing or newly formed company and, where relevant, the specification of a different exchange as the Relevant Exchange and/or a different currency as the Reference Currency. The Issuer may (but is not obliged to) base the determination of this appropriate Adjustment on the adjustment made in response to the relevant Adjustment Event by a futures exchange, on which options or futures contracts on the Underlying are traded at the time of the Adjustment Event, in respect of options or futures contracts on the relevant share traded on that futures exchange.

(2) An "Adjustment Event" shall be:

- (a) the subdivision (stock split), combination (reverse stock split) or reclassification of the respective shares or the distribution of dividends in the form of bonus shares or stock dividends or a comparable issue;
- (b) the increase in the capital of the Company by means of the issue of new shares in return for capital contributions, with the grant of a direct or indirect subscription right to its shareholders (capital increase for capital contributions);
- (c) the increase of the capital of the Company from its own financial resources (capital increase from corporate funds);
- (d) the grant by the Company to its shareholders of the right to subscribe for bonds or other securities with option or conversion rights (issue of securities with option or conversion rights);
- (e) the distribution of an extraordinary dividend;
- (f) the spin-off of a division of the Company in such a way that a new, independent company is formed or the division is absorbed by a third company, with the grant to the

- shareholders of the Company of shares in either the new company or the absorbing company for no consideration;
- (g) the permanent delisting of the Underlying on the Relevant Exchange as a result of a merger by absorption or new company formation or for another reason;
- (h) other comparable events that could have a diluting, concentrative or other effect on the calculated value of the Underlying.
- (3) The rules described in the preceding paragraphs shall apply analogously to securities representing shares as the Underlying (such as ADRs, ADSs or GDRs).
- (4) Changes in the method of calculating the Reference Price or other prices for the Underlying that are relevant in accordance with these Terms and Conditions, including a change in the Trading Days or Trading Hours relevant for the Underlying, shall entitle the Issuer to adjust the Option Right accordingly in its reasonable discretion. The Issuer shall determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change.
- (5) In the event that the Underlying is permanently delisted on the Relevant Exchange but continues to be listed on another exchange or another market which the Issuer in its reasonable discretion considers to be suitable (the "New Relevant Exchange"), then, subject to extraordinary Termination of the Warrants by the Issuer pursuant to No. 2 of the General Conditions, the Cash Amount shall be calculated on the basis of the corresponding prices for the Underlying calculated and published on the New Relevant Exchange. In addition, all references in these Terms and Conditions to the Relevant Exchange shall then be deemed, insofar as the context allows, to be references to the New Relevant Exchange.
- (6) In the event that a voluntary or compulsory liquidation, bankruptcy, insolvency, winding up, dissolution or comparable procedure affecting the Company is initiated, or in the event of a process as a result of which all of the shares in the Company or all or substantially all of the assets of the Company are nationalized or expropriated or required to be transferred in some other way to government bodies, authorities or institutions, or if following the occurrence of an event of another kind the Issuer reaches the conclusion that it is not possible to make an Adjustment that would reflect the changes that have occurred appropriately from a financial point of view, then the Issuer will terminate the Warrants pursuant to No. 2 of the General Conditions.
- (7) The Issuer shall give notice of the Adjustments and the date on which the Adjustments become effective in accordance with No. 4 of the General Conditions.

No. 7 Market Disruption Events

(1) If a Market Disruption Event in accordance with paragraph (2) of this No. 7 exists on the Valuation Date, then the Valuation Date shall be postponed to the next following day which fulfills the criteria for a Valuation Date in accordance with No. 2 of the Issue Specific Conditions and on which a Market Disruption Event no longer exists. The Issuer shall endeavor to give notice to the Warrant Holders without delay in accordance with No. 4 of the

General Conditions that a Market Disruption Event has occurred. However, there shall be no obligation to give notice. If, as a result of the provisions of this paragraph, the Valuation Date has been postponed for five (5) consecutive days that fulfill the criteria for a Valuation Date in accordance with No. 2 (3) of the Issue Specific Conditions and if the Market Disruption Event continues to exist on that day as well, then that day shall be deemed to be the Valuation Date and the Issuer shall determine the Cash Amount in its reasonable discretion taking account of the market conditions prevailing on any such deemed Valuation Date.

(2) "Market Disruption Event" shall mean

- (i) the suspension or restriction of trading in the Underlying on the Relevant Exchange, or
- (ii) the suspension or restriction of trading (including the lending market) in a futures or options contract based on the Underlying on a Futures Exchange on which futures or options contracts based on the Underlying are traded (the "Futures Exchange");

if that suspension or restriction occurs or exists in the last half-hour before the calculation of the closing price of the Underlying that would normally take place and is material as determined by the Issuer in its reasonable discretion. A change in the Trading Days or Trading Hours on or during which the Underlying is traded does not constitute a Market Disruption Event, provided that the change takes place as the result of a previously announced change in the trading regulations by the Relevant Exchange.

ANNEX TO THE ISSUE SPECIFIC CONDITIONS

Table 1 – supplementary to Part A. Product Specific Conditions

Issue Date: 22/01/2014

Initial value date in France: 27/01/2014

ISIN / Local Trading Code	Underlying	Туре	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike	Multiplier	Valuation Date / Maturity Date	Type of Exercise	Number	Reference Price of the Underlying ("Reference Price")
DE000CF6Z709 / 5153C	Vinci	PUT	No	EUR 0.28	Euro (EUR)	EUR 50.00	0.1	18/09/2014 / 25/09/2014	European	3,000,000	Closing price

Table 2 – supplementary to Part B. Underlying Specific Conditions

Underlying (Company) / Share type	ISIN or Reuters	Relevant Stock Exchange /	Valuation Date /	Currency in which the
	Code of the	Relevant Adjustment Exchange for the	Currency Conversion Date	Reference Price is expressed
	Underlying	Underlying ("Adjustment Exchange")		("Reference Currency")
Vinci S.A. / Common Shares	FR0000125486	Euronext Paris / EUREX Frankfurt	See Table 1 / not applicable	Euro (EUR)

The following specific meanings shall apply in this context:

Deutsche Börse AG, Frankfurt, Germany (XETRA®)

EUREX : EUREX, Frankfurt, Germany

STOXX Limited, Zurich : STOXX Limited, Zurich, Switzerland

Dow Jones & Company, Inc., New York, U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

Nikkei Inc. : Nikkei Inc., Tokyo, Japan

Standard & Poor's Corp., New York, N.Y., U.S.A.

AEX Options and Futures Exchange : AEX Options and Futures Exchange, Amsterdam, The Netherlands

Bolsa de Derivados Portugal : Bolsa de Derivados Portugal, Lisbon, Portugal

EUREX : EUREX, Zurich, Switzerland

Euronext Amsterdam/ Euronext Lisbon/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Euronext Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Discrete Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Paris S.A., Paris, France

Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.) : Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.), Helsinki, Finland

Helsinki Derivatives Exchange (HEX Ltd.) : Helsinki Derivatives Exchange (HEX Ltd.), Helsinki, Finland

HSIL : Hang Seng Indexes Company Limited ("HSIL"), Hong Kong, China

Madrid stock exchange : Bolsa de Madrid, Madrid, Spain

MEFF
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
New York Stock Exchange, New York, NY, USA
OCC
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signatu

OSE : Osaka Securities Exchange, Osaka, Japan
TSE : Tokyo Stock Exchange, Tokyo, Japan
SIX Swiss Exchange, Swiss Exchange : SIX Swiss Exchange, Switzerland

RISK FACTORS

Investors should read carefully the risk factors set out under "I. Risk factors of Warrants" in the Securities Note and under 1. in the Registration Form.

In particular, the following optional risk factors that relate only to certain types of Warrants are applicable to these Warrants (please refer to "I. Risk factors of Warrants" in the Securities Note):

- Risk relating to the loss of time value of Warrants depending on the remaining term
- Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs

ADDITIONAL INFORMATION

Name and address of the paying agents and the calculation agent

Paying Agent(s):

Citigroup Global Markets Ltd., 1-5 Rue Paul Cézanne, 75008 Paris, France

Calculation Agent:

Citigroup Global Markets Deutschland AG, Frankfurter Welle, Reuterweg 16, D-60323 Frankfurt am Main, Federal Republic of Germany

Conflicts of interest

With respect to interests of natural and legal persons involved in the issue and resulting potential conflicts of interest, please refer to "4. Risk of conflicts of interest" under "I. Risk factors of Warrants" in the Securities Note.

Offer method

The Warrants are being offered over-the-counter on a continuous basis in one series.

The offer of the Warrants begins in France on 22/01/2014.

Stock exchange listing

The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.

Consent to the use of the Prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*, "WpPG").

Issue price, price calculation and costs and taxes on purchase

The initial issue price is specified in Table 1 of the annex to the Issue Specific Conditions.

Both the initial issue price and the bid and offered prices quoted by the Issuer during the term of the Warrants are calculated using theoretical pricing models. In this context, the bid and offered prices for the Warrants are determined on the basis, among other things, of the mathematical value of the Warrants, the costs of hedging and accepting risk and the expected return. Please see also the information provided under "Risk relating to the calculation of the warrant prices" and "4. Risk of conflicts of interest", both in Section "I. Risk factors of Warrants".

No costs or taxes of any kind for the warrant holders will be deducted by the Issuer whether the Warrants are purchased off-market (in countries where this is permitted by law) or via a stock exchange. Such costs or taxes should be distinguished from the fees and costs charged to the purchaser of the Warrants by his bank for executing the securities order, which are generally

shown separately on the statement for the purchase transaction in addition to the price of the Warrants. The latter costs depend solely on the particular terms of business of the warrant purchaser's bank. In the case of a purchase via a stock exchange, additional fees and expenses are also incurred. Furthermore, warrant holders are generally charged an individual fee in each case by their bank for managing the securities account. Notwithstanding the foregoing, profits arising from the Warrants or capital represented by the Warrants may be subject to taxation.

Information on the underlying

Website: www.vinci.com

Disclaimers in relation to Share Prices used as Underlyings

Insofar as share prices are the underlying of Warrants issued by the issuer and described in this Final Terms document, the respective public limited company that has issued the relevant shares, to whose reference price the Warrants relate (the "Issuer of the Underlying"), does not express any recommendation for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main. The Issuer of the underlying neither directly nor indirectly assumes any liability for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main.

The Warrants are the sole obligation of Citigroup Global Markets Deutschland AG and do not involve liability on the part of the Issuer of the underlying. This is not an offer of shares. The Issuer of the underlying has not been and does not want to be involved, neither directly nor indirectly, in deciding the timing of the issue, or the preparation of this document, or the constitution of the option rights under these securities. Furthermore, the Warrant Holder will not have any right through the Warrant to any information, votes or dividends in the Issuer of the underlying.

Publication of additional information

The Issuer does not intend to provide any additional information about the underlying.

The Issuer will publish additional notices described in detail in the terms and conditions. Examples of such notices are adjustments of the features of the Warrants as a result of adjustments relating to the underlying which may, for example, affect the conditions for calculating the cash amount or a replacement of the underlying. A further example is the early redemption of the Warrants if an adjustment cannot be made.

Notices under these terms and conditions are generally published on the Issuer's website. If and to the extent that mandatory provisions of the applicable laws or exchange regulations require notices to be published elsewhere, they will also be published, where necessary, in the place prescribed in each case.

Selling restrictions

Information on selling restrictions can be found under "VI. Selling restrictions" in the Securities Note.

ANNEX – ISSUE SPECIFIC SUMMARY

Section A – Introduction and warnings

This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the A.1 "Issuer") and of the Warrants issued under the Tripartite Base Prospectus. The Summary is intended as an introduction to the Tripartite Base Prospectus, which comprises this Summary, the Registration Form of Citigroup Global Markets Deutschland AG dated 03 May 2013 including any supplements and the Securities Note of Citigroup Global Markets Deutschland AG dated 13 May 2013. Investors should therefore ensure that any decision to invest in the Warrants is based on a review of the entire Prospectus, including any supplements and the Final Terms. Where claims relating to the information contained in a base prospectus, any supplements, and the respective Final Terms are brought before a court, the investor acting as plaintiff may, as a result of the laws of individual member states of the European Economic Area, have to bear the costs of translating the base prospectus, any supplements, and the Final Terms into the language of the court prior to the commencement of legal proceedings. The Issuer can be held liable for the content of this Summary, including any translation prepared, but only in the event that the Summary is misleading, inaccurate or inconsistent when read in conjunction with the other parts of the Prospectus, or, when read in conjunction with the other parts of the Tripartite Base Prospectus, does not convey all of the key information required.

A.2 Consent to use the prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent) for offers in France (the "Offer State"). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (Wertpapierprospektgesetz, "WpPG").

In the event of an offer by a financial intermediary, the terms and conditions of the offer must be provided to investors at the time of the offer by the financial intermediary.

Sectio	n B – Issuer and any g	1 B – Issuer and any guarantors				
B.1	The legal and commercial name of the issuer.	The legal and commercial name of the Issuer is Citigroup Global Markets Deutschland AG.				
B.2	The domicile and legal form of the issuer, the legislation under which the issuer operates and its country of incorporation.	Prankfurt am Main; the address of Citigroup Global Markets Deutschland AG is Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, Federal Republic of Germany (telephone +49 (0)69-1366-0). Legal form and jurisdiction The Issuer is a stock corporation (Aktiengesellschaft, "AG") under German law. Place of registration The Issuer is entered in the commercial register of the Frankfurt am Main Local Court under the number HRB 88301.				

	T.	
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Bank expects world economic growth in 2013 to increase slightly from 2.5 per cent to 2.6 per cent. In 2014 growth should increase to 3.2 per cent. The slowdown in worldwide economic growth was principally due to the slowdown of growth in the industrialized countries. The Bank expects moderate growth of 1.0 per cent for industrialized countries in 2013 and a modest increase to 1.6 per cent in 2014.
		Overall the Bank expects continued significant variations between different regions in the world.
		The Bank expects a mild recession in the Eurozone (the Bank's growth forecasts are for -0.6 per cent and -0.4 per cent for 2013 and 2014). This is seen to be due to the continuing sovereign debt crisis and the high level of private sector indebtedness in the peripheral European countries. The ECB is expected to continue to act to stabilise markets and to reduce interest rates in the second quarter of 2013 depending on further economic growth in the Eurozone, which could be followed by a forecast final interest rate reduction in the second half of the year. The Bank considers it likely that Southern Europe and Ireland will only gradually reach a common sustainable fiscal path. If the core countries in future are no longer prepared to increase their support for the peripheral states, this could lead to a raft of debt restructurings (with likely longer maturities and interest rate reductions), but probably not before 2015.
		In the Warrants and Certificates Division, the competition is expected to remain intense among leading issuers. Further regulatory challenges are expected, which have to be integrated into the business in a timely manner.
		Given the forecasts made by the individual business divisions and a restrictive cost management approach, the Bank is expecting continued overall profits in fiscal years 2013 and 2014.
B.5	If the issuer is part of a group, a description of the group and the issuer's position	The Issuer is a member of the German subgroup of Citigroup. As a public limited company, it is managed by the executive board. The Issuer is wholly-owned by the German holding company, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, a limited partnership with registered offices in Frankfurt/Main.
	within the group.	Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is also a silent partner of the Issuer, having a silent equity interest ("Stille Einlage") totalling EUR 122,710,051.49 as of 30 November 2012. The general partner of Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is Citigroup Global Markets Finance LLC (USA). The sole limited partner is Citi Overseas Investment Bahamas Inc.
		All shares of Citigroup Global Markets Finance LLC are held by Citi Overseas Investment Bahamas Inc., the sole shareholder of which is Citibank Overseas Investment Corporation (USA). This company is in turn 100 per cent owned by Citibank, N.A. (USA). Citibank, N.A. (USA) is a 100 per cent owned subsidiary of Citicorp (USA), which in turn is a 100 per cent owned subsidiary of Citigroup, Inc. (USA).
B.9	Where a profit	Not applicable; the Issuer has decided not to make any profit forecasts or profit

	forecast or estimate is made, state the figure.	estimates in the Base Prosp	ectus.		
B.10	A description of the nature of any qualifications in the audit report on the historical financial information.	The annual financial state December 2011 to 30 Nov 2011 were audited by the unqualified auditor's opinion	vember 2012 and ne Issuer's statute	1 December 201	0 to 30 November
B.12	Selected historical key financial information regarding the issuer, presented for each financial year of the period	Key Annual Financial Deutschland AG The table below provides a which have been taken fro prior fiscal year (fiscal year business development of Ci	m the audited fin ar 2011) and fisca	ertain noteworthy ancial statements I year 2012 and	2012 between the thereby reveals the
	covered by the historical financial information and any		30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro	
	subsequent interim	Balance sheet total	9,543	8,690	
	financial period accompanied by	Business volume	11,162	10,163	
	comparative data	Equity capital	590	588	
	from the same	Loan portfolio	5,365	5,196	
	period in the prior financial year,	Number of employees	348	361	
	except that the	- Company of the comp			I
	requirement for comparative balance sheet information is satisfied by		01.12.2011 - 30.11.2012 in million Euro	prior fiscal year (01.12.2012 - 30.11.2011) in million Euro	
	presenting the year- end balance sheet	Interest income from operations	11	29	
	information. A statement that there	Commissions from brokerage business	111	96	
	has been no material adverse change in the	Commissions from securities business	18	17	
	prospects of the issuer since the date	Net income from financial trading operations	25	60	
	of its last published audited financial	General administrative expenses	161	137	
	statements or a description of any material adverse change.	As of the balance sheet da following components:	ate, the balance s	sheet equity cap	ital consists of the
	A description of				

significant changes in the financial or trading position of the issuer subsequent to the period covered by the historical financial information.

	30.11.2012 in million Euro (audited)	prior fiscal year (30.11.2011) in million Euro (audited)
Subscribed capital		
Share capital	210.6	210.6
Silent partner capital	122.7	122.7
Capital reserves	195.8	193.8
Legal reserves	33.0	33.0
Other earnings reserves	27.9	27.9

In addition, as part of incorporating the new rules under the BilMoG pursuant to § 340g of the German Commercial Code (HGB), a new separate item was created ("Fund for general banking risks") in the amount of EUR 9.4m (EUR 6.6m in the previous year).

The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows:

	30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro
Equity capital on balance sheet	590.0	588.0
Less intangible assets	0	-1.2
Core capital	599.3	594.3
Supplementary capital	0.0	0.0
Equity capital	599.3	594.3
Capital ratios		
Tier one capital in %	33.6	29.3
Total capital ratio in %	33.6	29.3

Despite the debt crisis in the Eurozone and the concomitant volatility on the international financial markets, Citigroup Global Markets Deutschland AG was once again able to earn a profit in the recently completed fiscal year.

Key Semi-Annual Financial Information of Citigroup Global Markets Deutschland AG

The table below provides a comparison of certain noteworthy financial statistics for the first half of the financial year 2013 which have been taken from the unaudited interim financial statements 2013 between the prior fiscal year and/or the previous year's figures and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

	31.05.2013	30.11.2012	
	in million Euro	in million Euro	

Balance sheet total	11,147	9,543
Business volume	12,628	11,162
Equity capital	590	590
Loan portfolio	5,179	5,365
Number of employees on the balance sheet date	263	334

	01.12.2012 - 31.05.2013 in million Euro	01.12.2011 - 31.05.2012 in million Euro
Interest income from operations	3	7
Commissions from brokerage business	20	33
Commissions from securities business	8	9
Net income from financial trading operations	29	16
General administrative expenses	72	70

Statements as regards trend information and financial or trading position

The Issuer declares that since the date of the last audited annual financial statements on 30 November 2012 no material adverse change in the prospects of the Issuer has occurred.

Furthermore, the Issuer declares that since the date of the last interim financial statements on 31 May 2013 no significant change has occurred in the financial or trading position of the Issuer.

B.13 A description of any recent events particular to the issuer which are to a material extent relevant to the evaluation of the issuer's solvency.

Significant events that may have a material impact on the assessment of the Issuer's solvency can not be determined at the moment. However, Citigroup Global Markets Deutschland AG is currently subject to an extra-ordinary audit on withholding taxes by the Frankfurt-Hoechst tax authority for the years 2007-2008. In this context the tax authority has expressed its view that Citigroup Global Markets Deutschland AG may not have deducted and paid withholding taxes from dividends received in connection with so called cum-ex transactions for shares held by it in custody for its clients as required. Based on these findings the tax authority is currently of the view that Citigroup Global Markets Deutschland AG is liable for non deducted withholding taxes in the amount of more than Euro 706 million for the years 2007 and 2008. In case the tax authority's view should succeed further tax liability for the years 2009 to 2011 may arise which can not be estimated at the moment.

The main starting point for the liability claim of the tax authorities is the question if Citigroup Global Markets Deutschland AG is to be qualified as a German bank

		executing the trade (<i>die den Verkaufsauftrag ausführende Stelle</i>) in the respective years. Furthermore, the method applied to identify the amount of the liability claim is debatable as well as the question if Citigroup Global Markets Deutschland AG can be held liable as principal debtor. Citigroup Global Markets Deutschland AG has obtained legal advice from a reputable tax consultant office as well as from a reputable accounting firm. Based thereon, the management of Citigroup Global Markets Deutschland AG is of the view that the likelihood to win any legal proceedings in this matter exceeds 50 per. cent. On this basis, Citigroup Global Markets Deutschland AG's management has decided to put up a reserve only for expected legal advice and litigation expenses, if any, and has decided that 2 million Euro is an adequate figure in this respect. Furthermore, it should be noted that Citigroup is currently evaluating measures to
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	optimize its organizational structure. Citigroup Global Markets Finance Corporation as the German holding company owns 100% of the shares of the Issuer. Pursuant to § 17 (2) of the German Stock Corporation Act (<i>Aktiengesetz</i> , "AktG"), it is assumed that a company in which a majority of the shares is held by another company is dependent upon that other company.
B.15	A description of the issuer's principal activities.	The Issuer is engaged in the business of corporate and investment banking and offers companies, governments and institutional investors comprehensive financial solutions in the areas of investment banking, fixed income, foreign exchange, equities and derivatives, and global transaction services; in addition it is a leading issuer of warrants and certificates whose end investors are predominantly retail clients. Since the end of 2012 the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.
B.16	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control.	In addition to the inclusion of the Issuer in the Citigroup Inc. group of companies referred to above, the Issuer is also party to a control and profit and loss transfer agreement with its immediate parent company. Under the terms of the agreement, the Issuer has placed the management of its business under the control of its immediate parent company. Accordingly, the immediate holding company has the right to give instructions to the Issuer. The agreement also requires the Issuer to transfer its entire profit to its immediate parent company. In return, the immediate parent company is required to make up any annual loss of the Issuer arising during the period of the agreement, as provided in detail by § 302 (1) and (3) AktG.

Section C – Securities						
C.1	•	Type/form of the Warrants				
	type and the class of the securities being offered	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with				

	and/or admitted to trading, including any security identification number.	options. One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. The leverage effect of the Warrant operates in both directions – not only to the investor's advantage in the event of the favorable performance of the factors determining the value, but also to the investor's disadvantage in the event of their unfavorable performance. The payment due under a Warrant on exercise or early termination depends on the value of the underlying at the relevant time.	
		The Warrants will be issued in dematerialized bearer form (<i>au porteur</i>) and inscribed in the books of the central securities depositary which shall credit the accounts of the account holders. No physical document of title (including <i>certificats représentatifs</i> pursuant to Article R.211-7 of the French Monetary and Financial Code (<i>Code monétaire et financier</i>)) will be issued in respect of the Warrants.	
		Security identification number	
		ISIN: DE000CF6Z709	
		Local Code: 5153C	
C.2	Currency of the securities issue.	Euro	
C.5	A description of any restrictions on the free transferability of the securities.	Each Warrant is transferable in accordance with the laws applying in each case and, where relevant, the respective applicable regulations and procedures of the securities depositary in whose records the transfer is registered.	
C.8	A description of the	Applicable law for the securities	
	rights attached to the securities including ranking and including limitations to those	The Warrants are subject to German law. The constituting of the Warrants may be governed by the laws of the jurisdiction of the central securities depository.	
	rights.	Rights attached to the Warrants	
		Each Warrant grants the holder the right to the cash amount as described in more detail under C.15.	
		Status of the Warrants	
		The Warrants create direct, unsecured and unsubordinated obligations of the Issuer that rank <i>pari passu</i> in relation to one another and in relation to all other current and future unsecured and unsubordinated obligations of the Issuer, with the exception of obligations that have priority due to mandatory statutory provisions.	
		Limitations to the rights	
		The Issuer has the right to terminate the Warrants and to amend the terms and conditions pursuant to the provisions specified in the terms and conditions of the Warrants.	

C.11	An indication as to whether the securities offered are or will be the object of an application for admission to trading, with a view to their distribution in a regulated market or other equivalent markets with an indication of the markets in question.	The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.	
C.15	A description of how the value of the investment is affected by the value of the underlying instrument(s), unless the securities have a denomination of at least EUR 100,000.	Put Warrants enable investors to participate on a disproportional (leveraged) basis in the negative performance of the underlying. In return, however, they also participate on a leveraged basis in any positive performance of the underlying and in addition bear the risk that the P Warrant may expire worthless if the reference price of the underlying	
C.16	The expiration or maturity date of the derivative securities – the exercise date or final reference date.	Maturity date: 25/09/2014 Exercise date: 18/09/2014 Valuation date: 18/09/2014	
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants with automatic exercise, i.e. a European type of exercise, the Issuer will transfer any positive cash amount to the central securities depositary on the maturity date for the credit of the warrant holders registered with the central securities depositary at the close of business on the preceding banking day at the head office of the central securities depositary. The central securities depositary has given an undertaking to the Issuer to make a corresponding onward transfer.	
C.18	A description of how the return on derivative securities takes place.	In the case of Warrants with a European type of exercise, the option right may be exercised by the warrant holder only with effect as of the valuation date for the respective Warrant. If the cash amount results in a positive value, the option right attaching to the respective Warrant is deemed to be exercised on the valuation date without further preconditions and without the submission of an explicit exercise notice ("Automatic Exercise").	

C.19	The exercise price or the final reference price of the underlying.	Reference price on the valuation date: Closing price	
C.20	A description of the type of the underlying and where the information on the underlying can be found.	Type: share or security representing shares WKN: 867475 ISIN: FR0000125486 Company: Vinci S.A. Relevant stock exchange: Euronext Paris Reuters page: SGEF.PA Website: www.vinci.com	
Section	D – Risks		
D.2	Key information on the key risks that are specific to the issuer.	Risk of the cessation or limitation of price-setting by the Issuer If the Issuer were to limit or completely abandon its voluntary intention to set bid and offered prices, there would be a danger, if prices for Warrants were not set by any other party that investors would have to wait for the final maturity of the Warrants or, where early exercise is possible, exercise the option right.	
		Liquidity risk despite control and profit and loss transfer agreement The Issuer would also be unable to meet its obligations arising from the securities despite the control and profit and loss transfer agreement if, in the event that the Issuer generated a net loss, while the immediate parent company would in principle be required to assume that loss, it was unable or unwilling to comply with this contractual obligation as a result of its own liquidity difficulties or overindebtedness.	
		Brokerage of transactions for other Group companies and allocation of work within Citigroup	
		The great majority of the Issuer's commission income consists of transfer pricing income from brokerage transactions with affiliated companies. The Issuer's costs arising from the exchange of services with individual Group companies are reimbursed on the basis of existing agreements using transfer prices. For this purpose, income and expenses, in particular commission income for transactions assisted by the bank in an advisory capacity in the context of its sales activities, are determined and allocated to the relevant areas providing the services. The transactions relate to equity trading, bond issues and corporate finance as well as to the sale of structured products, corporate derivatives and currency management products, and also global relationship banking. This process is coordinated closely across all areas with Citigroup Global Markets Limited, London, in particular, and also with Citibank, N.A., London.	

If a decision were made within Citigroup to reallocate the relevant activities to other Group companies, the Issuer could lose a material source of income.

Risks in the lending business

The Issuer's loan portfolio consists mainly of loans to international customers in the industrial and financial services sectors with investment grade credit ratings. Loan defaults have been avoided in recent years thanks to this business policy. The loan portfolio is mainly concentrated on a manageable number of borrower units, as defined by German banking law. If significant individual borrowers in the Issuer's portfolio were unable to meet their obligations, therefore, a substantial increase in loan loss provisions would be conceivable in principle and loan defaults could occur.

Interest rate risk

Risk-Treasury assesses and controls the Issuer's interest rate risk. The Issuer's exposure to changes in interest rates maybe a mid to long-term risk in holdings in liquid securities if these were not originally covered by hedging transactions like interest rate swap agreements. The same applies to medium and long-term loans granted by the Issuer. A significant risk from interest rate changes could arise where interest rates are not monitored in a timely or sensitive manner, which may produce the concomitant danger that action to cover such interest rate exposure is not taken early enough.

Operating risk

The Issuer has transferred a number of areas that are significant for the proper management and control of its business activities and the risks associated with them to other companies within and outside Citigroup. In the event that the companies to which these areas have been transferred do not fulfill their contractual obligations or do not do so at the proper time, the ability of the Issuer to meet its own obligations arising from the securities it has issued on the due dates could also be adversely affected.

Tax risks

The tax decisions issued to the Issuer are regularly subject to subsequent review in the form of an external tax audit or to the resolution of individual issues by the relevant courts. This is normal practice and means that an additional tax demand can be issued by the tax authorities years after the original assessment as a result of a tax audit or a generally applicable decision by a tax court.

General business risks

Settlement risk

The risk that a business transaction is incorrectly processed or that a transaction is executed which is different from the intentions and expectations of the Issuer's management.

Information risk

The risk that information, which was generated, received, transmitted or stored within or outside the Issuer's place of business, can no longer be accessed. Furthermore, such information may be of poor quality, or have been wrongly handled or improperly obtained. The information risk also includes risks that are generated by systems and used for processing information.

Reputation risk

This represents the Issuer's risk that its relations with its customers could be harmed if its services are poor or transactions are incorrectly executed. This risk also includes the risk of entering into business relations with counterparties, whose business practices do not conform to the standards or business ethics of the Issuer.

Personnel risk

The Issuer has a high demand for qualified and specially trained professionals and managers. Personnel risk entails the risk of high staff turnover and the risk that the Issuer will be unable to retain a sufficient staff of qualified personnel, as well as the risk that the Issuer's employees may knowingly or negligently violate established regulations or the firm's business ethics standards.

• Legal and regulatory risks

The Issuer views legal risks as any and all risks resulting from binding contracts and governing legislation. Regulatory risks result from the legal environment in which the Issuer does business.

· Risk of fraud

These are both internal and external risks of fraud such as bribery, insider trading and theft of data.

D.6 Ke

Key information on the key risks that are specific to the securities. This must include a risk warning effect that the investors may lose the value of their entire investment or part of it, as the case may be, and/or, if the investor's liability is not limited to value of investment, a statement of that fact, together with a description of the circumstances in which such additional liability

General risk factors of Warrants

Risk of total loss

Warrants represent particularly risky investment instruments. They entail a particularly high risk of losing the capital invested, up to and including a total loss, plus the transaction costs incurred and any borrowing costs.

Risk of default by the Issuer of the Warrants

In the event of the Issuer becoming insolvent, investors could suffer a loss up to and including a total loss. As bearer securities, Warrants do not fall within the scope of the deposit protection arrangements.

Risk arising from above-average fluctuations in the prices of Warrants (leverage effect)

One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. At the same time, Warrants also entail above-average arises and the likely financial effect.

risks of loss.

Risk of the absence or non-functioning of a secondary market in the Warrants or restricted availability of the Issuer's electronic trading system

Investors should not assume that they will be able to sell a Warrant at a particular time or at a particular price during its term. Investors should assume instead that pricing on the exchange can only take place within the spread of bid and offered prices quoted by the Issuer, if available, and that their buy or sell orders on the exchange will be executed with the Issuer as the direct or indirect counterparty.

Risk in connection with the cessation of secondary trading immediately prior to final maturity

The Issuer and/or the exchange cease trading in the Warrants shortly before their valuation date. However, the reference price of the underlying on the valuation date and/or the applicable exchange rate, both of which are important for the purpose of determining the cash amount of the Warrants, may still change between the last exchange trading day and the maturity date, which may be to the disadvantage of the investor. There is a particular risk that the price of the underlying may reach, fall below or exceed a barrier for the first time shortly before the reference price on the valuation date is determined and after trading in the secondary market has already finished.

Currency risk with respect to the intrinsic value of the Warrants

The performance of the investment is subject to a currency risk if the underlying on which the Warrants are based is expressed in a currency other than the currency in which the cash amount is paid out (settlement currency).

Risks relating to market disruption events

In the event of market disruption events with respect to the underlying, the Issuer has the right to postpone the valuation date for the reference price on exercise. This may result in an additional risk for investors if the underlying performs negatively during the time delay or, where applicable, if the exchange rate for converting the intrinsic value into the settlement currency moves in an unfavourable direction for the investor.

Product specific risk factors

Risk relating to the loss of time value of Warrants depending on the remaining term

The price of Warrants is calculated on the basis of two components of price (intrinsic value and time value). The intrinsic value of Warrants during their term is equal to the difference (if positive), multiplied by the multiplier, between the strike and the value of the underlying (Put Warrants). The amount of the time value, on the other hand, is essentially determined on the basis of the remaining term of the Warrant and the expected frequency

		and intensity of the fluctuations in the price of the underlying expected by the Issuer during the remaining term of the Warrant (implied volatility).	
		Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs	
		The other factors affecting the price of the Warrants include, <i>inter alia</i> , interest rates on the money market relating to the remaining term, expected income from the Issuer's hedging transactions in or related to the underlying and the level of the Issuer's refinancing costs for entering into those hedging transactions.	
		Even if the price of the underlying rises in the case of a call option or falls in the case of a put option, therefore, the value of the Warrant may decline as a result of the other factors affecting value. Given the limited term of the Warrant, there is no guarantee that the price of the Warrant will recover in sufficient time. The shorter the remaining term, the greater the risk.	
Section	E – Offer		
E.2b	Reasons for the offer and use of proceeds when different from making profit and/or hedging certain risks.	certain risks and the net proceeds from the issuance of Warrants presented in this base prospectus will be used by the Issuer for its general busines	
E.3	A description of the terms and conditions of	Offer method, offeror and issue date of the Warrants	
	the offer.	The Warrants are being offered over-the-counter on a continuous basis	
		The offer of the Warrants begins in France on 22/01/2014.	
		The offeror of the Warrants is the Issuer.	
		The issue date is: 22/01/2014	
		Restrictions on the free transferability of the securities	
		The Warrants may be offered or sold only if all applicable securities laws and regulations in force in the jurisdiction in which a purchase, offer, sale or delivery of Warrants is made or in which this document is circulated or kept for inspection have been complied with, and if all consents or authorizations required for the purchase, offer, sale or delivery of the Warrants in accordance with the legal norms in force in that jurisdiction have been obtained.	
		In particular, the Warrants are not and will not be registered pursuant to the United States Securities Act of 1933 as amended. They may not be offered, sold, traded or delivered within the United States either directly or indirectly by or to or for the account of a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933), except in the case of exemption from the registration requirements of the	

		Securities Act. Any person receiving the cash amount in accordance with these terms and conditions is deemed to have made a declaration that the person entitled to the rights arising from the Warrants is not a US person.
		Issue price and costs and taxes on purchase
		The initial issue price is EUR 0.28.
		The purchase of the Warrants incurs no costs or taxes that are specifically charged by the Issuer to the subscriber or purchaser.
E.4	A description of any interest that is material to the issue/offer including conflicting interests.	The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it generally act as the calculation agent for the Warrants. This activity can lead to conflicts of interest since the responsibilities of the calculation agent include making certain determinations and decisions which could have a negative effect on the price of the Warrants or the level of the cash amount.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may engage in trading transactions in the underlying, other instruments linked to it, or derivatives, stock exchange options or stock exchange forward contracts, or may issue other securities and derivatives based on the underlying. The companies may also be involved in the acquisition of new shares or other securities of the underlying or, in the case of stock indices, of individual companies included in the index, or act as financial advisors to the entities referred to or work with them in the commercial banking business. The companies are required to fulfill their obligations arising in this connection irrespective of the consequences resulting for the warrant holders and, where necessary, to take actions they consider necessary or appropriate in order to protect themselves or safeguard their interests arising from these business relationships. The activities referred to above could lead to conflicts of interest and have a negative effect on the price of the underlying or securities linked to it such as the Warrants.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may issue additional derivative securities based on the respective underlying or constituents of the underlying, including securities whose features are the same as or similar to those of the Warrants. The introduction of such products that compete with the Warrants may impact the price of the underlying or the constituents of the underlying and thus also the price of the Warrants. The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may receive non-public information relating to the underlying or the constituents of the underlying, but are under no obligation to pass on such information to the warrant holders. Furthermore, companies belonging to Citigroup, Inc. or affiliated to it may publish research reports relating to the underlying or constituents of the underlying. These types of activities may entail certain conflicts of interest and affect the price of the Warrants.
E.7	Estimated expenses charged to the investor	The estimated expenses for the Warrants, including the cost for admission to exchange trading, are included in the issue price or the selling price, as

by the	issuer or	the	the case may be. If the investor purchases the Warrants from a distributor,	
offeror.			the purchase price to be paid by the investor may include selling fees that	
			have to be disclosed by the distributor.	

ANNEXE - RÉSUMÉ EN FRANÇAIS

Section A – Introduction et mises en garde

A.1 Le présent Résumé présente les caractéristiques et les risques principaux de Citigroup Global Markets Deutschland AG (« l'**Émetteur** ») et les Warrants émis au titre de Prospectus Tripartite de Base. Le Résumé a pour finalité de servir d'introduction au Prospectus Tripartite de Base, qui comporte ce Résumé, le Formulaire d'Enregistrement de Citigroup Global Markets Deutschland AG daté du 3 mai 2013 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG daté du 13 mai 2013. Les investisseurs devraient donc veiller à ne prendre aucune décision d'investir dans les Warrants avant d'avoir pris connaissance du Prospectus dans sa totalité, y compris de tous les suppléments et des Conditions Définitives. Dans le cas où un recours relatif aux informations contenues dans un prospectus de base, dans tous les suppléments ou dans les Conditions Définitives respectives serait intenté auprès d'un tribunal, l'investisseur agissant en tant que plaignant pourrait, en vertu des lois de différents États membres de l'Espace économique européen, être contraint de prendre en charge le coût de la traduction du prospectus de base, de tous les suppléments et des Conditions Définitives, dans la langue de travail du tribunal avant le commencement de la procédure judiciaire. L'Émetteur peut être jugé responsable du contenu de ce Résumé, y compris de toute traduction en étant faite, mais seulement dans le cas où le Résumé serait trompeur, inexact ou contradictoire par rapport aux autres parties du Prospectus, ou, dans le cas où il est lu en même temps que les autres parties du Prospectus Tripartite de Base, s'il ne donne pas toutes les informations clés nécessaires.

A.2 – Consentement à l'utilisation du prospectus.

En ce qui concerne les Offres non-dispensées, en vertu de l'Article 3 (2) de la Directive Prospectus, l'Émetteur consent à l'utilisation du Prospectus par tous les intermédiaires financiers (consentement général) pour les offres faites en France (le ou les « État(s) concerné(s) par l'Offre »). Le consentement général à la revente ultérieure et au placement final des valeurs mobilières par le ou les intermédiaires financiers est donné en ce qui concerne France.

La revente ultérieure et le placement final des valeurs mobilières par les intermédiaires financiers peuvent être effectués pendant la période de validité du Prospectus Tripartite de Base en vertu du §9 de la Loi allemande sur les prospectus de valeurs mobilières (*Wertpapierprospektgesetz*, « WpPG »).

Dans le cas d'une offre faite par un intermédiaire financier, les modalités et conditions de l'offre doivent être précisées aux investisseurs au moment où l'offre est faite par l'intermédiaire financier.

Section B – Émetteur et garants

	1	
B.1	Indiquer la raison sociale et le nom commercial de l'émetteur.	La raison sociale et le nom commercial de l'Émetteur est Citigroup Global Markets Deutschland AG.
B.2	Indiquer le siège social et la forme juridique de l'émetteur, la législation régissant ses activités	Siège social Francfort-sur-le-Main; l'adresse de Citigroup Global Markets Deutschland AG est Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, République fédérale d'Allemagne (téléphone +49 (0)69-1366-0).

	ainsi que son pays	
	d'origine.	Forme juridique et législation régissant les activités
		L'Émetteur est une société anonyme (<i>Aktiengesellschaft</i> , « AG ») au sens de la législation allemande.
		Pays d'origine
		L'Émetteur est immatriculé au Registre de commerce du Tribunal local de Francfort-sur-le-Main sous le numéro HRB 88301.
B.4b	Décrire toute tendance connue ayant des répercussions sur l'émetteur et ses secteurs d'activité.	La Banque prévoit une légère accélération de la croissance économique mondiale en 2013, de 2,5% à 2,6 %. En 2014, la croissance devrait atteindre 3,2 %. Le ralentissement de la croissance économique mondiale observée est principalement imputable à la détérioration de la croissance des pays industrialisés. La Banque prévoit une croissance modérée de 1 pour cent pour les pays industrialisés en 2013 et une légère progression à 1,6 % en 2014.
		De façon générale, la Banque s'attend à un maintien d'écarts significatifs entre les différentes régions dans le monde.
		La Banque s'attend à une légère récession dans l'Eurozone (les prévisions de croissance de la Banque sont de -0,6 % et -0,4 % pour 2013 et 2014). Ceci est attribué à la poursuite de la crise de la dette souveraine et au niveau élevé de l'endettement du secteur privé dans les pays européens périphériques. La BCE devrait continuer à intervenir pour stabiliser les marchés et faire baisser les taux d'intérêt au cours du deuxième trimestre 2013 en fonction de la poursuite de la croissance économique de l'Eurozone, qui pourrait être suivie par une réduction finale de taux d'intérêt prévue pour le deuxième semestre. La Banque estime probable que le Sud de l'Europe et l'Irlande n'aboutiront que progressivement à des solutions communes durables en matière fiscale. Si les pays fondateurs ne sont plus déterminés à renforcer leur soutien aux États périphériques à l'avenir, ceci pourrait aboutir à un ensemble de restructurations de dette (avec probablement des échéances à plus long terme et des réductions de taux d'intérêt), mais probablement pas avant 2015.
		Dans la Division warrants et certificats, la concurrence devrait rester intense entre les principaux émetteurs. D'autres modifications de la réglementation devraient intervenir, qui devront être prises en compte en temps opportun pour l'activité.
		Compte tenu des prévisions faites par les différentes divisions et d'une approche restrictive de la gestion des coûts, la Banque s'attend à un maintien global des bénéfices au cours des exercices 2013 et 2014.
B.5	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur.	L'Émetteur est membre du sous-groupe allemand de Citigroup. En tant que société anonyme, il est géré par un conseil d'administration. L'Émetteur est entièrement détenu par une société holding allemande, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, une société en commandite domiciliée à Francfort-sur-le-Main.
		Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est également un associé passif de l'Émetteur, dans la mesure où il détient une participation passive (« Stille Einlage ») d'un montant total de 122 710 051,49 EUR au 30 novembre 2012. L'associé responsable de la société Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est la société

B.9	Lorsqu'une prévision ou une estimation du bénéfice est réalisée, en indiquer le montant.	Citigroup Global Markets Finance LLC (États-Unis). Le commanditaire unique est Citi Overseas Investment Bahamas Inc. Toutes les actions de Citigroup Global Markets Finance LLC sont détenues par Citi Overseas Investment Bahamas Inc., dont le seul actionnaire est Citibank Overseas Investment Corporation (États-Unis). Cette société est elle-même détenue à 100 % par Citibank, N.A. (États-Unis). Citibank, N.A. (États-Unis) est détenue à 100 % par Citicorp (États-Unis), qui est elle-même détenue à 100 % par Citigroup, Inc (États-Unis). Sans objet; l'Émetteur a décidé de ne publier aucune prévision de bénéfice ou estimation de bénéfice dans le Prospectus de Base.			
B.10	Décrire la nature des éventuelles réserves sur les informations financières historiques contenues dans le rapport d'audit.	Les états financiers annuels de l'Émetteur pour les exercices du 1 ^{er} décembre 2011 au 30 novembre 2012 et du 1 ^{er} décembre 2010 au 30 novembre 2011 ont été audités par l'auditeur statutaire de l'Émetteur et ont obtenu une mention sans réserve de la part de l'auditeur.			
B.12	Présenter les informations financières historiques clés sélectionnées pour l'émetteur, pour chaque exercice de la période couverte par ces informations financières historiques et pour toute période intermédiaire ultérieure,	Deutschland AG Le tableau ci-dessous présente une comparaison de certaines stat financières significatives fournies dans les états financiers audités de 20 l'exercice de la période couverte par ces informations financières instoriques et pour toute bériode intermédiaire Deutschland AG Le tableau ci-dessous présente une comparaison de certaines stat financières significatives fournies dans les états financiers audités de 20 l'exercice budgétaire antérieur (exercice 2011) et l'exercice 2012 et ren compte du développement de l'activité de Citigroup Global Markets Deut AG: 30.11.2012 Exercice en millions précédent d'euros (30.11.2011) en			
	accompagnées de			millions d'euros	
	données comparatives	Total du bilan	9.543	8.690	
	couvrant la même période de l'exercice	Volume d'activité	11.162	10.163	
	précédent; la	Fonds propres	590	588	
	présentation des bilans	Volume des prêts	5.365	5.196	
	de clôture suffit toutefois à remplir	Nombre d'employés	348	361	
	l'exigence	1 2			1
	d'informations bilancielles comparables. Une déclaration		01.12.2011 - 30.11.2012 en millions d'euros	Exercice précédent (01.12.2010 – 30.11.2011) en millions d'euros	
	attestant qu'aucune détérioration significative n'a eue de	Revenus d'intérêt de l'exploitation	11	29	
	répercussions sur les	Commissions de courtage	111	96	
	perspectives de	Commissions d'opérations sur	18	17	

l'émetteur depuis la date de ses derniers états financiers vérifiés et publiés, ou une description de toute détérioration significative.

Une description des changements significatifs de la situation financière ou commerciale l'émetteur survenus après la période couverte par informations financières historiques.

valeurs mobilières		
Revenu net des opérations financières de négoce	25	60
Frais généraux et administratifs	161	137

À la date du bilan, les **fonds propres inscrits au bilan** comprennent les éléments suivants :

	30.11.2012 en millions d'euros (audité)	Exercice précédent (30.11.2011) en millions d'euros (audité)
Capital souscrit		
Capital social	210,6	210,6
Participation de l'associé passif	122,7	122,7
Réserves de capital	195,8	193,8
Réserve légale	33,0	33,0
Autres bénéfices mis en réserve	27,9	27,9

De plus, dans le cadre de l'intégration de nouvelles règles au titre de BilMoG en vertu du §340g du Code allemand du commerce (HGB), un nouveau poste séparé a été créé (« Fonds pour les risques bancaires généraux ») pour un montant de 9,4 millions d'euros (6,6 millions d'euros l'année précédente).

Le capital réglementaire imputé sous BIZ se compose d'un capital de base et de capital supplémentaire (passifs subordonnés) après approbation, comme suit :

	30.11.2012 en millions d'euros	Exercice précédent (30.11.2011) en millions d'euros
Fonds propres au bilan	590,0	588,0
Moins immobilisations	0	-1,2
Capital de base	599,3	594,3
Capitaux supplémentaires	0,0	0,0
Fonds propres	599,3	594,3
Ratios de capitaux		
Fonds propres Tier one en %	33,6	29,3
Ratio de capitaux totaux en %	33,6	29,3

En dépit de la crise de dette dans l'Eurozone et de la volatilité concomitante sur les marchés financiers internationaux, Citigroup Global Markets Deutschland AG

a de nouveau réussi à dégager un bénéfice au cours de l'exercice clôturé récemment.

Informations financières semestrielles clés de Citigroup Global Markets Deutschland AG

Le tableau ci-dessous présente une comparaison de certaines statistiques financières significatives pour le premier semestre de l'exercice financier fournies dans les états financiers non-audités de 2013 entre l'exercice budgétaire antérieur et/ou les chiffres des années précédentes et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG:

	31.05.2013 en million d'Euro	30.11.2012 en million d' Euro
Total du bilan	11.147	9.543
Volume d'activité	12.628	11.162
Fonds propres	590	590
Portefeuille des prêts	5.179	5.365
Nombre d'employés à la date du bilan	263	334

	01.12.2012 - 31.05.2013 en million d'Euro	01.12.2011 - 31.05.2012 en million d'Euro
Revenus d'intérêt de l'exploitation	3	7
Commissions de courtage	20	33
Commissions d'opérations sur valeurs mobilières	8	9
Revenu net des opérations financières de négoce	29	16
Frais généraux et administratifs	72	70

Etats en ce qui concerne l'information tendancielle et la situation financière et commerciale.

L'Emetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2012, aucune détérioration significative n'a affecté les perspectives de l'Emetteur.

En outre, l'Emetteur déclare que depuis la date des états financiers provisoires au 31 mai 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale de l'Emetteur.

B.13 Décrire tout événement récent propre à l'émetteur et présentant un intérêt significatif

Aucun événement présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur n'est identifié à ce moment. Cependant, Citigroup Global Markets Deutschland AG est actuellement sujet à un audit extraordinaire sur les retenues à la source fiscales par l'autorité fiscale Francfort-Hoeschst pour

	pour l'évaluation de sa solvabilité.	les années 2007-2008. Dans ce contexte l'autorité fiscale a explicité ses vues quant au fait que Citigroup Global Markets Deutschland AG aurait dû déduire et payer la retenue à la source des dividendes reçus en relation avec transactions communément appelées cum-ex transactions. S'appuyant sur ces observations l'autorité fiscale est actuellement de l'avis que Citigroup Global Markets Deutschland AG est responsable de la non déduction de la retenue à la source d'un montant supérieur à 706 Millions d'Euro pour les années 2007 et 2008. Dans le cas où l'autorité fiscale a raison, la responsabilité fiscale pour les années 2009 à 2011 pourrait se poser ce qui est impossible d'estimer pour le moment. The principal point de départ de l'action en responsabilité des autorités fiscales est de savoir si Citigroup Global Markets Deutschland AG est qualifié de banque allemande exécutant un transaction (die den Verkaufsauftrag ausführende Stelle) durant ces années. De plus, la méthode appliquée pour identifier le montant des dommages et intérêts est débattue comme celle de savoir si Citigroup Global Markets Deutschland AG peut être tenu responsable comme débiteur principal. De plus, il devrait être noté que . Citigroup envisage actuellement des mesures visant à optimiser sa structure d'organisation.
B.14	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur. Si l'émetteur est dépendant d'autres entités du groupe, ce fait doit être clairement stipulé.	Citigroup Global Markets Finance Corporation à titre de société holding allemande possède 100 % des actions de l'Émetteur. En vertu du § 17 (2) de la Loi allemande sur les sociétés par actions (<i>Aktiengesetz</i> , « AktG »), il est considéré qu'une société dont la majorité des actions est détenue par une autre société est dépendante de cette autre société.
B.15	Fournir une description des principales activités de l'émetteur.	L'Émetteur est une banque d'affaire et d'investissement qui propose des solutions financières complètes dans les secteurs des opérations bancaires de l'investissement, des titres à revenu fixe, des opérations de change, des valeurs mobilières et des dérivés ainsi que des services de transactions internationales aux entreprises, aux pouvoirs publics et aux investisseurs institutionnels; c'est en outre un émetteur majeur de warrants et de certificats dont les investisseurs finaux sont principalement des clients particuliers. Depuis la fin de l'année 2012, l'activité de l'Émetteur intègre également Citi Private Bank – Family Office Coverage Germany et Covered Bond Research.
B.16	Dans la mesure où ces informations sont connues de l'émetteur, indiquer si celui-ci est détenu ou contrôlé, directement ou indirectement, et par qui; décrire la nature de ce contrôle.	En plus de l'intégration de l'Émetteur dans le groupe de sociétés Citigroup Inc. mentionné ci-dessus, l'Émetteur est également partie liée à sa maison mère directe par un accord de transfert de pouvoir et de pertes et profits. En vertu de cet accord, l'Émetteur a conféré la gestion de ses affaires à sa maison mère directe. De ce fait, la société holding dont dépend directement l'Émetteur, a le droit de lui donner des instructions. L'accord impose également à l'Émetteur de transférer la totalité de son bénéfice à sa maison mère directe. En contrepartie, la maison mère directe est tenue de compenser toute perte annuelle éventuelle de l'Émetteur durant la période de validité de l'accord, comme prévu en détail par les § 302 (1) et (3) d'AktG.

Section C – Valeurs mobilières

C.1 Décrire la nature et la catégorie des valeurs mobilières offertes		Type/forme des Warrants Les warrants sont des instruments dérivés qui peuvent comporter un droit d'option et qui peuvent donc présenter beaucoup de points communs avec les
	et/ou admises à la négociation et donner tout numéro d'identification des valeurs mobilières.	options. L'une des principales caractéristiques des Warrants est l'effet de levier: une évolution du cours du sous-jacent peut entraîner une variation disproportionnée du cours du Warrant. L'effet de levier du Warrant joue dans les deux sens – non seulement à l'avantage de l'investisseur en cas de bonnes performances des facteurs déterminant la valeur, mais également en sa défaveur en cas de performances défavorables. Le paiement du au titre d'un Warrant lors de son exercice ou de sa liquidation prématurée dépend de la valeur du sous-jacent à ce moment.
		Les Warrants seront émis sous une forme dématerialisée au porteur et seront enregistrés dans les livres du dépôt central des valeurs mobilières qui créditera les comptes des titulaires de compte. Aucun document physique attestant de la possession (notamment des <i>certificats représentatifs</i> conformément à l'Article R.211-7 du Code monétaire et financier français) ne sera émis concernant les Warrants.
		Numéro d'identification des titres
		ISIN: DE000CF6Z709
_		Numéro d'identification local : 5153C
C.2	Indiquer dans quelle monnaie l'émission a eu lieu.	Euro
C.5	Décrire toute restriction imposée à la libre négociabilité des valeurs mobilières.	Chaque Warrant est transmissible selon les lois s'appliquant à chaque cas et, le cas échéant, les réglementations et les procédures respectives applicables du dépositaire central de titres dans les livres duquel le transfert est enregistré.
C.8	Décrire les droits	Loi applicable aux titres :
	attachés aux valeurs mobilières y compris leur rang, y compris	Les Warrants sont régis par la loi allemande. La constitution des Warrants peut être régie par les lois de la juridiction du dépositaire central de titres.
	toute restriction qui leur est applicable.	Droits attachés aux Warrants
		Chaque Warrant confère à son détenteur le droit au montant en espèces détaillé à la section C.15.
		Statut des Warrants
		Les Warrants créent des obligations non garanties et non subordonnées de l'Émetteur qui se classent <i>pari passu</i> les unes par rapport aux autres et par rapport à toutes autres obligations actuelles et futures non garanties et non subordonnées de l'Émetteur, à l'exception des obligations qui ont priorité en raison de dispositions statutaires obligatoires.
		Limitations de droits

		L'Emetteur a le droit de résilier les Warrants et de modifier par voie d'avenant les termes et conditions en application des dispositions prévues aux termes et conditions des Warrants.
C.11	Indiquer si les valeurs mobilières offertes font ou feront l'objet d'une demande d'admission à la négociation, en vue de leur distribution sur un marché réglementé ou sur des marchés équivalents — les marchés en question devant alors être nommés.	Les Warrants ont été admis sur le marché réglementé à la bourse de valeurs de Eurolist, Euronext Paris S.A., qui est un marché réglementé au sens de la Directive 2004/39/CE.
C.15	Décrire comment la valeur de l'investissement est influencée par celle du ou des instrument(s) sous-jacent(s), sauf lorsque les valeurs mobilières ont une valeur nominale d'au moins 100 000 EUR.	Description des Warrants « Put » avec une modalité d'exercice européenne Les Warrants « Put » permettent aux investisseurs de participer avec un effet de levier à la performance négative de la valeur sous-jacente. En contrepartie, cependant, ils participent également sur une base à effet multiplicateur à toute performance positive de la valeur sous-jacente en prenant en plus le risque que le Warrant « Put » expire en perdant totalement sa valeur si le prix de référence de la valeur sous-jacente atteint ou dépasse le prix d'exercice. À la date d'échéance, le montant reçu par les investisseurs est égal au déficit, multiplié par le coefficient multiplicateur, entre le prix de référence de la valeur sous-jacente à la date d'évaluation et le prix d'exercice correspondant. Si le prix de référence est égal ou supérieur au prix d'exercice, le warrant « Put » expire sans valeur.
C.16	Indiquer la date d'expiration ou d'échéance des instruments dérivés ainsi que la date d'exercice ou la date finale de référence.	Date d'échéance: 25.09.2014 Date d'exercice: 18.09.2014 Date d'évaluation: 18.09.2014
C.17	Décrire la procédure de règlement des instruments dérivés.	Dans le cas de Warrants à exercice automatique, cà-d. d'une modalité d'exercice européenne, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au crédit des détenteurs du warrant enregistrés auprès du dépositaire central à la clôture du jour ouvrable bancaire précédent au siège social du dépositaire central de titres. Le dépositaire central de titres s'est engagé auprès de l'Émetteur à faire un transfert ultérieur correspondant.

C.18	Indiquer les modalités relatives au produit des instruments dérivés.	Dans le cas de Warrants à modalité d'exercice européenne, le droit d'option ne peut être exercé par le détenteur du warrant qu'à la date d'évaluation pour le warrant concerné. Si le montant en numéraire aboutit à une valeur positive, le droit d'option attaché au warrant concerné est considéré exercé à la date d'évaluation sans autres conditions préalables et sans soumission d'une notification explicite d'exercice (« Exercice Automatique »).
C.19	Indiquer le prix d'exercice ou le prix de référence final du sous-jacent.	Prix de référence à la date d'évaluation : Cours de clôture
C.20	Décrire le type de sous-jacent utilisé et indiquer où trouver les informations à son sujet.	Type: action ou titre représentant des actions WKN (Numéro d'identification des valeurs mobilières allemandes): 867475 ISIN: FR0000125486 Société: Vinci S.A. Bourse de valeurs mobilières concernée: Euronext Paris Page de Reuters: SGEF.PA
		Site Web: www.vinci.com
Section	n D – Risques	
D.2	Fournir les informations clés concernant les principaux risques propres à l'émetteur.	Risque d'arrêt ou de restriction de la fixation du prix par l'Emetteur Si l'Émetteur devait limiter ou abandonner complètement son intention de fixer les prix de l'offre et de la demande, le danger existerait, au cas où les prix des Warrants ne seraient pas fixés par aucune autre partie, que les investisseurs doivent attendre l'échéance finale des Warrants ou, lorsque l'exercice est possible, qu'ils doivent exercer leur droit d'option.
		Risque de liquidité en dépit d'un accord de transfert de pouvoir et de pertes et profits
		L'Émetteur ne serait également pas en mesure d'honorer les obligations liées aux titres en dépit d'un accord de transfert de pouvoir et de pertes et profits si, dans le cas où l'Émetteur générait une perte nette, bien que la maison mère directe soit en principe tenue de prendre cette perte à son compte, il était incapable ou non disposé à se conformer à cet engagement contractuel en raison de ses propres difficultés de trésorerie ou de surendettement.
		Courtage de transactions pour d'autres sociétés du Groupe et répartition du travail au sein de Citigroup
		L'essentiel du revenu de commission de l'Émetteur se compose du revenu des prix de cession des transactions de courtage avec les sociétés apparentées. Les coûts pour l'Émetteur résultant de l'échange de services avec différentes sociétés du Groupe sont remboursés sur la base des accords existants en utilisant les prix de cession. À cette fin, le revenu et les dépenses, en particulier

le revenu de commission pour les transactions réalisées avec l'assistance de la banque à titre de conseiller dans le cadre de ses activités commerciales, sont déterminés et alloués aux différents secteurs fournissant les services. Les transactions se rapportent à la négociation sur les titres, les émissions d'obligations et la gestion financière d'entreprise ainsi qu'à la vente de produits structurés, dérivés de titres de sociétés et les produits de gestion de devises, et aux opérations bancaires internationales. Ce processus est coordonné étroitement dans l'ensemble des secteurs avec Citigroup Global Markets Limited, Londres, en particulier, et également avec Citibank, N.A., Londres.

Si une décision était prise au sein de Citigroup pour réaffecter les activités concernées à d'autres sociétés du Groupe, l'Émetteur pourrait perdre une importante source de revenu.

Les risques de l'activité de prêt

Le portefeuille de prêt de l'Émetteur consiste principalement en prêts accordés à des clients internationaux dans les secteurs de l'industrie et des services financiers ayant des notations de crédit de qualité. Les défauts de remboursement de prêt ont été évités ces dernières années grâce à cette politique commerciale. Le portefeuille de prêts consiste principalement en un nombre raisonnable d'unités empruntrices, comme le prescrit la loi allemande sur les opérations bancaires. Si des emprunteurs individuels importants du portefeuille de l'Émetteur n'étaient pas en mesure d'honorer leurs obligations, une forte hausse des provisions pour pertes sur prêt serait envisageable en principe et des défauts de remboursement sur prêts pourraient se produire.

Risque de taux d'intérêt

Le département des risques et trésorerie évalue et maîtrise le risque sur taux d'intérêt de l'Émetteur. L'exposition de l'Émetteur à des fluctuations des taux d'intérêt peut être un risque à moyen ou à long terme pour la détention de titres liquides si ceux-ci n'étaient pas à l'origine couverts par des transactions de couverture telles que des accords de swap de taux d'intérêt. Il en va de même pour les emprunts à moyen et long terme accordés par l'Émetteur. Un risque significatif de fluctuation des taux d'intérêt pourrait survenir lorsque les taux d'intérêt ne font pas l'objet d'un suivi attentif et en temps opportun, ce qui peut générer le danger concomitant qu'une mesure pour couvrir une telle exposition au risque de taux d'intérêt ne soit pas prise suffisamment tôt.

Risque opérationnel

L'Émetteur a transféré un certain nombre de domaines qui sont importants pour une gestion et un contrôle appropriés de ses activités économiques et les risques qui s'y rapportent à d'autres sociétés au sein et à l'extérieur de Citigroup. Au cas où les sociétés auxquelles ces domaines ont été transférés ne s'acquitteraient pas de leurs obligations contractuelles ou ne le feraient pas en temps opportun, la capacité de l'Émetteur à assumer ses propres obligations découlant des titres qu'il a émis aux dates prévues pourrait également être compromise.

Risque fiscal

Les décisions fiscales prises concernant l'Émetteur sont régulièrement soumises à un examen ultérieur sous forme d'audit fiscal externe ou d'arbitrage des affaires individuelles par les tribunaux compétents. Cette pratique est courante

et signifie qu'un rappel d'impôts peut être décidé par l'administration fiscale des années après l'évaluation initiale en raison d'un contrôle fiscal ou d'une décision à portée générale rendue par un tribunal fiscal.

Risques généraux liés à l'activité

• Risque de règlement

Le risque qu'une transaction soit traitée de manière incorrecte, ou qu'une transaction soit exécutée différemment des intentions et des attentes de la direction de l'Emetteur.

• Risque en matière d'information

Le risque que l'information, qui a été produite, reçue, transmise ou conservée au sein ou à l'extérieur du siège social de l'Émetteur ne soit plus accessible. En outre, de telles informations peuvent être de qualité médiocre ou avoir été mal exploitées ou encore avoir été obtenues sans autorisation. Le risque en matière d'information inclut également les risques provenant des systèmes en tant que tels et utilisés pour le traitement de l'information.

• Risque de réputation

Il représente le risque pour l'Emetteur que la relation avec ses clients se détériore si le niveau de qualité de ses services est insuffisant ou le risque que les transactions soient traitées de manière incorrecte. Ce risque inclut également le risque de développer des relations d'affaires avec des contreparties dont les pratiques ne sont pas conformes aux normes ou à l'éthique de l'Émetteur.

• Risque lié au personnel

L'Émetteur fait appel à des professionnels et des cadres dirigeants qualifiés. Le risque lié au personnel inclut le risque d'une rotation importante du personnel et le risque que l'Émetteur ne soit pas en mesure de retenir un personnel qualifié en nombre suffisant, mais également le risque que les employés de l'Émetteur enfreignent en connaissance de cause ou par négligence les règles fixées ou les standards éthiques de pratique établis par la société.

• Risques juridiques et réglementaires

L'Émetteur considère les risques juridiques comme tout risque résultant des contrats engageant sa responsabilité et de la loi applicable. Les risques réglementaires résultent de l'environnement juridique dans lequel l'Émetteur réalise ses opérations.

• Risques de fraude

Risques internes et externes de fraude tels que la corruption, le délit d'initié et le vol de données.

D 6	Fournir	les
D.0		100
	informations	clés
	concernant	les

Facteurs généraux de risque des Warrants

Risque de perte totale

principaux risques propres aux valeurs mobilières. Inclure un avertissement informant l'investisseur qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son investissement et/ou. si le risque encouru l'investisseur ne se limite pas à la valeur de investissement, une mention de ce fait, assortie d'une description des cas où ce surcroît de risque se matérialise ainsi que des effets financiers probables cette matérialisation.

Les Warrants constituent des instruments d'investissement particulièrement risqués. Ils impliquent un niveau de risque particulièrement élevé de perdre le capital investi, y compris une perte totale, plus les coûts de transaction encourus et tous les coûts d'emprunt.

Risque de défaillance de l'Émetteur des Warrants

Au cas où l'Émetteur deviendrait insolvable, les investisseurs pourraient subir une perte pouvant aller jusqu'à une perte totale. En tant que titres au porteur, les Warrants n'entrent pas dans le champ des dispositions prévues pour la protection des dépôts.

Risque résultant de fluctuations de prix des Warrants supérieures à la moyenne (effet de levier)

L'une des principales caractéristiques des Warrants est l'effet de levier : une évolution du cours de la valeur sous-jacente peut entraîner une variation disproportionnée du cours du Warrant. En même temps, les Warrants génèrent également des risques de perte supérieurs à la moyenne.

Risque d'absence ou de non-fonctionnement d'un marché secondaire de Warrants ou de manque de disponibilité du système de transactions électroniques de l'Émetteur

Les investisseurs ne devraient pas présumer qu'ils seront en mesure de vendre un Warrant à un moment particulier ou à un prix particulier pendant sa période de validité. Les investisseurs devraient plutôt partir de l'hypothèse que le prix en bourse ne peut se situer que dans les limites de la fourchette de prix acheteur et vendeur indiquée par l'Émetteur, si elle est disponible, et que leurs ordres d'achat ou de vente en bourse seront exécutés avec l'Émetteur en qualité de contrepartie directe ou indirecte.

Risque lié à la cessation du négoce sur le marché secondaire immédiatement avant une échéance finale

L'Emetteur et/ou le marché cessent de négocier les Warrants juste avant leur date d'évaluation. Cependant, le prix de référence de la valeur sous-jacente à la date d'évaluation et/ou le taux de change applicable, lesquels sont importants dans la détermination du montant des Warrants, peuvent varier entre le dernier jour de cotation et la date d'échéance, dans un sens défavorable à l'investisseur. Il existe un risque particulier que le prix de la valeur sous-jacente atteigne, chute au-dessous ou dépasse une barrière pour la première fois juste avant que le prix de référence à la date d'évaluation soit déterminé et après la clôture de la cotation sur le marché secondaire.

Risque sur la devise relatif à la valeur intrinsèque des Warrants

La performance de l'investissement est soumise à un risque sur la devise si la valeur sous-jacente sur laquelle les Warrants sont basés est libellée dans une devise autre que la devise dans laquelle le montant en numéraire est versé (devise de règlement).

Risques d'événements perturbant le fonctionnement du marché

En cas de survenue d'événements perturbant le fonctionnement du marché pour

la valeur sous-jacente, l'Émetteur a le droit de repousser la date d'évaluation du prix de référence de l'exercice. Ceci peut entraîner un risque supplémentaire pour les investisseurs si la valeur sous-jacente réalise une performance négative pendant la durée du report ou, le cas échéant, si le taux de change utilisé pour convertir la valeur intrinsèque en devise de règlement fluctue dans un sens défavorable à l'investisseur.

Facteurs de risque spécifiques au produit

Risque relatif à la perte de la valeur temps des Warrants en fonction de la durée résiduelle

Le prix des Warrants est calculé sur la base de deux composants du prix (la valeur intrinsèque et la valeur temps) La valeur intrinsèque des Warrants pendant leur période de validité est égale à la différence (si elle est positive), multipliée par le coefficient multiplicateur, entre le prix d'exercice et la valeur sous-jacente (warrants Put). Le montant de la valeur temps, d'autre part, est essentiellement déterminée en fonction de la durée résiduelle du Warrant et de la fréquence et de l'intensité des fluctuations du prix de la valeur sous-jacente attendues par l'Émetteur pendant la durée résiduelle du Warrant (volatilité implicite).

Risques relatifs à d'autres facteurs affectant la valeur comme les taux d'intérêt du marché monétaire, les dividendes attendus et les coûts de refinancement de l'Émetteur

Les autres facteurs affectant le prix des Warrants comprennent, notamment, les taux d'intérêt sur le marché monétaire pour la durée résiduelle, le revenu attendu des transactions de couverture de l'Émetteur concernant la valeur sousjacente et le niveau des coûts de refinancement de l'Émetteur pour réaliser ces transactions de couverture.

Même si le prix de la valeur sous-jacente s'élève, dans le cas d'une option call, ou chute, dans le cas d'une option put, la valeur du Warrant peut diminuer en raison des autres facteurs affectant la valeur. Compte tenu de la durée de validité limitée du Warrant, aucune garantie ne peut être donnée quant à une remontée du prix du Warrant dans les délais. Plus la durée résiduelle est courte, plus le risque est grand.

Section E - Offre

E.3

E.2b	Indiquer les raisons de
	l'offre et l'utilisation
	prévue du produit de
	celle-ci, lorsqu'il s'agit
	de raisons autres que la
	réalisation d'un
	bénéfice et/ou la
	couverture de certains
	risques.

Décrire les modalités et

Sans objet; les raisons de l'offre sont de réaliser des profits et/ou de prendre une couverture par rapport à certains risques et le produit net de l'émission de Warrants présentés dans le Prospectus de Base seront utilisés par l'Émetteur à des fins générales.

Méthode de présentation de l'offre, offreur et date d'émission des

	l'offre.	Les Warrants sont offerts de gré à gré en continu.
		L'offre des Warrants commence en France le 22.01.2014.
		Les offreur des Warrants est: l'Émetteur
		La date d'émission est: 22.01.2014
		Restriction imposée à la libre négociabilité des valeurs mobilières
		Les Warrants peuvent être offerts ou vendus seulement si l'ensemble des lois et règlementations relatives aux valeurs mobilières en vigueur dans la juridiction dans laquelle un achat, une offre, une vente ou une livraison de Warrants est effectué ou dans laquelle le présent document est diffusé ou conservé pour inspection ont été respectées, et si tous les consentements ou autorisations nécessaires pour l'achat, l'offre, la vente ou la livraison des Warrants conformément aux normes légales en vigueur dans cette juridiction ont été obtenus.
		En particulier, les Warrants ne sont pas et ne seront pas enregistrés conformément à la Loi sur les valeurs mobilières des États-Unis (<i>United States Securities Act</i>) de 1933 telle qu'amendée. Ils ne peuvent être offerts, vendus, négociés ou livrés au sein des États-Unis directement ou indirectement par ou pour le compte d'un ressortissant des États-Unis (comme défini dans la Réglementation S conformément à la Loi sur les valeurs mobilières des États-Unis de 1933), excepté dans le cas d'exemption des conditions d'enregistrement de la Loi sur les valeurs mobilières. Toute personne recevant le montant de liquidités correspondant aux termes et conditions est considérée comme ayant fait une déclaration indiquant que la personne titulaire des droits découlant des Warrants n'est pas un ressortissant des États-Unis.
		Prix d'émission, frais et taxes relatifs à l'achat
		Le prix d'émission initial est de EUR 0,28.
		Sans objet, l'achat de Warrants ne faisant supporter aucun coût ou taxe à l'Émetteur notamment pour les acheteurs ou les souscripteurs.
E.4	Décrire tout intérêt, y compris les intérêts conflictuels, pouvant influer sensiblement sur l'émission/l'offre.	L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui agissent généralement en qualité d'agent de calcul des Warrants. Cette activité peut entraîner des conflits d'intérêt dans la mesure où les responsabilités de l'agent de calcul comprennent certaines déterminations et décisions qui pourraient avoir un effet négatif sur le prix des Warrants ou le montant des liquidités.
		L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent s'engager dans des transactions de négoce sur la valeur sous-jacente, sur d'autres instruments qui s'y rapportent, ou sur des dérivés, des options boursières ou des contrats à terme en bourse, ou peuvent émettre d'autres valeurs et dérivés fondés sur la valeur sous-jacente. Les sociétés peuvent également intervenir dans l'acquisition de nouvelles parts ou d'autres titres de la valeur sous-jacente ou, dans le cas d'indices de valeurs, de sociétés individuelles incluses dans

les

conditions

Warrants

de

l'indice, ou agir en qualité de conseillers financiers pour les entités auxquelles il est fait référence ou collaborer avec elle dans le secteur de la banque d'affaires. Les sociétés sont tenues de s'acquitter de leurs obligations à ce titre, indépendamment des conséquences qui peuvent en résulter pour les détenteurs de warrants et, le cas échéant, devront prendre les mesures qu'elles considèrent nécessaires ou appropriées pour se protéger ou sauvegarder leurs intérêts dans le cadre de ces relations d'affaires. Les activités visées ci-dessus pourraient entraîner des conflits d'intérêt et avoir un effet négatif sur le prix de la valeur sous-jacente ou des titres qui lui sont associés comme les Warrants.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent émettre des titres dérivés supplémentaires fondés sur la valeur sous-jacente, ou sur des éléments constitutifs de la valeur sous-jacente, notamment des titres dont les caractéristiques sont identiques ou similaires à celles des Warrants. L'introduction de tels produits, qui concurrencent les Warrants, peuvent avoir un effet sur le prix de la valeur sous-jacente ou les éléments constitutifs de la valeur sous-jacente et donc aussi sur le prix des Warrants. L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent recevoir des informations de nature non publique se rapportant à la valeur sous-jacente, ou à des éléments constitutifs de la valeur sous-jacente, mais ne sont pas tenus de les communiquer aux détenteurs de warrants. De plus, les sociétés appartenant à Citigroup ou affiliées à lui peuvent publier des rapports de recherche se rapportant à la valeur sous-jacente ou aux éléments constitutifs de la valeur sous-jacente. Les activités de ce type peuvent créer certains conflits d'intérêt et affecter le prix des Warrants.

E.7 Donner une estimation des dépenses facturées à l'investisseur par l'émetteur ou l'offreur.

Les dépenses estimées pour les Warrants, y compris le coût d'admission à la négociation sont compris(es) dans le prix d'émission ou au prix de vente, le cas échéant. Si l'investisseur achète des Warrants auprès d'un distributeur, le prix d'achat à payer par l'investisseur pourra comprendre des commissions de vente devant être communiquées au distributeur.

Citigroup Global Markets Deutschland AG

Frankfurt am Main

(Issuer)

Final Terms dated

21 January 2014

to the

Tripartite Base Prospectus dated 13 May 2013 as amended (the "Tripartite Base Prospectus")

CALL OR PUT WARRANTS

referenced to the following underlying:

Société Générale

ISIN: DE000CF6Z717

The respective Final Terms to the Tripartite Base Prospectus will be made available as a separate document in paper form free of charge at the address of the relevant paying agent and published on the Issuer's website (www.citifirst.com).

The subject matter of the Final Terms is Call or Put Warrants (Product No. 1) (the "Warrants" or the "Series") based on a share or a security representing shares issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer").

The Final Terms were prepared in accordance with Article 5 (4) of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (as most recently amended by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010) (the "Prospectus Directive") and must be read in conjunction with the Tripartite Base Prospectus (consisting of the Summary and the Securities Note, each dated 13 May 2013, and the Registration Form of Citigroup Global Markets Deutschland AG dated 3 May 2013, including any supplements). Complete information about the Issuer and the offer of the Warrants can be obtained only from a synopsis of these Final Terms together with the Tripartite Base Prospectus (including all related supplements, if any).

The Final Terms to the Tripartite Base Prospectus take the form of a separate document within the meaning of Article 26 (5) of Commission Regulation (EC) No. 809/2004 of 29 April 2004 as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012 and Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012 (the "**Prospectus Regulation**").

An issue specific summary that has been completed for the Warrants is attached to these Final Terms.

INFORMATION ABOUT THE TERMS AND CONDITIONS – ISSUE SPECIFIC CONDITIONS

With respect to the Series of Warrants, the Issue Specific Conditions applicable to the Call or Put Warrants, as replicated in the following from the Tripartite Base Prospectus and supplemented by the information in the Annex to the Issue Specific Conditions as set out below, and the General Conditions contain the conditions applicable to the Warrants (referred to together as the "Conditions"). The Issue Specific Conditions should be read in conjunction with the General Conditions.

Part A. Product Specific Conditions

No. 1 Option Right

Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer") hereby grants the holder (each a "Warrant Holder") of Call or Put Warrants (the "Warrants"), based on the Underlying as specified in detail in each case in Table 1 and Table 2 of the Annex to the Issue Specific Conditions, the right (the "Option Right") to require the Issuer to pay the Cash Amount (No. 2 (1) of the Issue Specific Conditions) or the Termination Amount (No. 2 of the General Conditions) in accordance with these Terms and Conditions.

No. 2 Cash Amount; Definitions

- (1) The "Cash Amount" for each Warrant, subject to the early redemption of the Warrants by the Issuer (No. 2 of the General Conditions), shall be the Intrinsic Value of a Warrant, if the latter is already expressed in the Settlement Currency, or the Intrinsic Value of a Warrant converted into the Settlement Currency using the Reference Rate for Currency Conversion.
- (2) The "Intrinsic Value" of a Warrant shall be the difference, expressed in the Reference Currency and multiplied by the Multiplier, by which the Reference Price of the Underlying determined on the Valuation Date is higher than (Call Warrants) or lower than (Put Warrants) the respective Strike.
- (3) The following definitions shall apply in these Terms and Conditions:

"Additional Securities Euroclear System, Brussels; Clearstream Banking S.A.,

Depositaries": Luxembourg

"Auxiliary Location": London, United Kingdom

"Banking Day": Every day on which the commercial banks in Paris and

Frankfurt am Main are open for business, including trade in foreign currencies and the receipt of foreign currency deposits (except for Saturdays and Sundays), the

TARGET2-System is open and the Central Securities

Depositary settles payments. "TARGET2-System" shall mean the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) payment system or any successor system.

"Central Securities Depositary":

Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

France

"Clearing Territory of the

France

Central Securities Depositary":

"Currency Conversion Date": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Exchange Rate Reference

not applicable

Agent":

"Exercise Date":

I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

Valuation Date

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

The Banking Day at the respective place of the Exercise Agent pursuant to No. 3 (1), on which the exercise prerequisites pursuant to No. 3 (1) are met for the first time at 10:00 a.m. (local time at the place of the

respective Exercise Agent).

"Form of the Warrants": The Warrants will be issued in dematerialized bearer form

(au porteur) and inscribed in the books of the Central Securities Depositary which shall credit the accounts of the Account Holders. No physical document of title (including certificats représentatifs pursuant to Article R.211-7 of the French Monetary and Financial Code (Code monétaire et financier)) will be issued in respect of

the Warrants.

"Issue Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Issuer's Website": www.citifirst.com

"Maturity Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Minimum Exercise Volume": 100 Warrant(s) per ISIN or an integral multiple thereof

"Minimum Trading Volume": 1 Warrant(s) per ISIN or an integral multiple thereof

"Modified Exercise Date + 1": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

not applicable

"Modified Exercise Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

The first Exercise Date which is a Banking Day at the Auxiliary Location and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant Adjustment Exchange as specified in Table 2 of the Annex to the Issue Specific Conditions.

"Modified Valuation Date + 1": not applicable

"Modified Valuation Date": not applicable

"Multiplier": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Number": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Payment Date upon Exercise": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

At the latest the fifth common Banking Day following the Exercise Date at the registered office of the Issuer and the place of the Central Securities Depositary.

"**Reference Currency**": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"**Reference Price**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Reference Rate for Currency

Conversion":

not applicable

"Rollover Date": not applicable

"Settlement Currency": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Strike": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type of Exercise": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Underlying": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Valuation Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

As specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation

Date.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

In case of an exercise during the Exercise Period, the Valuation Date as specified in Table 2 of the Annex to the Issue Specific Conditions; in case of an Automatic Exercise, the Valuation Date as specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation Date.

No. 3 Exercise of the Option Rights

I. Applicable in the case of Warrants with a European Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

- (1) The Option Right may be exercised by the Warrant Holder only with effect as of the Valuation Date for the respective Warrant. If the Cash Amount results in a positive value, the Option Right attaching to the respective Warrant shall be deemed to be exercised on the Valuation Date without further preconditions and without the submission of an explicit Exercise Notice (referred to in the following as "Automatic Exercise").
- (2) The Issuer will transfer any positive Cash Amount to the Central Securities Depositary on the Maturity Date for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid.
- (3) The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer. In the event that the onward transfer of the Cash Amount or of the fair market value is not possible within three months after the Maturity Date ("Presentation Period"), the Issuer shall be entitled to deposit the relevant amounts with the Frankfurt am Main Local Court for the Warrant Holders at their risk and expense with a waiver of its right to reclaim those amounts. Upon the deposit of the relevant amounts with the Court, the claims of the Warrant Holders against the Issuer shall expire.
- (4) All taxes or other levies that may be incurred in connection with the payment of the Cash Amount or of the fair market value shall be borne by the Warrant Holders.
- (5) If the Valuation Date falls between the date on which the Issuer determines that there are grounds for making an Adjustment in accordance with No. 6 of the Issue Specific Conditions and the date on which the Issuer has given notice of the Adjustments (referred to in the following as the "Adjustment Period"), the Valuation Date shall be the first Banking Day common to the head office of the Issuer and to the location of the Central Securities Depositary following the date on which the Issuer has given notice of the Adjustments for the Valuation Date. The calculation of the Cash Amount in accordance with No. 2 of the Issue Specific Conditions shall be based on the relevant Reference Price of the Underlying on the Valuation Date together with the Adjustments made by the Issuer.
- (6) The Cash Amount and the fair market value shall be paid in the Settlement Currency without a requirement for the Issuer to give notice of any kind.
- (7) A declaration shall be deemed to have been made automatically that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell

or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell, resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the respective series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

(1) For the exercise of the Warrants to be effective, the holder of the respective Warrant must comply with the preconditions set out below with respect to the relevant Exercise Agent within the Exercise Period for the respective Warrant. The Exercise Period for the Warrants shall begin in each case on the third Banking Day after the Issue Date and shall end in each case at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the Valuation Date or, if the Reference Price of the Underlying is usually determined before 11.00 a.m. (local time at the location of the relevant Exercise Agent), the Exercise Period ends at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the last Trading Day preceding the last Valuation Date. The provisions of paragraphs (2) to (4) of this No. 3 II shall also apply.

If the Option Rights are exercised via the Exercise Agent in **France**, the Warrant Holder must submit to Citibank International plc., France (the "**Exercise Agent**") at the following address:

Citibank International plc. - Service Titres, 1-5 Rue Paul Cezanne, 75008 Paris, France a properly completed "Paris" Exercise Notice for the respective ISIN (International Securities Identification Number) using the form available from the Issuer (referred to in the following as "Exercise Notice") and must have transferred the Warrants which it is intended to exercise

- to the Issuer crediting its account No. 186 at Euroclear France, account nature 51 or its account No. 67098 at Clearstream Luxembourg.

The Exercise Notice must specify:

- the ISIN (International Securities Identification Number) of the Warrant series and the number of Warrants intended to be exercised and
- the account of the Warrant Holder with a bank in France into which the Cash Amount is to be paid. If the Exercise Notice does not specify an account or specifies an account outside France, a check for the Cash Amount will be sent to the Warrant Holder at his risk by normal post to the address given in the Exercise Notice within five (5) Banking Days in Frankfurt am Main and Paris following the Valuation Date.
- Confirmation must also be given that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell,

resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

- (2) The Exercise Notice shall become effective on the Exercise Date according to No. 2 (3) of the Issue Specific Conditions. The Exercise Notice may not be revoked, including during the period prior to the date on which it becomes effective. All of the preconditions set out in No. 3 (1) of the Issue Specific Conditions must be satisfied within five (5) Banking Days of the occurrence of the first precondition. In any other circumstances, the Issuer shall have the right to return any payments already made to the Warrant Holder without interest at his risk and expense; in this event the Exercise Notice shall not become effective.
- (3) Option Rights that have not been exercised effectively in accordance with paragraphs (1) and (2) shall be deemed, subject to early termination by means of extraordinary Termination pursuant to No. 2 of the General Conditions, to be exercised on the final day of the Exercise Period without further preconditions, if the Cash Amount is positive ("Automatic Exercise"). In the event of Automatic Exercise, the confirmation referred to in the last subparagraph of paragraph (1) shall be deemed to have been given automatically. In any other circumstances, all rights arising from the Warrants that have not been exercised effectively by then shall expire on that day and the Warrants shall become invalid.
- (4) All taxes or other levies that may be incurred in connection with the exercise of the Warrants shall be borne by the Warrant Holder. The exercise or settlement amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.
- (5) The Issuer will transfer any Cash Amount to the Central Securities Depositary on the Payment Date upon Exercise for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid. The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer.

No. 4 (not applicable)

Part B. Underlying Specific Conditions

No. 5 Underlying

- (1) The "**Underlying**" shall be the share or security representing shares specified as the Underlying in Table 2 of the Annex to the Issue Specific Conditions of the Company specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Company**").
- (2) The "Reference Price" of the Underlying shall correspond to the price specified as the Reference Price of the Underlying in Table 1 of the Annex to the Issue Specific Conditions,

as calculated and published on Trading Days on the Relevant Exchange specified in Table 2 of the Annex to the Issue Specific Conditions (the "Relevant Exchange"). "Trading Days" shall be days on which the Underlying is normally traded on the Relevant Exchange. "Trading Hours" shall be hours during which the Underlying is normally traded on the Relevant Exchange on Trading Days.

No. 6 Adjustments

(1) If an Adjustment Event pursuant to paragraph (2) of this No. 6 occurs, the Issuer shall determine whether the relevant Adjustment Event has a diluting, concentrative or other effect on the computed value of the Underlying and, if such is the case, shall if necessary make a corresponding Adjustment to the affected features of the Warrants, which in its reasonable discretion is appropriate in order to take account of the diluting, concentrative or other effect and to leave the Warrant Holders as far as possible in the same position in financial terms as they were in before the Adjustment Event took effect. The Adjustments may relate, inter alia, to the Strike, the Multiplier and other relevant features, as well as to the replacement of the Underlying by a basket of shares or other assets or, in the event of a merger, by an adjusted number of shares of the absorbing or newly formed company and, where relevant, the specification of a different exchange as the Relevant Exchange and/or a different currency as the Reference Currency. The Issuer may (but is not obliged to) base the determination of this appropriate Adjustment on the adjustment made in response to the relevant Adjustment Event by a futures exchange, on which options or futures contracts on the Underlying are traded at the time of the Adjustment Event, in respect of options or futures contracts on the relevant share traded on that futures exchange.

(2) An "Adjustment Event" shall be:

- (a) the subdivision (stock split), combination (reverse stock split) or reclassification of the respective shares or the distribution of dividends in the form of bonus shares or stock dividends or a comparable issue;
- (b) the increase in the capital of the Company by means of the issue of new shares in return for capital contributions, with the grant of a direct or indirect subscription right to its shareholders (capital increase for capital contributions);
- (c) the increase of the capital of the Company from its own financial resources (capital increase from corporate funds);
- (d) the grant by the Company to its shareholders of the right to subscribe for bonds or other securities with option or conversion rights (issue of securities with option or conversion rights);
- (e) the distribution of an extraordinary dividend;
- (f) the spin-off of a division of the Company in such a way that a new, independent company is formed or the division is absorbed by a third company, with the grant to the

- shareholders of the Company of shares in either the new company or the absorbing company for no consideration;
- (g) the permanent delisting of the Underlying on the Relevant Exchange as a result of a merger by absorption or new company formation or for another reason;
- (h) other comparable events that could have a diluting, concentrative or other effect on the calculated value of the Underlying.
- (3) The rules described in the preceding paragraphs shall apply analogously to securities representing shares as the Underlying (such as ADRs, ADSs or GDRs).
- (4) Changes in the method of calculating the Reference Price or other prices for the Underlying that are relevant in accordance with these Terms and Conditions, including a change in the Trading Days or Trading Hours relevant for the Underlying, shall entitle the Issuer to adjust the Option Right accordingly in its reasonable discretion. The Issuer shall determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change.
- (5) In the event that the Underlying is permanently delisted on the Relevant Exchange but continues to be listed on another exchange or another market which the Issuer in its reasonable discretion considers to be suitable (the "New Relevant Exchange"), then, subject to extraordinary Termination of the Warrants by the Issuer pursuant to No. 2 of the General Conditions, the Cash Amount shall be calculated on the basis of the corresponding prices for the Underlying calculated and published on the New Relevant Exchange. In addition, all references in these Terms and Conditions to the Relevant Exchange shall then be deemed, insofar as the context allows, to be references to the New Relevant Exchange.
- (6) In the event that a voluntary or compulsory liquidation, bankruptcy, insolvency, winding up, dissolution or comparable procedure affecting the Company is initiated, or in the event of a process as a result of which all of the shares in the Company or all or substantially all of the assets of the Company are nationalized or expropriated or required to be transferred in some other way to government bodies, authorities or institutions, or if following the occurrence of an event of another kind the Issuer reaches the conclusion that it is not possible to make an Adjustment that would reflect the changes that have occurred appropriately from a financial point of view, then the Issuer will terminate the Warrants pursuant to No. 2 of the General Conditions.
- (7) The Issuer shall give notice of the Adjustments and the date on which the Adjustments become effective in accordance with No. 4 of the General Conditions.

No. 7 Market Disruption Events

(1) If a Market Disruption Event in accordance with paragraph (2) of this No. 7 exists on the Valuation Date, then the Valuation Date shall be postponed to the next following day which fulfills the criteria for a Valuation Date in accordance with No. 2 of the Issue Specific Conditions and on which a Market Disruption Event no longer exists. The Issuer shall endeavor to give notice to the Warrant Holders without delay in accordance with No. 4 of the

General Conditions that a Market Disruption Event has occurred. However, there shall be no obligation to give notice. If, as a result of the provisions of this paragraph, the Valuation Date has been postponed for five (5) consecutive days that fulfill the criteria for a Valuation Date in accordance with No. 2 (3) of the Issue Specific Conditions and if the Market Disruption Event continues to exist on that day as well, then that day shall be deemed to be the Valuation Date and the Issuer shall determine the Cash Amount in its reasonable discretion taking account of the market conditions prevailing on any such deemed Valuation Date.

(2) "Market Disruption Event" shall mean

- (i) the suspension or restriction of trading in the Underlying on the Relevant Exchange, or
- (ii) the suspension or restriction of trading (including the lending market) in a futures or options contract based on the Underlying on a Futures Exchange on which futures or options contracts based on the Underlying are traded (the "Futures Exchange");

if that suspension or restriction occurs or exists in the last half-hour before the calculation of the closing price of the Underlying that would normally take place and is material as determined by the Issuer in its reasonable discretion. A change in the Trading Days or Trading Hours on or during which the Underlying is traded does not constitute a Market Disruption Event, provided that the change takes place as the result of a previously announced change in the trading regulations by the Relevant Exchange.

ANNEX TO THE ISSUE SPECIFIC CONDITIONS

Table 1 – supplementary to Part A. Product Specific Conditions

Issue Date: 22/01/2014

Initial value date in France: 27/01/2014

ISIN / Local Trading Code	Underlying	Туре	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike	Multiplier	Valuation Date / Maturity Date	Type of Exercise	Number	Reference Price of the Underlying ("Reference Price")
DE000CF6Z717 / 5154C	Société Générale	CALL	No	EUR 0.15	Euro (EUR)	EUR 48.00	0.2	20/03/2014 / 27/03/2014	European	3,000,000	Closing price

Table 2 – supplementary to Part B. Underlying Specific Conditions

Underlying (Company) / Share type	ISIN or Reuters	Relevant Stock Exchange /	Valuation Date /	Currency in which the
	Code of the	Relevant Adjustment Exchange for the	Currency Conversion Date	Reference Price is expressed
	Underlying	Underlying ("Adjustment Exchange")		("Reference Currency")
Société Générale S.A. / Common Shares	FR0000130809	Euronext Paris / EUREX Frankfurt	See Table 1 / not applicable	Euro (EUR)

The following specific meanings shall apply in this context:

Deutsche Börse AG, Frankfurt, Germany (XETRA®)

EUREX : EUREX, Frankfurt, Germany

STOXX Limited, Zurich : STOXX Limited, Zurich, Switzerland

Dow Jones & Company, Inc., New York, U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

Nikkei Inc. : Nikkei Inc., Tokyo, Japan

Standard & Poor's Corp., New York, N.Y., U.S.A.

AEX Options and Futures Exchange : AEX Options and Futures Exchange, Amsterdam, The Netherlands

Bolsa de Derivados Portugal : Bolsa de Derivados Portugal, Lisbon, Portugal

EUREX : EUREX, Zurich, Switzerland

Euronext Amsterdam/ Euronext Lisbon/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Euronext Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Discrete Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Paris S.A., Paris, France

Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.) : Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.), Helsinki, Finland

Helsinki Derivatives Exchange (HEX Ltd.) : Helsinki Derivatives Exchange (HEX Ltd.), Helsinki, Finland

HSIL : Hang Seng Indexes Company Limited ("HSIL"), Hong Kong, China

Madrid stock exchange : Bolsa de Madrid, Madrid, Spain

MEFF
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
New York Stock Exchange, New York, NY, USA
OCC
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signatu

OSE : Osaka Securities Exchange, Osaka, Japan TSE : Tokyo Stock Exchange, Tokyo, Japan SIX Swiss Exchange, Swiss Exchange : SIX Swiss Exchange, Switzerland

RISK FACTORS

Investors should read carefully the risk factors set out under "I. Risk factors of Warrants" in the Securities Note and under 1. in the Registration Form.

In particular, the following optional risk factors that relate only to certain types of Warrants are applicable to these Warrants (please refer to "I. Risk factors of Warrants" in the Securities Note):

- Risk relating to the loss of time value of Warrants depending on the remaining term
- Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs

ADDITIONAL INFORMATION

Name and address of the paying agents and the calculation agent

Paying Agent(s):

Citigroup Global Markets Ltd., 1-5 Rue Paul Cézanne, 75008 Paris, France

Calculation Agent:

Citigroup Global Markets Deutschland AG, Frankfurter Welle, Reuterweg 16, D-60323 Frankfurt am Main, Federal Republic of Germany

Conflicts of interest

With respect to interests of natural and legal persons involved in the issue and resulting potential conflicts of interest, please refer to "4. Risk of conflicts of interest" under "I. Risk factors of Warrants" in the Securities Note.

Offer method

The Warrants are being offered over-the-counter on a continuous basis in one series.

The offer of the Warrants begins in France on 22/01/2014.

Stock exchange listing

The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.

Consent to the use of the Prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*, "WpPG").

Issue price, price calculation and costs and taxes on purchase

The initial issue price is specified in Table 1 of the annex to the Issue Specific Conditions.

Both the initial issue price and the bid and offered prices quoted by the Issuer during the term of the Warrants are calculated using theoretical pricing models. In this context, the bid and offered prices for the Warrants are determined on the basis, among other things, of the mathematical value of the Warrants, the costs of hedging and accepting risk and the expected return. Please see also the information provided under "Risk relating to the calculation of the warrant prices" and "4. Risk of conflicts of interest", both in Section "I. Risk factors of Warrants".

No costs or taxes of any kind for the warrant holders will be deducted by the Issuer whether the Warrants are purchased off-market (in countries where this is permitted by law) or via a stock exchange. Such costs or taxes should be distinguished from the fees and costs charged to the purchaser of the Warrants by his bank for executing the securities order, which are generally

shown separately on the statement for the purchase transaction in addition to the price of the Warrants. The latter costs depend solely on the particular terms of business of the warrant purchaser's bank. In the case of a purchase via a stock exchange, additional fees and expenses are also incurred. Furthermore, warrant holders are generally charged an individual fee in each case by their bank for managing the securities account. Notwithstanding the foregoing, profits arising from the Warrants or capital represented by the Warrants may be subject to taxation.

Information on the underlying

Website: www.societegenerale.com

Disclaimers in relation to Share Prices used as Underlyings

Insofar as share prices are the underlying of Warrants issued by the issuer and described in this Final Terms document, the respective public limited company that has issued the relevant shares, to whose reference price the Warrants relate (the "Issuer of the Underlying"), does not express any recommendation for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main. The Issuer of the underlying neither directly nor indirectly assumes any liability for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main.

The Warrants are the sole obligation of Citigroup Global Markets Deutschland AG and do not involve liability on the part of the Issuer of the underlying. This is not an offer of shares. The Issuer of the underlying has not been and does not want to be involved, neither directly nor indirectly, in deciding the timing of the issue, or the preparation of this document, or the constitution of the option rights under these securities. Furthermore, the Warrant Holder will not have any right through the Warrant to any information, votes or dividends in the Issuer of the underlying.

Publication of additional information

The Issuer does not intend to provide any additional information about the underlying.

The Issuer will publish additional notices described in detail in the terms and conditions. Examples of such notices are adjustments of the features of the Warrants as a result of adjustments relating to the underlying which may, for example, affect the conditions for calculating the cash amount or a replacement of the underlying. A further example is the early redemption of the Warrants if an adjustment cannot be made.

Notices under these terms and conditions are generally published on the Issuer's website. If and to the extent that mandatory provisions of the applicable laws or exchange regulations require notices to be published elsewhere, they will also be published, where necessary, in the place prescribed in each case.

Selling restrictions

Information on selling restrictions can be found under "VI. Selling restrictions" in the Securities Note.

ANNEX – ISSUE SPECIFIC SUMMARY

Section A – Introduction and warnings

This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the A.1 "Issuer") and of the Warrants issued under the Tripartite Base Prospectus. The Summary is intended as an introduction to the Tripartite Base Prospectus, which comprises this Summary, the Registration Form of Citigroup Global Markets Deutschland AG dated 03 May 2013 including any supplements and the Securities Note of Citigroup Global Markets Deutschland AG dated 13 May 2013. Investors should therefore ensure that any decision to invest in the Warrants is based on a review of the entire Prospectus, including any supplements and the Final Terms. Where claims relating to the information contained in a base prospectus, any supplements, and the respective Final Terms are brought before a court, the investor acting as plaintiff may, as a result of the laws of individual member states of the European Economic Area, have to bear the costs of translating the base prospectus, any supplements, and the Final Terms into the language of the court prior to the commencement of legal proceedings. The Issuer can be held liable for the content of this Summary, including any translation prepared, but only in the event that the Summary is misleading, inaccurate or inconsistent when read in conjunction with the other parts of the Prospectus, or, when read in conjunction with the other parts of the Tripartite Base Prospectus, does not convey all of the key information required.

A.2 Consent to use the prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent) for offers in France (the "Offer State"). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (Wertpapierprospektgesetz, "WpPG").

In the event of an offer by a financial intermediary, the terms and conditions of the offer must be provided to investors at the time of the offer by the financial intermediary.

Sectio	n B – Issuer and any g	guarantors
B.1	The legal and commercial name of the issuer.	The legal and commercial name of the Issuer is Citigroup Global Markets Deutschland AG.
B.2	The domicile and legal form of the issuer, the legislation under which the issuer operates and its country of incorporation.	Prankfurt am Main; the address of Citigroup Global Markets Deutschland AG is Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, Federal Republic of Germany (telephone +49 (0)69-1366-0). Legal form and jurisdiction The Issuer is a stock corporation (Aktiengesellschaft, "AG") under German law. Place of registration The Issuer is entered in the commercial register of the Frankfurt am Main Local Court under the number HRB 88301.

	T.	
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Bank expects world economic growth in 2013 to increase slightly from 2.5 per cent to 2.6 per cent. In 2014 growth should increase to 3.2 per cent. The slowdown in worldwide economic growth was principally due to the slowdown of growth in the industrialized countries. The Bank expects moderate growth of 1.0 per cent for industrialized countries in 2013 and a modest increase to 1.6 per cent in 2014.
		Overall the Bank expects continued significant variations between different regions in the world.
		The Bank expects a mild recession in the Eurozone (the Bank's growth forecasts are for -0.6 per cent and -0.4 per cent for 2013 and 2014). This is seen to be due to the continuing sovereign debt crisis and the high level of private sector indebtedness in the peripheral European countries. The ECB is expected to continue to act to stabilise markets and to reduce interest rates in the second quarter of 2013 depending on further economic growth in the Eurozone, which could be followed by a forecast final interest rate reduction in the second half of the year. The Bank considers it likely that Southern Europe and Ireland will only gradually reach a common sustainable fiscal path. If the core countries in future are no longer prepared to increase their support for the peripheral states, this could lead to a raft of debt restructurings (with likely longer maturities and interest rate reductions), but probably not before 2015.
		In the Warrants and Certificates Division, the competition is expected to remain intense among leading issuers. Further regulatory challenges are expected, which have to be integrated into the business in a timely manner.
		Given the forecasts made by the individual business divisions and a restrictive cost management approach, the Bank is expecting continued overall profits in fiscal years 2013 and 2014.
B.5	If the issuer is part of a group, a description of the group and the issuer's position	The Issuer is a member of the German subgroup of Citigroup. As a public limited company, it is managed by the executive board. The Issuer is wholly-owned by the German holding company, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, a limited partnership with registered offices in Frankfurt/Main.
	within the group.	Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is also a silent partner of the Issuer, having a silent equity interest ("Stille Einlage") totalling EUR 122,710,051.49 as of 30 November 2012. The general partner of Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is Citigroup Global Markets Finance LLC (USA). The sole limited partner is Citi Overseas Investment Bahamas Inc.
		All shares of Citigroup Global Markets Finance LLC are held by Citi Overseas Investment Bahamas Inc., the sole shareholder of which is Citibank Overseas Investment Corporation (USA). This company is in turn 100 per cent owned by Citibank, N.A. (USA). Citibank, N.A. (USA) is a 100 per cent owned subsidiary of Citicorp (USA), which in turn is a 100 per cent owned subsidiary of Citigroup, Inc. (USA).
B.9	Where a profit	Not applicable; the Issuer has decided not to make any profit forecasts or profit

	forecast or estimate is made, state the figure.	estimates in the Base Prospectus.					
B.10	A description of the nature of any qualifications in the audit report on the historical financial information.	The annual financial statements of the Issuer for the financial years from 1 December 2011 to 30 November 2012 and 1 December 2010 to 30 November 2011 were audited by the Issuer's statutory auditor and certified with an unqualified auditor's opinion.					
B.12	Selected historical key financial information regarding the issuer, presented for each financial year of the period	Deutschland AG The table below provides a comparison of certain noteworthy financial state which have been taken from the audited financial statements 2012 between prior fiscal year (fiscal year 2011) and fiscal year 2012 and thereby reveal the provided AG:					
	covered by the historical financial information and any		30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro			
	subsequent interim	Balance sheet total	9,543	8,690			
	financial period accompanied by	Business volume	11,162	10,163			
	comparative data	Equity capital	590	588			
	from the same	Loan portfolio	5,365	5,196			
	period in the prior financial year,	Number of employees	348	361			
	except that the	- Company of the comp			I		
	requirement for comparative balance sheet information is satisfied by		01.12.2011 - 30.11.2012 in million Euro	prior fiscal year (01.12.2012 - 30.11.2011) in million Euro			
	presenting the year- end balance sheet	Interest income from operations	11	29			
	information. A statement that there	Commissions from brokerage business	111	96			
	has been no material adverse change in the	Commissions from securities business	18	17			
	prospects of the issuer since the date	Net income from financial trading operations	25	60			
	of its last published audited financial	General administrative expenses	161	137			
	statements or a description of any material adverse change.	As of the balance sheet da following components:	ate, the balance s	sheet equity cap	ital consists of the		
	A description of						

significant changes in the financial or trading position of the issuer subsequent to the period covered by the historical financial information.

	30.11.2012 in million Euro (audited)	prior fiscal year (30.11.2011) in million Euro (audited)
Subscribed capital		
Share capital	210.6	210.6
Silent partner capital	122.7	122.7
Capital reserves	195.8	193.8
Legal reserves	33.0	33.0
Other earnings reserves	27.9	27.9

In addition, as part of incorporating the new rules under the BilMoG pursuant to § 340g of the German Commercial Code (HGB), a new separate item was created ("Fund for general banking risks") in the amount of EUR 9.4m (EUR 6.6m in the previous year).

The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows:

	30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro
Equity capital on balance sheet	590.0	588.0
Less intangible assets	0	-1.2
Core capital	599.3	594.3
Supplementary capital	0.0	0.0
Equity capital	599.3	594.3
Capital ratios		
Tier one capital in %	33.6	29.3
Total capital ratio in %	33.6	29.3

Despite the debt crisis in the Eurozone and the concomitant volatility on the international financial markets, Citigroup Global Markets Deutschland AG was once again able to earn a profit in the recently completed fiscal year.

Key Semi-Annual Financial Information of Citigroup Global Markets Deutschland AG

The table below provides a comparison of certain noteworthy financial statistics for the first half of the financial year 2013 which have been taken from the unaudited interim financial statements 2013 between the prior fiscal year and/or the previous year's figures and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

		1	
	31.05.2013	30.11.2012	
	in million Euro	in million Euro	

Balance sheet total	11,147	9,543
Business volume	12,628	11,162
Equity capital	590	590
Loan portfolio	5,179	5,365
Number of employees on the balance sheet date	263	334

	01.12.2012 - 31.05.2013 in million Euro	01.12.2011 - 31.05.2012 in million Euro
Interest income from operations	3	7
Commissions from brokerage business	20	33
Commissions from securities business	8	9
Net income from financial trading operations	29	16
General administrative expenses	72	70

Statements as regards trend information and financial or trading position

The Issuer declares that since the date of the last audited annual financial statements on 30 November 2012 no material adverse change in the prospects of the Issuer has occurred.

Furthermore, the Issuer declares that since the date of the last interim financial statements on 31 May 2013 no significant change has occurred in the financial or trading position of the Issuer.

B.13 A description of any recent events particular to the issuer which are to a material extent relevant to the evaluation of the issuer's solvency.

Significant events that may have a material impact on the assessment of the Issuer's solvency can not be determined at the moment. However, Citigroup Global Markets Deutschland AG is currently subject to an extra-ordinary audit on withholding taxes by the Frankfurt-Hoechst tax authority for the years 2007-2008. In this context the tax authority has expressed its view that Citigroup Global Markets Deutschland AG may not have deducted and paid withholding taxes from dividends received in connection with so called cum-ex transactions for shares held by it in custody for its clients as required. Based on these findings the tax authority is currently of the view that Citigroup Global Markets Deutschland AG is liable for non deducted withholding taxes in the amount of more than Euro 706 million for the years 2007 and 2008. In case the tax authority's view should succeed further tax liability for the years 2009 to 2011 may arise which can not be estimated at the moment.

The main starting point for the liability claim of the tax authorities is the question if Citigroup Global Markets Deutschland AG is to be qualified as a German bank

		executing the trade (<i>die den Verkaufsauftrag ausführende Stelle</i>) in the respective years. Furthermore, the method applied to identify the amount of the liability claim is debatable as well as the question if Citigroup Global Markets Deutschland AG can be held liable as principal debtor. Citigroup Global Markets Deutschland AG has obtained legal advice from a reputable tax consultant office as well as from a reputable accounting firm. Based thereon, the management of Citigroup Global Markets Deutschland AG is of the view that the likelihood to win any legal proceedings in this matter exceeds 50 per. cent. On this basis, Citigroup Global Markets Deutschland AG's management has decided to put up a reserve only for expected legal advice and litigation expenses, if any, and has decided that 2 million Euro is an adequate figure in this respect. Furthermore, it should be noted that Citigroup is currently evaluating measures to
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	optimize its organizational structure. Citigroup Global Markets Finance Corporation as the German holding company owns 100% of the shares of the Issuer. Pursuant to § 17 (2) of the German Stock Corporation Act (<i>Aktiengesetz</i> , "AktG"), it is assumed that a company in which a majority of the shares is held by another company is dependent upon that other company.
B.15	A description of the issuer's principal activities.	The Issuer is engaged in the business of corporate and investment banking and offers companies, governments and institutional investors comprehensive financial solutions in the areas of investment banking, fixed income, foreign exchange, equities and derivatives, and global transaction services; in addition it is a leading issuer of warrants and certificates whose end investors are predominantly retail clients. Since the end of 2012 the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.
B.16	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control.	In addition to the inclusion of the Issuer in the Citigroup Inc. group of companies referred to above, the Issuer is also party to a control and profit and loss transfer agreement with its immediate parent company. Under the terms of the agreement, the Issuer has placed the management of its business under the control of its immediate parent company. Accordingly, the immediate holding company has the right to give instructions to the Issuer. The agreement also requires the Issuer to transfer its entire profit to its immediate parent company. In return, the immediate parent company is required to make up any annual loss of the Issuer arising during the period of the agreement, as provided in detail by § 302 (1) and (3) AktG.

\$	Section C – Securities		
(C.1	A description of the	Type/form of the Warrants
		type and the class of the securities being offered	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with

	and/or admitted to trading, including any security identification number.	options. One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. The leverage effect of the Warrant operates in both directions – not only to the investor's advantage in the event of the favorable performance of the factors determining the value, but also to the investor's disadvantage in the event of their unfavorable performance. The payment due under a Warrant on exercise or early termination depends on the value of the underlying at the relevant time.
		The Warrants will be issued in dematerialized bearer form (<i>au porteur</i>) and inscribed in the books of the central securities depositary which shall credit the accounts of the account holders. No physical document of title (including <i>certificats représentatifs</i> pursuant to Article R.211-7 of the French Monetary and Financial Code (<i>Code monétaire et financier</i>)) will be issued in respect of the Warrants.
		Security identification number
		ISIN: DE000CF6Z717
		Local Code: 5154C
C.2	Currency of the securities issue.	Euro
C.5	A description of any restrictions on the free transferability of the securities.	Each Warrant is transferable in accordance with the laws applying in each case and, where relevant, the respective applicable regulations and procedures of the securities depositary in whose records the transfer is registered.
C.8	A description of the	Applicable law for the securities
	rights attached to the securities including ranking and including limitations to those	The Warrants are subject to German law. The constituting of the Warrants may be governed by the laws of the jurisdiction of the central securities depository.
	rights.	Rights attached to the Warrants
		Each Warrant grants the holder the right to the cash amount as described in more detail under C.15.
		Status of the Warrants
		The Warrants create direct, unsecured and unsubordinated obligations of the Issuer that rank <i>pari passu</i> in relation to one another and in relation to all other current and future unsecured and unsubordinated obligations of the Issuer, with the exception of obligations that have priority due to mandatory statutory provisions.
		Limitations to the rights
		The Issuer has the right to terminate the Warrants and to amend the terms and conditions pursuant to the provisions specified in the terms and conditions of the Warrants.

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C.11	An indication as to whether the securities offered are or will be the object of an application for admission to trading, with a view to their distribution in a regulated market or other equivalent markets with an indication of the markets in question.	The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.
C.15	A description of how	Description of Call Warrants with European type of exercise
	the value of the investment is affected by the value of the	Call Warrants enable investors to participate on a disproportionate (leveraged) basis in the positive performance of the underlying.
	underlying instrument(s), unless the securities have a denomination of at least EUR 100,000.	In return, however, they also participate on a leveraged basis in any negative performance of the underlying and in addition bear the risk that the Call Warrant may expire worthless if the reference price of the underlying reaches or falls below the strike.
		On the maturity date, the cash amount received by the investors is the difference, multiplied by the multiplier, by which the reference price of the underlying determined on the valuation date is higher than the respective strike. If the reference price is equal to or lower than the strike, the Call Warrant expires worthless.
C.16	The expiration or	Maturity date: 27/03/2014
	maturity date of the derivative securities –	Exercise date: 20/03/2014
	the exercise date or final reference date.	Valuation date: 20/03/2014
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants with automatic exercise, i.e. a European type of exercise, the Issuer will transfer any positive cash amount to the central securities depositary on the maturity date for the credit of the warrant holders registered with the central securities depositary at the close of business on the preceding banking day at the head office of the central securities depositary.
		The central securities depositary has given an undertaking to the Issuer to make a corresponding onward transfer.
C.18	A description of how the return on derivative securities takes place.	In the case of Warrants with a European type of exercise, the option right may be exercised by the warrant holder only with effect as of the valuation date for the respective Warrant. If the cash amount results in a positive value, the option right attaching to the respective Warrant is deemed to be exercised on the valuation date without further preconditions and without the submission of an explicit exercise notice ("Automatic Exercise").

C.19	The exercise price or the final reference price of the underlying.	Reference price on the valuation date: Closing price
C.20	A description of the type of the underlying and where the information on the underlying can be found.	Type: share or security representing shares WKN: 873403 ISIN: FR0000130809 Company: Société Générale S.A. Relevant stock exchange: Euronext Paris Reuters page: SOGN.PA Website: www.societegenerale.com
Section	D – Risks	
D.2	Key information on the key risks that are specific to the issuer.	Risk of the cessation or limitation of price-setting by the Issuer If the Issuer were to limit or completely abandon its voluntary intention to set bid and offered prices, there would be a danger, if prices for Warrants were not set by any other party that investors would have to wait for the final maturity of the Warrants or, where early exercise is possible, exercise the option right.
		Liquidity risk despite control and profit and loss transfer agreement The Issuer would also be unable to meet its obligations arising from the securities despite the control and profit and loss transfer agreement if, in the event that the Issuer generated a net loss, while the immediate parent company would in principle be required to assume that loss, it was unable or unwilling to comply with this contractual obligation as a result of its own liquidity difficulties or overindebtedness.
		Brokerage of transactions for other Group companies and allocation of work within Citigroup
		The great majority of the Issuer's commission income consists of transfer pricing income from brokerage transactions with affiliated companies. The Issuer's costs arising from the exchange of services with individual Group companies are reimbursed on the basis of existing agreements using transfer prices. For this purpose, income and expenses, in particular commission income for transactions assisted by the bank in an advisory capacity in the context of its sales activities, are determined and allocated to the relevant areas providing the services. The transactions relate to equity trading, bond issues and corporate finance as well as to the sale of structured products, corporate derivatives and currency management products, and also global relationship banking. This process is coordinated closely across all areas with Citigroup Global Markets Limited, London, in particular, and also with Citibank, N.A., London.

If a decision were made within Citigroup to reallocate the relevant activities to other Group companies, the Issuer could lose a material source of income.

Risks in the lending business

The Issuer's loan portfolio consists mainly of loans to international customers in the industrial and financial services sectors with investment grade credit ratings. Loan defaults have been avoided in recent years thanks to this business policy. The loan portfolio is mainly concentrated on a manageable number of borrower units, as defined by German banking law. If significant individual borrowers in the Issuer's portfolio were unable to meet their obligations, therefore, a substantial increase in loan loss provisions would be conceivable in principle and loan defaults could occur.

Interest rate risk

Risk-Treasury assesses and controls the Issuer's interest rate risk. The Issuer's exposure to changes in interest rates maybe a mid to long-term risk in holdings in liquid securities if these were not originally covered by hedging transactions like interest rate swap agreements. The same applies to medium and long-term loans granted by the Issuer. A significant risk from interest rate changes could arise where interest rates are not monitored in a timely or sensitive manner, which may produce the concomitant danger that action to cover such interest rate exposure is not taken early enough.

Operating risk

The Issuer has transferred a number of areas that are significant for the proper management and control of its business activities and the risks associated with them to other companies within and outside Citigroup. In the event that the companies to which these areas have been transferred do not fulfill their contractual obligations or do not do so at the proper time, the ability of the Issuer to meet its own obligations arising from the securities it has issued on the due dates could also be adversely affected.

Tax risks

The tax decisions issued to the Issuer are regularly subject to subsequent review in the form of an external tax audit or to the resolution of individual issues by the relevant courts. This is normal practice and means that an additional tax demand can be issued by the tax authorities years after the original assessment as a result of a tax audit or a generally applicable decision by a tax court.

General business risks

Settlement risk

The risk that a business transaction is incorrectly processed or that a transaction is executed which is different from the intentions and expectations of the Issuer's management.

Information risk

The risk that information, which was generated, received, transmitted or stored within or outside the Issuer's place of business, can no longer be accessed. Furthermore, such information may be of poor quality, or have been wrongly handled or improperly obtained. The information risk also includes risks that are generated by systems and used for processing information.

Reputation risk

This represents the Issuer's risk that its relations with its customers could be harmed if its services are poor or transactions are incorrectly executed. This risk also includes the risk of entering into business relations with counterparties, whose business practices do not conform to the standards or business ethics of the Issuer.

Personnel risk

The Issuer has a high demand for qualified and specially trained professionals and managers. Personnel risk entails the risk of high staff turnover and the risk that the Issuer will be unable to retain a sufficient staff of qualified personnel, as well as the risk that the Issuer's employees may knowingly or negligently violate established regulations or the firm's business ethics standards.

• Legal and regulatory risks

The Issuer views legal risks as any and all risks resulting from binding contracts and governing legislation. Regulatory risks result from the legal environment in which the Issuer does business.

· Risk of fraud

These are both internal and external risks of fraud such as bribery, insider trading and theft of data.

D.6 Ke

Key information on the key risks that are specific to the securities. This must include a risk warning effect that the investors may lose the value of their entire investment or part of it, as the case may be, and/or, if the investor's liability is not limited to value of investment, a statement of that fact, together with a description of the circumstances in which such additional liability

General risk factors of Warrants

Risk of total loss

Warrants represent particularly risky investment instruments. They entail a particularly high risk of losing the capital invested, up to and including a total loss, plus the transaction costs incurred and any borrowing costs.

Risk of default by the Issuer of the Warrants

In the event of the Issuer becoming insolvent, investors could suffer a loss up to and including a total loss. As bearer securities, Warrants do not fall within the scope of the deposit protection arrangements.

Risk arising from above-average fluctuations in the prices of Warrants (leverage effect)

One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. At the same time, Warrants also entail above-average arises and the likely financial effect.

risks of loss.

Risk of the absence or non-functioning of a secondary market in the Warrants or restricted availability of the Issuer's electronic trading system

Investors should not assume that they will be able to sell a Warrant at a particular time or at a particular price during its term. Investors should assume instead that pricing on the exchange can only take place within the spread of bid and offered prices quoted by the Issuer, if available, and that their buy or sell orders on the exchange will be executed with the Issuer as the direct or indirect counterparty.

Risk in connection with the cessation of secondary trading immediately prior to final maturity

The Issuer and/or the exchange cease trading in the Warrants shortly before their valuation date. However, the reference price of the underlying on the valuation date and/or the applicable exchange rate, both of which are important for the purpose of determining the cash amount of the Warrants, may still change between the last exchange trading day and the maturity date, which may be to the disadvantage of the investor. There is a particular risk that the price of the underlying may reach, fall below or exceed a barrier for the first time shortly before the reference price on the valuation date is determined and after trading in the secondary market has already finished.

Currency risk with respect to the intrinsic value of the Warrants

The performance of the investment is subject to a currency risk if the underlying on which the Warrants are based is expressed in a currency other than the currency in which the cash amount is paid out (settlement currency).

Risks relating to market disruption events

In the event of market disruption events with respect to the underlying, the Issuer has the right to postpone the valuation date for the reference price on exercise. This may result in an additional risk for investors if the underlying performs negatively during the time delay or, where applicable, if the exchange rate for converting the intrinsic value into the settlement currency moves in an unfavourable direction for the investor.

Product specific risk factors

Risk relating to the loss of time value of Warrants depending on the remaining term

The price of Warrants is calculated on the basis of two components of price (intrinsic value and time value). The intrinsic value of Warrants during their term is equal to the difference (if positive), multiplied by the multiplier, between the value of the underlying and the strike (Call Warrants). The amount of the time value, on the other hand, is essentially determined on the basis of the remaining term of the Warrant and the expected frequency

		and intensity of the fluctuations in the price of the underlying expected by the Issuer during the remaining term of the Warrant (implied volatility).
		Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs
		The other factors affecting the price of the Warrants include, <i>inter alia</i> , interest rates on the money market relating to the remaining term, expected income from the Issuer's hedging transactions in or related to the underlying and the level of the Issuer's refinancing costs for entering into those hedging transactions.
		Even if the price of the underlying rises in the case of a call option or falls in the case of a put option, therefore, the value of the Warrant may decline as a result of the other factors affecting value. Given the limited term of the Warrant, there is no guarantee that the price of the Warrant will recover in sufficient time. The shorter the remaining term, the greater the risk.
Section	E – Offer	
E.2b	Reasons for the offer and use of proceeds when different from making profit and/or hedging certain risks.	Not applicable; the reasons for the offer are making profit and/or hedging certain risks and the net proceeds from the issuance of Warrants presented in this base prospectus will be used by the Issuer for its general business purposes.
E.3	A description of the terms and conditions of	Offer method, offeror and issue date of the Warrants
	the offer.	The Warrants are being offered over-the-counter on a continuous basis
		The offer of the Warrants begins in France on 22/01/2014.
		The offeror of the Warrants is the Issuer.
		The issue date is: 22/01/2014
		Restrictions on the free transferability of the securities
		The Warrants may be offered or sold only if all applicable securities laws and regulations in force in the jurisdiction in which a purchase, offer, sale or delivery of Warrants is made or in which this document is circulated or kept for inspection have been complied with, and if all consents or authorizations required for the purchase, offer, sale or delivery of the Warrants in accordance with the legal norms in force in that jurisdiction have been obtained.
		In particular, the Warrants are not and will not be registered pursuant to the United States Securities Act of 1933 as amended. They may not be offered, sold, traded or delivered within the United States either directly or indirectly by or to or for the account of a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933), except in the case of exemption from the registration requirements of the

		Securities Act. Any person receiving the cash amount in accordance with these terms and conditions is deemed to have made a declaration that the person entitled to the rights arising from the Warrants is not a US person. Issue price and costs and taxes on purchase The initial issue price is EUR 0.15. The purchase of the Warrants incurs no costs or taxes that are specifically charged by the Issuer to the subscriber or purchaser.
E.4	A description of any interest that is material to the issue/offer including conflicting interests.	The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it generally act as the calculation agent for the Warrants. This activity can lead to conflicts of interest since the responsibilities of the calculation agent include making certain determinations and decisions which could have a negative effect on the price of the Warrants or the level of the cash amount.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may engage in trading transactions in the underlying, other instruments linked to it, or derivatives, stock exchange options or stock exchange forward contracts, or may issue other securities and derivatives based on the underlying. The companies may also be involved in the acquisition of new shares or other securities of the underlying or, in the case of stock indices, of individual companies included in the index, or act as financial advisors to the entities referred to or work with them in the commercial banking business. The companies are required to fulfill their obligations arising in this connection irrespective of the consequences resulting for the warrant holders and, where necessary, to take actions they consider necessary or appropriate in order to protect themselves or safeguard their interests arising from these business relationships. The activities referred to above could lead to conflicts of interest and have a negative effect on the price of the underlying or securities linked to it such as the Warrants.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may issue additional derivative securities based on the respective underlying or constituents of the underlying, including securities whose features are the same as or similar to those of the Warrants. The introduction of such products that compete with the Warrants may impact the price of the underlying or the constituents of the underlying and thus also the price of the Warrants. The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may receive non-public information relating to the underlying or the constituents of the underlying, but are under no obligation to pass on such information to the warrant holders. Furthermore, companies belonging to Citigroup, Inc. or affiliated to it may publish research reports relating to the underlying or constituents of the underlying. These types of activities may entail certain conflicts of interest and affect the price of the Warrants.
E.7	Estimated expenses charged to the investor	The estimated expenses for the Warrants, including the cost for admission to exchange trading, are included in the issue price or the selling price, as

by the	issuer or	the	the case may be. If the investor purchases the Warrants from a distributor,
offeror.			the purchase price to be paid by the investor may include selling fees that
			have to be disclosed by the distributor.

ANNEXE - RÉSUMÉ EN FRANÇAIS

Section A – Introduction et mises en garde

A.1 Le présent Résumé présente les caractéristiques et les risques principaux de Citigroup Global Markets Deutschland AG (« l'**Émetteur** ») et les Warrants émis au titre de Prospectus Tripartite de Base. Le Résumé a pour finalité de servir d'introduction au Prospectus Tripartite de Base, qui comporte ce Résumé, le Formulaire d'Enregistrement de Citigroup Global Markets Deutschland AG daté du 3 mai 2013 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG daté du 13 mai 2013. Les investisseurs devraient donc veiller à ne prendre aucune décision d'investir dans les Warrants avant d'avoir pris connaissance du Prospectus dans sa totalité, y compris de tous les suppléments et des Conditions Définitives. Dans le cas où un recours relatif aux informations contenues dans un prospectus de base, dans tous les suppléments ou dans les Conditions Définitives respectives serait intenté auprès d'un tribunal, l'investisseur agissant en tant que plaignant pourrait, en vertu des lois de différents États membres de l'Espace économique européen, être contraint de prendre en charge le coût de la traduction du prospectus de base, de tous les suppléments et des Conditions Définitives, dans la langue de travail du tribunal avant le commencement de la procédure judiciaire. L'Émetteur peut être jugé responsable du contenu de ce Résumé, y compris de toute traduction en étant faite, mais seulement dans le cas où le Résumé serait trompeur, inexact ou contradictoire par rapport aux autres parties du Prospectus, ou, dans le cas où il est lu en même temps que les autres parties du Prospectus Tripartite de Base, s'il ne donne pas toutes les informations clés nécessaires.

A.2 – Consentement à l'utilisation du prospectus.

En ce qui concerne les Offres non-dispensées, en vertu de l'Article 3 (2) de la Directive Prospectus, l'Émetteur consent à l'utilisation du Prospectus par tous les intermédiaires financiers (consentement général) pour les offres faites en France (le ou les « État(s) concerné(s) par l'Offre »). Le consentement général à la revente ultérieure et au placement final des valeurs mobilières par le ou les intermédiaires financiers est donné en ce qui concerne France.

La revente ultérieure et le placement final des valeurs mobilières par les intermédiaires financiers peuvent être effectués pendant la période de validité du Prospectus Tripartite de Base en vertu du §9 de la Loi allemande sur les prospectus de valeurs mobilières (*Wertpapierprospektgesetz*, « WpPG »).

Dans le cas d'une offre faite par un intermédiaire financier, les modalités et conditions de l'offre doivent être précisées aux investisseurs au moment où l'offre est faite par l'intermédiaire financier.

Section B – Émetteur et garants

	1	
B.1	Indiquer la raison sociale et le nom commercial de l'émetteur.	La raison sociale et le nom commercial de l'Émetteur est Citigroup Global Markets Deutschland AG.
B.2	Indiquer le siège social et la forme juridique de l'émetteur, la législation régissant ses activités	Siège social Francfort-sur-le-Main; l'adresse de Citigroup Global Markets Deutschland AG est Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, République fédérale d'Allemagne (téléphone +49 (0)69-1366-0).

	ainsi que son pays	
	d'origine.	Forme juridique et législation régissant les activités
		L'Émetteur est une société anonyme (<i>Aktiengesellschaft</i> , « AG ») au sens de la législation allemande.
		Pays d'origine
		L'Émetteur est immatriculé au Registre de commerce du Tribunal local de Francfort-sur-le-Main sous le numéro HRB 88301.
B.4b	Décrire toute tendance connue ayant des répercussions sur l'émetteur et ses secteurs d'activité.	La Banque prévoit une légère accélération de la croissance économique mondiale en 2013, de 2,5% à 2,6 %. En 2014, la croissance devrait atteindre 3,2 %. Le ralentissement de la croissance économique mondiale observée est principalement imputable à la détérioration de la croissance des pays industrialisés. La Banque prévoit une croissance modérée de 1 pour cent pour les pays industrialisés en 2013 et une légère progression à 1,6 % en 2014.
		De façon générale, la Banque s'attend à un maintien d'écarts significatifs entre les différentes régions dans le monde.
		La Banque s'attend à une légère récession dans l'Eurozone (les prévisions de croissance de la Banque sont de -0,6 % et -0,4 % pour 2013 et 2014). Ceci est attribué à la poursuite de la crise de la dette souveraine et au niveau élevé de l'endettement du secteur privé dans les pays européens périphériques. La BCE devrait continuer à intervenir pour stabiliser les marchés et faire baisser les taux d'intérêt au cours du deuxième trimestre 2013 en fonction de la poursuite de la croissance économique de l'Eurozone, qui pourrait être suivie par une réduction finale de taux d'intérêt prévue pour le deuxième semestre. La Banque estime probable que le Sud de l'Europe et l'Irlande n'aboutiront que progressivement à des solutions communes durables en matière fiscale. Si les pays fondateurs ne sont plus déterminés à renforcer leur soutien aux États périphériques à l'avenir, ceci pourrait aboutir à un ensemble de restructurations de dette (avec probablement des échéances à plus long terme et des réductions de taux d'intérêt), mais probablement pas avant 2015.
		Dans la Division warrants et certificats, la concurrence devrait rester intense entre les principaux émetteurs. D'autres modifications de la réglementation devraient intervenir, qui devront être prises en compte en temps opportun pour l'activité.
		Compte tenu des prévisions faites par les différentes divisions et d'une approche restrictive de la gestion des coûts, la Banque s'attend à un maintien global des bénéfices au cours des exercices 2013 et 2014.
B.5	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur.	L'Émetteur est membre du sous-groupe allemand de Citigroup. En tant que société anonyme, il est géré par un conseil d'administration. L'Émetteur est entièrement détenu par une société holding allemande, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, une société en commandite domiciliée à Francfort-sur-le-Main.
		Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est également un associé passif de l'Émetteur, dans la mesure où il détient une participation passive (« Stille Einlage ») d'un montant total de 122 710 051,49 EUR au 30 novembre 2012. L'associé responsable de la société Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est la société

B.9	Lorsqu'une prévision ou une estimation du bénéfice est réalisée, en indiquer le montant.	Citigroup Global Markets Finance LLC (États-Unis). Le commanditaire unique est Citi Overseas Investment Bahamas Inc. Toutes les actions de Citigroup Global Markets Finance LLC sont détenues par Citi Overseas Investment Bahamas Inc., dont le seul actionnaire est Citibank Overseas Investment Corporation (États-Unis). Cette société est elle-même détenue à 100 % par Citibank, N.A. (États-Unis). Citibank, N.A. (États-Unis) est détenue à 100 % par Citicorp (États-Unis), qui est elle-même détenue à 100 % par Citigroup, Inc (États-Unis). Sans objet; l'Émetteur a décidé de ne publier aucune prévision de bénéfice ou estimation de bénéfice dans le Prospectus de Base.			
B.10	Décrire la nature des éventuelles réserves sur les informations financières historiques contenues dans le rapport d'audit.	Les états financiers annue 2011 au 30 novembre 2012 audités par l'auditeur sta réserve de la part de l'audité	et du 1 ^{er} décembre atutaire de l'Éme	e 2010 au 30 nove	embre 2011 ont été
B.12 Présenter les informations financières historiques clés sélectionnées pour l'émetteur, pour chaque exercice de la période couverte par ces informations financières historiques et pour toute période intermédiaire ultérieure,		Informations financières Deutschland AG Le tableau ci-dessous profinancières significatives for l'exercice budgétaire antéricompte du développement de AG:	résente une com purnies dans les é ieur (exercice 20	nparaison de ce tats financiers au 11) et l'exercice tigroup Global M Exercice précédent (30.11.2011) en	rtaines statistiques dités de 2012 entre 2012 et rend donc
	accompagnées de			millions d'euros	
	données comparatives	Total du bilan	9.543	8.690	
	couvrant la même période de l'exercice	Volume d'activité	11.162	10.163	
	précédent; la	Fonds propres	590	588	
	présentation des bilans	Volume des prêts	5.365	5.196	
	de clôture suffit toutefois à remplir	Nombre d'employés	348	361	
	l'exigence	1 2			1
	d'informations bilancielles comparables. Une déclaration		01.12.2011 - 30.11.2012 en millions d'euros	Exercice précédent (01.12.2010 – 30.11.2011) en millions d'euros	
	attestant qu'aucune détérioration significative n'a eue de	Revenus d'intérêt de l'exploitation	11	29	
	répercussions sur les	Commissions de courtage	111	96	
	perspectives de	Commissions d'opérations sur	18	17	

l'émetteur depuis la date de ses derniers états financiers vérifiés et publiés, ou une description de toute détérioration significative.

Une description des changements significatifs de la situation financière ou commerciale l'émetteur survenus après la période couverte par informations financières historiques.

valeurs mobilières		
Revenu net des opérations financières de négoce	25	60
Frais généraux et administratifs	161	137

À la date du bilan, les **fonds propres inscrits au bilan** comprennent les éléments suivants :

	30.11.2012 en millions d'euros (audité)	Exercice précédent (30.11.2011) en millions d'euros (audité)
Capital souscrit		
Capital social	210,6	210,6
Participation de l'associé passif	122,7	122,7
Réserves de capital	195,8	193,8
Réserve légale	33,0	33,0
Autres bénéfices mis en réserve	27,9	27,9

De plus, dans le cadre de l'intégration de nouvelles règles au titre de BilMoG en vertu du §340g du Code allemand du commerce (HGB), un nouveau poste séparé a été créé (« Fonds pour les risques bancaires généraux ») pour un montant de 9,4 millions d'euros (6,6 millions d'euros l'année précédente).

Le capital réglementaire imputé sous BIZ se compose d'un capital de base et de capital supplémentaire (passifs subordonnés) après approbation, comme suit :

	30.11.2012 en millions d'euros	Exercice précédent (30.11.2011) en millions d'euros
Fonds propres au bilan	590,0	588,0
Moins immobilisations	0	-1,2
Capital de base	599,3	594,3
Capitaux supplémentaires	0,0	0,0
Fonds propres	599,3	594,3
Ratios de capitaux		
Fonds propres Tier one en %	33,6	29,3
Ratio de capitaux totaux en %	33,6	29,3

En dépit de la crise de dette dans l'Eurozone et de la volatilité concomitante sur les marchés financiers internationaux, Citigroup Global Markets Deutschland AG

a de nouveau réussi à dégager un bénéfice au cours de l'exercice clôturé récemment.

Informations financières semestrielles clés de Citigroup Global Markets Deutschland AG

Le tableau ci-dessous présente une comparaison de certaines statistiques financières significatives pour le premier semestre de l'exercice financier fournies dans les états financiers non-audités de 2013 entre l'exercice budgétaire antérieur et/ou les chiffres des années précédentes et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG:

	31.05.2013 en million d'Euro	30.11.2012 en million d' Euro
Total du bilan	11.147	9.543
Volume d'activité	12.628	11.162
Fonds propres	590	590
Portefeuille des prêts	5.179	5.365
Nombre d'employés à la date du bilan	263	334

	01.12.2012 - 31.05.2013 en million d'Euro	01.12.2011 - 31.05.2012 en million d'Euro
Revenus d'intérêt de l'exploitation	3	7
Commissions de courtage	20	33
Commissions d'opérations sur valeurs mobilières	8	9
Revenu net des opérations financières de négoce	29	16
Frais généraux et administratifs	72	70

Etats en ce qui concerne l'information tendancielle et la situation financière et commerciale.

L'Emetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2012, aucune détérioration significative n'a affecté les perspectives de l'Emetteur.

En outre, l'Emetteur déclare que depuis la date des états financiers provisoires au 31 mai 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale de l'Emetteur.

B.13 Décrire tout événement récent propre à l'émetteur et présentant un intérêt significatif

Aucun événement présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur n'est identifié à ce moment. Cependant, Citigroup Global Markets Deutschland AG est actuellement sujet à un audit extraordinaire sur les retenues à la source fiscales par l'autorité fiscale Francfort-Hoeschst pour

	pour l'évaluation de sa solvabilité.	les années 2007-2008. Dans ce contexte l'autorité fiscale a explicité ses vues quant au fait que Citigroup Global Markets Deutschland AG aurait dû déduire et payer la retenue à la source des dividendes reçus en relation avec transactions communément appelées cum-ex transactions. S'appuyant sur ces observations l'autorité fiscale est actuellement de l'avis que Citigroup Global Markets Deutschland AG est responsable de la non déduction de la retenue à la source d'un montant supérieur à 706 Millions d'Euro pour les années 2007 et 2008. Dans le cas où l'autorité fiscale a raison, la responsabilité fiscale pour les années 2009 à 2011 pourrait se poser ce qui est impossible d'estimer pour le moment. The principal point de départ de l'action en responsabilité des autorités fiscales est de savoir si Citigroup Global Markets Deutschland AG est qualifié de banque allemande exécutant un transaction (die den Verkaufsauftrag ausführende Stelle) durant ces années. De plus, la méthode appliquée pour identifier le montant des dommages et intérêts est débattue comme celle de savoir si Citigroup Global Markets Deutschland AG peut être tenu responsable comme débiteur principal. De plus, il devrait être noté que . Citigroup envisage actuellement des mesures visant à optimiser sa structure d'organisation.
B.14	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur. Si l'émetteur est dépendant d'autres entités du groupe, ce fait doit être clairement stipulé.	Citigroup Global Markets Finance Corporation à titre de société holding allemande possède 100 % des actions de l'Émetteur. En vertu du § 17 (2) de la Loi allemande sur les sociétés par actions (<i>Aktiengesetz</i> , « AktG »), il est considéré qu'une société dont la majorité des actions est détenue par une autre société est dépendante de cette autre société.
B.15	Fournir une description des principales activités de l'émetteur.	L'Émetteur est une banque d'affaire et d'investissement qui propose des solutions financières complètes dans les secteurs des opérations bancaires de l'investissement, des titres à revenu fixe, des opérations de change, des valeurs mobilières et des dérivés ainsi que des services de transactions internationales aux entreprises, aux pouvoirs publics et aux investisseurs institutionnels; c'est en outre un émetteur majeur de warrants et de certificats dont les investisseurs finaux sont principalement des clients particuliers. Depuis la fin de l'année 2012, l'activité de l'Émetteur intègre également Citi Private Bank – Family Office Coverage Germany et Covered Bond Research.
B.16	Dans la mesure où ces informations sont connues de l'émetteur, indiquer si celui-ci est détenu ou contrôlé, directement ou indirectement, et par qui; décrire la nature de ce contrôle.	En plus de l'intégration de l'Émetteur dans le groupe de sociétés Citigroup Inc. mentionné ci-dessus, l'Émetteur est également partie liée à sa maison mère directe par un accord de transfert de pouvoir et de pertes et profits. En vertu de cet accord, l'Émetteur a conféré la gestion de ses affaires à sa maison mère directe. De ce fait, la société holding dont dépend directement l'Émetteur, a le droit de lui donner des instructions. L'accord impose également à l'Émetteur de transférer la totalité de son bénéfice à sa maison mère directe. En contrepartie, la maison mère directe est tenue de compenser toute perte annuelle éventuelle de l'Émetteur durant la période de validité de l'accord, comme prévu en détail par les § 302 (1) et (3) d'AktG.

Section C – Valeurs mobilières

C.1	Décrire la nature et la catégorie des valeurs mobilières offertes et/ou admises à la négociation et donner tout numéro d'identification des valeurs mobilières.	Type/forme des Warrants Les warrants sont des instruments dérivés qui peuvent comporter un droit d'option et qui peuvent donc présenter beaucoup de points communs avec les options. L'une des principales caractéristiques des Warrants est l'effet de levier: une évolution du cours du sous-jacent peut entraîner une variation disproportionnée du cours du Warrant. L'effet de levier du Warrant joue dans les deux sens — non seulement à l'avantage de l'investisseur en cas de bonnes performances des facteurs déterminant la valeur, mais également en sa défaveur en cas de performances défavorables. Le paiement du au titre d'un Warrant lors de son exercice ou de sa liquidation prématurée dépend de la valeur du sous-jacent à ce moment. Les Warrants seront émis sous une forme dématerialisée au porteur et seront enregistrés dans les livres du dépôt central des valeurs mobilières qui créditera les comptes des titulaires de compte. Aucun document physique attestant de la possession (notamment des certificats représentatifs conformément à l'Article R.211-7 du Code monétaire et financier français) ne sera émis concernant les Warrants. Numéro d'identification des titres ISIN: DE000CF6Z717
C.2	Indiquer dans quelle monnaie l'émission a eu lieu.	Numéro d'identification local : 5154C Euro
C.5	Décrire toute restriction imposée à la libre négociabilité des valeurs mobilières.	Chaque Warrant est transmissible selon les lois s'appliquant à chaque cas et, le cas échéant, les réglementations et les procédures respectives applicables du dépositaire central de titres dans les livres duquel le transfert est enregistré.
C.8	Décrire les droits attachés aux valeurs mobilières y compris leur rang, y compris toute restriction qui leur est applicable.	Loi applicable aux titres: Les Warrants sont régis par la loi allemande. La constitution des Warrants peut être régie par les lois de la juridiction du dépositaire central de titres. Droits attachés aux Warrants Chaque Warrant confère à son détenteur le droit au montant en espèces détaillé à la section C.15. Statut des Warrants Les Warrants créent des obligations non garanties et non subordonnées de l'Émetteur qui se classent pari passu les unes par rapport aux autres et par rapport à toutes autres obligations actuelles et futures non garanties et non subordonnées de l'Émetteur, à l'exception des obligations qui ont priorité en raison de dispositions statutaires obligatoires. Limitations de droits

		L'Emetteur a le droit de résilier les Warrants et de modifier par voie d'avenant les termes et conditions en application des dispositions prévues aux termes et
C.11	Indiquer si les valeurs mobilières offertes font ou feront l'objet d'une demande d'admission à la négociation, en vue de leur distribution sur un marché réglementé ou sur des marchés équivalents — les marchés en question devant alors être nommés.	conditions des Warrants. Les Warrants ont été admis sur le marché réglementé à la bourse de valeurs de Eurolist, Euronext Paris S.A., qui est un marché réglementé au sens de la Directive 2004/39/CE.
C.15	Décrire comment la valeur de l'investissement est influencée par celle du ou des instrument(s) sous-jacent(s), sauf lorsque les valeurs mobilières ont une valeur nominale d'au moins 100 000 EUR.	Description des Warrants « Call » avec une modalité d'exercice européenne Les Warrants « Call » permettent aux investisseurs de participer avec un effet de levier à la performance positive de la valeur sous-jacente. En contrepartie, cependant, ils participent également sur une base à effet multiplicateur à toute performance négative de la valeur sous-jacente en prenant en plus le risque que le Warrant « Call » expire en perdant totalement sa valeur si le prix de référence de la valeur sous-jacente chute au niveau ou au-dessous du prix d'exercice. À la date d'échéance, le montant reçu par les investisseurs est égal à l'excédent, multiplié par le coefficient multiplicateur, entre le prix de référence de la valeur sous-jacente à la date d'évaluation et le prix d'exercice correspondant. Si le prix de référence est égal ou inférieur au prix d'exercice, le Warrant « Call » expire sans valeur.
C.16	Indiquer la date d'expiration ou d'échéance des instruments dérivés ainsi que la date d'exercice ou la date finale de référence.	Date d'échéance: 27.03.2014 Date d'exercice: 20.03.2014 Date d'évaluation: 20.03.2014
C.17	Décrire la procédure de règlement des instruments dérivés.	Dans le cas de Warrants à exercice automatique, cà-d. d'une modalité d'exercice européenne, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au crédit des détenteurs du warrant enregistrés auprès du dépositaire central à la clôture du jour ouvrable bancaire précédent au siège social du dépositaire central de titres. Le dépositaire central de titres s'est engagé auprès de l'Émetteur à faire un transfert ultérieur correspondant.

C.18	Indiquer les modalités relatives au produit des instruments dérivés.	Dans le cas de Warrants à modalité d'exercice européenne, le droit d'option ne peut être exercé par le détenteur du warrant qu'à la date d'évaluation pour le warrant concerné. Si le montant en numéraire aboutit à une valeur positive, le droit d'option attaché au warrant concerné est considéré exercé à la date d'évaluation sans autres conditions préalables et sans soumission d'une notification explicite d'exercice (« Exercice Automatique »).
C.19	Indiquer le prix d'exercice ou le prix de référence final du sous-jacent.	Prix de référence à la date d'évaluation : Cours de clôture
C.20	Décrire le type de sous-jacent utilisé et indiquer où trouver les informations à son sujet.	Type: action ou titre représentant des actions WKN (Numéro d'identification des valeurs mobilières allemandes): 873403 ISIN: FR0000130809 Société: Société Générale S.A. Bourse de valeurs mobilières concernée: Euronext Paris Page de Reuters: SOGN.PA
		Site Web: www.societegenerale.com
Section	n D – Risques	
D.2	Fournir les informations clés concernant les principaux risques propres à l'émetteur.	Risque d'arrêt ou de restriction de la fixation du prix par l'Emetteur Si l'Émetteur devait limiter ou abandonner complètement son intention de fixer les prix de l'offre et de la demande, le danger existerait, au cas où les prix des Warrants ne seraient pas fixés par aucune autre partie, que les investisseurs doivent attendre l'échéance finale des Warrants ou, lorsque l'exercice est possible, qu'ils doivent exercer leur droit d'option.
		Risque de liquidité en dépit d'un accord de transfert de pouvoir et de pertes et profits
		L'Émetteur ne serait également pas en mesure d'honorer les obligations liées aux titres en dépit d'un accord de transfert de pouvoir et de pertes et profits si, dans le cas où l'Émetteur générait une perte nette, bien que la maison mère directe soit en principe tenue de prendre cette perte à son compte, il était incapable ou non disposé à se conformer à cet engagement contractuel en raison de ses propres difficultés de trésorerie ou de surendettement.
		Courtage de transactions pour d'autres sociétés du Groupe et répartition du travail au sein de Citigroup
		L'essentiel du revenu de commission de l'Émetteur se compose du revenu des prix de cession des transactions de courtage avec les sociétés apparentées. Les coûts pour l'Émetteur résultant de l'échange de services avec différentes sociétés du Groupe sont remboursés sur la base des accords existants en utilisant les prix de cession. À cette fin, le revenu et les dépenses, en particulier

le revenu de commission pour les transactions réalisées avec l'assistance de la banque à titre de conseiller dans le cadre de ses activités commerciales, sont déterminés et alloués aux différents secteurs fournissant les services. Les transactions se rapportent à la négociation sur les titres, les émissions d'obligations et la gestion financière d'entreprise ainsi qu'à la vente de produits structurés, dérivés de titres de sociétés et les produits de gestion de devises, et aux opérations bancaires internationales. Ce processus est coordonné étroitement dans l'ensemble des secteurs avec Citigroup Global Markets Limited, Londres, en particulier, et également avec Citibank, N.A., Londres.

Si une décision était prise au sein de Citigroup pour réaffecter les activités concernées à d'autres sociétés du Groupe, l'Émetteur pourrait perdre une importante source de revenu.

Les risques de l'activité de prêt

Le portefeuille de prêt de l'Émetteur consiste principalement en prêts accordés à des clients internationaux dans les secteurs de l'industrie et des services financiers ayant des notations de crédit de qualité. Les défauts de remboursement de prêt ont été évités ces dernières années grâce à cette politique commerciale. Le portefeuille de prêts consiste principalement en un nombre raisonnable d'unités empruntrices, comme le prescrit la loi allemande sur les opérations bancaires. Si des emprunteurs individuels importants du portefeuille de l'Émetteur n'étaient pas en mesure d'honorer leurs obligations, une forte hausse des provisions pour pertes sur prêt serait envisageable en principe et des défauts de remboursement sur prêts pourraient se produire.

Risque de taux d'intérêt

Le département des risques et trésorerie évalue et maîtrise le risque sur taux d'intérêt de l'Émetteur. L'exposition de l'Émetteur à des fluctuations des taux d'intérêt peut être un risque à moyen ou à long terme pour la détention de titres liquides si ceux-ci n'étaient pas à l'origine couverts par des transactions de couverture telles que des accords de swap de taux d'intérêt. Il en va de même pour les emprunts à moyen et long terme accordés par l'Émetteur. Un risque significatif de fluctuation des taux d'intérêt pourrait survenir lorsque les taux d'intérêt ne font pas l'objet d'un suivi attentif et en temps opportun, ce qui peut générer le danger concomitant qu'une mesure pour couvrir une telle exposition au risque de taux d'intérêt ne soit pas prise suffisamment tôt.

Risque opérationnel

L'Émetteur a transféré un certain nombre de domaines qui sont importants pour une gestion et un contrôle appropriés de ses activités économiques et les risques qui s'y rapportent à d'autres sociétés au sein et à l'extérieur de Citigroup. Au cas où les sociétés auxquelles ces domaines ont été transférés ne s'acquitteraient pas de leurs obligations contractuelles ou ne le feraient pas en temps opportun, la capacité de l'Émetteur à assumer ses propres obligations découlant des titres qu'il a émis aux dates prévues pourrait également être compromise.

Risque fiscal

Les décisions fiscales prises concernant l'Émetteur sont régulièrement soumises à un examen ultérieur sous forme d'audit fiscal externe ou d'arbitrage des affaires individuelles par les tribunaux compétents. Cette pratique est courante

et signifie qu'un rappel d'impôts peut être décidé par l'administration fiscale des années après l'évaluation initiale en raison d'un contrôle fiscal ou d'une décision à portée générale rendue par un tribunal fiscal.

Risques généraux liés à l'activité

• Risque de règlement

Le risque qu'une transaction soit traitée de manière incorrecte, ou qu'une transaction soit exécutée différemment des intentions et des attentes de la direction de l'Emetteur.

• Risque en matière d'information

Le risque que l'information, qui a été produite, reçue, transmise ou conservée au sein ou à l'extérieur du siège social de l'Émetteur ne soit plus accessible. En outre, de telles informations peuvent être de qualité médiocre ou avoir été mal exploitées ou encore avoir été obtenues sans autorisation. Le risque en matière d'information inclut également les risques provenant des systèmes en tant que tels et utilisés pour le traitement de l'information.

• Risque de réputation

Il représente le risque pour l'Emetteur que la relation avec ses clients se détériore si le niveau de qualité de ses services est insuffisant ou le risque que les transactions soient traitées de manière incorrecte. Ce risque inclut également le risque de développer des relations d'affaires avec des contreparties dont les pratiques ne sont pas conformes aux normes ou à l'éthique de l'Émetteur.

• Risque lié au personnel

L'Émetteur fait appel à des professionnels et des cadres dirigeants qualifiés. Le risque lié au personnel inclut le risque d'une rotation importante du personnel et le risque que l'Émetteur ne soit pas en mesure de retenir un personnel qualifié en nombre suffisant, mais également le risque que les employés de l'Émetteur enfreignent en connaissance de cause ou par négligence les règles fixées ou les standards éthiques de pratique établis par la société.

• Risques juridiques et réglementaires

L'Émetteur considère les risques juridiques comme tout risque résultant des contrats engageant sa responsabilité et de la loi applicable. Les risques réglementaires résultent de l'environnement juridique dans lequel l'Émetteur réalise ses opérations.

• Risques de fraude

Risques internes et externes de fraude tels que la corruption, le délit d'initié et le vol de données.

D 6	Fournir	les
D.0		100
	informations	clés
	concernant	les

Facteurs généraux de risque des Warrants

Risque de perte totale

principaux risques propres aux valeurs mobilières. Inclure un avertissement informant l'investisseur qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son investissement et/ou. si le risque encouru l'investisseur ne se limite pas à la valeur de investissement, une mention de ce fait, assortie d'une description des cas où ce surcroît de risque se matérialise ainsi que des effets financiers probables cette matérialisation.

Les Warrants constituent des instruments d'investissement particulièrement risqués. Ils impliquent un niveau de risque particulièrement élevé de perdre le capital investi, y compris une perte totale, plus les coûts de transaction encourus et tous les coûts d'emprunt.

Risque de défaillance de l'Émetteur des Warrants

Au cas où l'Émetteur deviendrait insolvable, les investisseurs pourraient subir une perte pouvant aller jusqu'à une perte totale. En tant que titres au porteur, les Warrants n'entrent pas dans le champ des dispositions prévues pour la protection des dépôts.

Risque résultant de fluctuations de prix des Warrants supérieures à la moyenne (effet de levier)

L'une des principales caractéristiques des Warrants est l'effet de levier : une évolution du cours de la valeur sous-jacente peut entraîner une variation disproportionnée du cours du Warrant. En même temps, les Warrants génèrent également des risques de perte supérieurs à la moyenne.

Risque d'absence ou de non-fonctionnement d'un marché secondaire de Warrants ou de manque de disponibilité du système de transactions électroniques de l'Émetteur

Les investisseurs ne devraient pas présumer qu'ils seront en mesure de vendre un Warrant à un moment particulier ou à un prix particulier pendant sa période de validité. Les investisseurs devraient plutôt partir de l'hypothèse que le prix en bourse ne peut se situer que dans les limites de la fourchette de prix acheteur et vendeur indiquée par l'Émetteur, si elle est disponible, et que leurs ordres d'achat ou de vente en bourse seront exécutés avec l'Émetteur en qualité de contrepartie directe ou indirecte.

Risque lié à la cessation du négoce sur le marché secondaire immédiatement avant une échéance finale

L'Emetteur et/ou le marché cessent de négocier les Warrants juste avant leur date d'évaluation. Cependant, le prix de référence de la valeur sous-jacente à la date d'évaluation et/ou le taux de change applicable, lesquels sont importants dans la détermination du montant des Warrants, peuvent varier entre le dernier jour de cotation et la date d'échéance, dans un sens défavorable à l'investisseur. Il existe un risque particulier que le prix de la valeur sous-jacente atteigne, chute au-dessous ou dépasse une barrière pour la première fois juste avant que le prix de référence à la date d'évaluation soit déterminé et après la clôture de la cotation sur le marché secondaire.

Risque sur la devise relatif à la valeur intrinsèque des Warrants

La performance de l'investissement est soumise à un risque sur la devise si la valeur sous-jacente sur laquelle les Warrants sont basés est libellée dans une devise autre que la devise dans laquelle le montant en numéraire est versé (devise de règlement).

Risques d'événements perturbant le fonctionnement du marché

En cas de survenue d'événements perturbant le fonctionnement du marché pour

la valeur sous-jacente, l'Émetteur a le droit de repousser la date d'évaluation du prix de référence de l'exercice. Ceci peut entraîner un risque supplémentaire pour les investisseurs si la valeur sous-jacente réalise une performance négative pendant la durée du report ou, le cas échéant, si le taux de change utilisé pour convertir la valeur intrinsèque en devise de règlement fluctue dans un sens défavorable à l'investisseur.

Facteurs de risque spécifiques au produit

Risque relatif à la perte de la valeur temps des Warrants en fonction de la durée résiduelle

Le prix des Warrants est calculé sur la base de deux composants du prix (la valeur intrinsèque et la valeur temps) La valeur intrinsèque des Warrants pendant leur période de validité est égale à la différence (si elle est positive), multipliée par le coefficient multiplicateur, entre la valeur sous-jacente et le prix d'exercice (warrants Call). Le montant de la valeur temps, d'autre part, est essentiellement déterminée en fonction de la durée résiduelle du Warrant et de la fréquence et de l'intensité des fluctuations du prix de la valeur sous-jacente attendues par l'Émetteur pendant la durée résiduelle du Warrant (volatilité implicite).

Risques relatifs à d'autres facteurs affectant la valeur comme les taux d'intérêt du marché monétaire, les dividendes attendus et les coûts de refinancement de l'Émetteur

Les autres facteurs affectant le prix des Warrants comprennent, notamment, les taux d'intérêt sur le marché monétaire pour la durée résiduelle, le revenu attendu des transactions de couverture de l'Émetteur concernant la valeur sousjacente et le niveau des coûts de refinancement de l'Émetteur pour réaliser ces transactions de couverture.

Même si le prix de la valeur sous-jacente s'élève, dans le cas d'une option call, ou chute, dans le cas d'une option put, la valeur du Warrant peut diminuer en raison des autres facteurs affectant la valeur. Compte tenu de la durée de validité limitée du Warrant, aucune garantie ne peut être donnée quant à une remontée du prix du Warrant dans les délais. Plus la durée résiduelle est courte, plus le risque est grand.

Section E - Offre

E.2b	Indiquer les raisons de l'offre et l'utilisation
	prévue du produit de
	celle-ci, lorsqu'il s'agit
	de raisons autres que la
	réalisation d'un
	bénéfice et/ou la
	couverture de certains
	risques.

Sans objet; les raisons de l'offre sont de réaliser des profits et/ou de prendre une couverture par rapport à certains risques et le produit net de l'émission de Warrants présentés dans le Prospectus de Base seront utilisés par l'Émetteur à des fins générales.

E.3 Décrire les modalités et Méthode de présentation de l'offre, offreur et date d'émission des

	les conditions de	Warrants
	l'offre.	Les Warrants sont offerts de gré à gré en continu.
		L'offre des Warrants commence en France le 22.01.2014.
		Les offreur des Warrants est: l'Émetteur
		La date d'émission est: 22.01.2014
		Restriction imposée à la libre négociabilité des valeurs mobilières
		Les Warrants peuvent être offerts ou vendus seulement si l'ensemble des lois et règlementations relatives aux valeurs mobilières en vigueur dans la juridiction dans laquelle un achat, une offre, une vente ou une livraison de Warrants est effectué ou dans laquelle le présent document est diffusé ou conservé pour inspection ont été respectées, et si tous les consentements ou autorisations nécessaires pour l'achat, l'offre, la vente ou la livraison des Warrants conformément aux normes légales en vigueur dans cette juridiction ont été obtenus.
		En particulier, les Warrants ne sont pas et ne seront pas enregistrés conformément à la Loi sur les valeurs mobilières des États-Unis (<i>United States Securities Act</i>) de 1933 telle qu'amendée. Ils ne peuvent être offerts, vendus, négociés ou livrés au sein des États-Unis directement ou indirectement par ou pour le compte d'un ressortissant des États-Unis (comme défini dans la Réglementation S conformément à la Loi sur les valeurs mobilières des États-Unis de 1933), excepté dans le cas d'exemption des conditions d'enregistrement de la Loi sur les valeurs mobilières. Toute personne recevant le montant de liquidités correspondant aux termes et conditions est considérée comme ayant fait une déclaration indiquant que la personne titulaire des droits découlant des Warrants n'est pas un ressortissant des États-Unis.
		Prix d'émission, frais et taxes relatifs à l'achat
		Le prix d'émission initial est de EUR 0,15.
		Sans objet, l'achat de Warrants ne faisant supporter aucun coût ou taxe à l'Émetteur notamment pour les acheteurs ou les souscripteurs.
E.4	Décrire tout intérêt, y compris les intérêts conflictuels, pouvant influer sensiblement sur l'émission/l'offre.	L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui agissent généralement en qualité d'agent de calcul des Warrants. Cette activité peut entraîner des conflits d'intérêt dans la mesure où les responsabilités de l'agent de calcul comprennent certaines déterminations et décisions qui pourraient avoir un effet négatif sur le prix des Warrants ou le montant des liquidités.
		L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent s'engager dans des transactions de négoce sur la valeur sous-jacente, sur d'autres instruments qui s'y rapportent, ou sur des dérivés, des options boursières ou des contrats à terme en bourse, ou peuvent émettre d'autres valeurs et dérivés fondés sur la valeur sous-jacente. Les sociétés peuvent également intervenir dans l'acquisition de nouvelles parts ou d'autres titres de la valeur sous-jacente ou, dans le cas d'indices de valeurs, de sociétés individuelles incluses dans

l'indice, ou agir en qualité de conseillers financiers pour les entités auxquelles il est fait référence ou collaborer avec elle dans le secteur de la banque d'affaires. Les sociétés sont tenues de s'acquitter de leurs obligations à ce titre, indépendamment des conséquences qui peuvent en résulter pour les détenteurs de warrants et, le cas échéant, devront prendre les mesures qu'elles considèrent nécessaires ou appropriées pour se protéger ou sauvegarder leurs intérêts dans le cadre de ces relations d'affaires. Les activités visées ci-dessus pourraient entraîner des conflits d'intérêt et avoir un effet négatif sur le prix de la valeur sous-jacente ou des titres qui lui sont associés comme les Warrants.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent émettre des titres dérivés supplémentaires fondés sur la valeur sous-jacente, ou sur des éléments constitutifs de la valeur sous-jacente, notamment des titres dont les caractéristiques sont identiques ou similaires à celles des Warrants. L'introduction de tels produits, qui concurrencent les Warrants, peuvent avoir un effet sur le prix de la valeur sous-jacente ou les éléments constitutifs de la valeur sous-jacente et donc aussi sur le prix des Warrants. L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent recevoir des informations de nature non publique se rapportant à la valeur sous-jacente, ou à des éléments constitutifs de la valeur sous-jacente, mais ne sont pas tenus de les communiquer aux détenteurs de warrants. De plus, les sociétés appartenant à Citigroup ou affiliées à lui peuvent publier des rapports de recherche se rapportant à la valeur sous-jacente ou aux éléments constitutifs de la valeur sous-jacente. Les activités de ce type peuvent créer certains conflits d'intérêt et affecter le prix des Warrants.

E.7 Donner une estimation des dépenses facturées à l'investisseur par l'émetteur ou l'offreur.

Les dépenses estimées pour les Warrants, y compris le coût d'admission à la négociation sont compris(es) dans le prix d'émission ou au prix de vente, le cas échéant. Si l'investisseur achète des Warrants auprès d'un distributeur, le prix d'achat à payer par l'investisseur pourra comprendre des commissions de vente devant être communiquées au distributeur.

Citigroup Global Markets Deutschland AG

Frankfurt am Main

(Issuer)

Final Terms dated

21 January 2014

to the

Tripartite Base Prospectus dated 13 May 2013 as amended (the "Tripartite Base Prospectus")

CALL OR PUT WARRANTS

referenced to the following underlying:

Société Générale

ISIN: DE000CF6Z725

The respective Final Terms to the Tripartite Base Prospectus will be made available as a separate document in paper form free of charge at the address of the relevant paying agent and published on the Issuer's website (www.citifirst.com).

The subject matter of the Final Terms is Call or Put Warrants (Product No. 1) (the "Warrants" or the "Series") based on a share or a security representing shares issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer").

The Final Terms were prepared in accordance with Article 5 (4) of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (as most recently amended by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010) (the "Prospectus Directive") and must be read in conjunction with the Tripartite Base Prospectus (consisting of the Summary and the Securities Note, each dated 13 May 2013, and the Registration Form of Citigroup Global Markets Deutschland AG dated 3 May 2013, including any supplements). Complete information about the Issuer and the offer of the Warrants can be obtained only from a synopsis of these Final Terms together with the Tripartite Base Prospectus (including all related supplements, if any).

The Final Terms to the Tripartite Base Prospectus take the form of a separate document within the meaning of Article 26 (5) of Commission Regulation (EC) No. 809/2004 of 29 April 2004 as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012 and Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012 (the "**Prospectus Regulation**").

An issue specific summary that has been completed for the Warrants is attached to these Final Terms.

INFORMATION ABOUT THE TERMS AND CONDITIONS – ISSUE SPECIFIC CONDITIONS

With respect to the Series of Warrants, the Issue Specific Conditions applicable to the Call or Put Warrants, as replicated in the following from the Tripartite Base Prospectus and supplemented by the information in the Annex to the Issue Specific Conditions as set out below, and the General Conditions contain the conditions applicable to the Warrants (referred to together as the "Conditions"). The Issue Specific Conditions should be read in conjunction with the General Conditions.

Part A. Product Specific Conditions

No. 1 Option Right

Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer") hereby grants the holder (each a "Warrant Holder") of Call or Put Warrants (the "Warrants"), based on the Underlying as specified in detail in each case in Table 1 and Table 2 of the Annex to the Issue Specific Conditions, the right (the "Option Right") to require the Issuer to pay the Cash Amount (No. 2 (1) of the Issue Specific Conditions) or the Termination Amount (No. 2 of the General Conditions) in accordance with these Terms and Conditions.

No. 2 Cash Amount; Definitions

- (1) The "Cash Amount" for each Warrant, subject to the early redemption of the Warrants by the Issuer (No. 2 of the General Conditions), shall be the Intrinsic Value of a Warrant, if the latter is already expressed in the Settlement Currency, or the Intrinsic Value of a Warrant converted into the Settlement Currency using the Reference Rate for Currency Conversion.
- (2) The "Intrinsic Value" of a Warrant shall be the difference, expressed in the Reference Currency and multiplied by the Multiplier, by which the Reference Price of the Underlying determined on the Valuation Date is higher than (Call Warrants) or lower than (Put Warrants) the respective Strike.
- (3) The following definitions shall apply in these Terms and Conditions:

"Additional Securities Euroclear System, Brussels; Clearstream Banking S.A.,

Depositaries": Luxembourg

"Auxiliary Location": London, United Kingdom

"Banking Day": Every day on which the commercial banks in Paris and

Frankfurt am Main are open for business, including trade in foreign currencies and the receipt of foreign currency deposits (except for Saturdays and Sundays), the

TARGET2-System is open and the Central Securities

Depositary settles payments. "TARGET2-System" shall mean the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) payment system or any successor system.

"Central Securities Depositary":

Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

France

"Clearing Territory of the

France

Central Securities Depositary":

"Currency Conversion Date": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Exchange Rate Reference

not applicable

Agent":

"Exercise Date":

I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

Valuation Date

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

The Banking Day at the respective place of the Exercise Agent pursuant to No. 3 (1), on which the exercise prerequisites pursuant to No. 3 (1) are met for the first time at 10:00 a.m. (local time at the place of the

respective Exercise Agent).

"Form of the Warrants": The Warrants will be issued in dematerialized bearer form

(au porteur) and inscribed in the books of the Central Securities Depositary which shall credit the accounts of the Account Holders. No physical document of title (including certificats représentatifs pursuant to Article R.211-7 of the French Monetary and Financial Code (Code monétaire et financier)) will be issued in respect of

the Warrants.

"Issue Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Issuer's Website": www.citifirst.com

"Maturity Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Minimum Exercise Volume": 100 Warrant(s) per ISIN or an integral multiple thereof

"Minimum Trading Volume": 1 Warrant(s) per ISIN or an integral multiple thereof

"Modified Exercise Date + 1": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

not applicable

"Modified Exercise Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

The first Exercise Date which is a Banking Day at the Auxiliary Location and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant Adjustment Exchange as specified in Table 2 of the Annex to the Issue Specific Conditions.

"Modified Valuation Date + 1": not applicable

"Modified Valuation Date": not applicable

"Multiplier": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Number": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Payment Date upon Exercise": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

At the latest the fifth common Banking Day following the Exercise Date at the registered office of the Issuer and the place of the Central Securities Depositary.

"**Reference Currency**": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"**Reference Price**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Reference Rate for Currency

Conversion":

not applicable

"Rollover Date": not applicable

"Settlement Currency": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Strike": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"**Type**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type of Exercise": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Underlying": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Valuation Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

As specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation

Date.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

In case of an exercise during the Exercise Period, the Valuation Date as specified in Table 2 of the Annex to the Issue Specific Conditions; in case of an Automatic Exercise, the Valuation Date as specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation Date.

No. 3 Exercise of the Option Rights

I. Applicable in the case of Warrants with a European Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

- (1) The Option Right may be exercised by the Warrant Holder only with effect as of the Valuation Date for the respective Warrant. If the Cash Amount results in a positive value, the Option Right attaching to the respective Warrant shall be deemed to be exercised on the Valuation Date without further preconditions and without the submission of an explicit Exercise Notice (referred to in the following as "Automatic Exercise").
- (2) The Issuer will transfer any positive Cash Amount to the Central Securities Depositary on the Maturity Date for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid.
- (3) The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer. In the event that the onward transfer of the Cash Amount or of the fair market value is not possible within three months after the Maturity Date ("Presentation Period"), the Issuer shall be entitled to deposit the relevant amounts with the Frankfurt am Main Local Court for the Warrant Holders at their risk and expense with a waiver of its right to reclaim those amounts. Upon the deposit of the relevant amounts with the Court, the claims of the Warrant Holders against the Issuer shall expire.
- (4) All taxes or other levies that may be incurred in connection with the payment of the Cash Amount or of the fair market value shall be borne by the Warrant Holders.
- (5) If the Valuation Date falls between the date on which the Issuer determines that there are grounds for making an Adjustment in accordance with No. 6 of the Issue Specific Conditions and the date on which the Issuer has given notice of the Adjustments (referred to in the following as the "Adjustment Period"), the Valuation Date shall be the first Banking Day common to the head office of the Issuer and to the location of the Central Securities Depositary following the date on which the Issuer has given notice of the Adjustments for the Valuation Date. The calculation of the Cash Amount in accordance with No. 2 of the Issue Specific Conditions shall be based on the relevant Reference Price of the Underlying on the Valuation Date together with the Adjustments made by the Issuer.
- (6) The Cash Amount and the fair market value shall be paid in the Settlement Currency without a requirement for the Issuer to give notice of any kind.
- (7) A declaration shall be deemed to have been made automatically that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell

or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell, resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the respective series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

(1) For the exercise of the Warrants to be effective, the holder of the respective Warrant must comply with the preconditions set out below with respect to the relevant Exercise Agent within the Exercise Period for the respective Warrant. The Exercise Period for the Warrants shall begin in each case on the third Banking Day after the Issue Date and shall end in each case at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the Valuation Date or, if the Reference Price of the Underlying is usually determined before 11.00 a.m. (local time at the location of the relevant Exercise Agent), the Exercise Period ends at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the last Trading Day preceding the last Valuation Date. The provisions of paragraphs (2) to (4) of this No. 3 II shall also apply.

If the Option Rights are exercised via the Exercise Agent in **France**, the Warrant Holder must submit to Citibank International plc., France (the "**Exercise Agent**") at the following address:

Citibank International plc. - Service Titres, 1-5 Rue Paul Cezanne, 75008 Paris, France a properly completed "Paris" Exercise Notice for the respective ISIN (International Securities Identification Number) using the form available from the Issuer (referred to in the following as "Exercise Notice") and must have transferred the Warrants which it is intended to exercise

- to the Issuer crediting its account No. 186 at Euroclear France, account nature 51 or its account No. 67098 at Clearstream Luxembourg.

The Exercise Notice must specify:

- the ISIN (International Securities Identification Number) of the Warrant series and the number of Warrants intended to be exercised and
- the account of the Warrant Holder with a bank in France into which the Cash Amount is to be paid. If the Exercise Notice does not specify an account or specifies an account outside France, a check for the Cash Amount will be sent to the Warrant Holder at his risk by normal post to the address given in the Exercise Notice within five (5) Banking Days in Frankfurt am Main and Paris following the Valuation Date.
- Confirmation must also be given that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell,

resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

- (2) The Exercise Notice shall become effective on the Exercise Date according to No. 2 (3) of the Issue Specific Conditions. The Exercise Notice may not be revoked, including during the period prior to the date on which it becomes effective. All of the preconditions set out in No. 3 (1) of the Issue Specific Conditions must be satisfied within five (5) Banking Days of the occurrence of the first precondition. In any other circumstances, the Issuer shall have the right to return any payments already made to the Warrant Holder without interest at his risk and expense; in this event the Exercise Notice shall not become effective.
- (3) Option Rights that have not been exercised effectively in accordance with paragraphs (1) and (2) shall be deemed, subject to early termination by means of extraordinary Termination pursuant to No. 2 of the General Conditions, to be exercised on the final day of the Exercise Period without further preconditions, if the Cash Amount is positive ("Automatic Exercise"). In the event of Automatic Exercise, the confirmation referred to in the last subparagraph of paragraph (1) shall be deemed to have been given automatically. In any other circumstances, all rights arising from the Warrants that have not been exercised effectively by then shall expire on that day and the Warrants shall become invalid.
- (4) All taxes or other levies that may be incurred in connection with the exercise of the Warrants shall be borne by the Warrant Holder. The exercise or settlement amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.
- (5) The Issuer will transfer any Cash Amount to the Central Securities Depositary on the Payment Date upon Exercise for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid. The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer.

No. 4 (not applicable)

Part B. Underlying Specific Conditions

No. 5 Underlying

- (1) The "**Underlying**" shall be the share or security representing shares specified as the Underlying in Table 2 of the Annex to the Issue Specific Conditions of the Company specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Company**").
- (2) The "Reference Price" of the Underlying shall correspond to the price specified as the Reference Price of the Underlying in Table 1 of the Annex to the Issue Specific Conditions,

as calculated and published on Trading Days on the Relevant Exchange specified in Table 2 of the Annex to the Issue Specific Conditions (the "Relevant Exchange"). "Trading Days" shall be days on which the Underlying is normally traded on the Relevant Exchange. "Trading Hours" shall be hours during which the Underlying is normally traded on the Relevant Exchange on Trading Days.

No. 6 Adjustments

(1) If an Adjustment Event pursuant to paragraph (2) of this No. 6 occurs, the Issuer shall determine whether the relevant Adjustment Event has a diluting, concentrative or other effect on the computed value of the Underlying and, if such is the case, shall if necessary make a corresponding Adjustment to the affected features of the Warrants, which in its reasonable discretion is appropriate in order to take account of the diluting, concentrative or other effect and to leave the Warrant Holders as far as possible in the same position in financial terms as they were in before the Adjustment Event took effect. The Adjustments may relate, inter alia, to the Strike, the Multiplier and other relevant features, as well as to the replacement of the Underlying by a basket of shares or other assets or, in the event of a merger, by an adjusted number of shares of the absorbing or newly formed company and, where relevant, the specification of a different exchange as the Relevant Exchange and/or a different currency as the Reference Currency. The Issuer may (but is not obliged to) base the determination of this appropriate Adjustment on the adjustment made in response to the relevant Adjustment Event by a futures exchange, on which options or futures contracts on the Underlying are traded at the time of the Adjustment Event, in respect of options or futures contracts on the relevant share traded on that futures exchange.

(2) An "Adjustment Event" shall be:

- (a) the subdivision (stock split), combination (reverse stock split) or reclassification of the respective shares or the distribution of dividends in the form of bonus shares or stock dividends or a comparable issue;
- (b) the increase in the capital of the Company by means of the issue of new shares in return for capital contributions, with the grant of a direct or indirect subscription right to its shareholders (capital increase for capital contributions);
- (c) the increase of the capital of the Company from its own financial resources (capital increase from corporate funds);
- (d) the grant by the Company to its shareholders of the right to subscribe for bonds or other securities with option or conversion rights (issue of securities with option or conversion rights);
- (e) the distribution of an extraordinary dividend;
- (f) the spin-off of a division of the Company in such a way that a new, independent company is formed or the division is absorbed by a third company, with the grant to the

- shareholders of the Company of shares in either the new company or the absorbing company for no consideration;
- (g) the permanent delisting of the Underlying on the Relevant Exchange as a result of a merger by absorption or new company formation or for another reason;
- (h) other comparable events that could have a diluting, concentrative or other effect on the calculated value of the Underlying.
- (3) The rules described in the preceding paragraphs shall apply analogously to securities representing shares as the Underlying (such as ADRs, ADSs or GDRs).
- (4) Changes in the method of calculating the Reference Price or other prices for the Underlying that are relevant in accordance with these Terms and Conditions, including a change in the Trading Days or Trading Hours relevant for the Underlying, shall entitle the Issuer to adjust the Option Right accordingly in its reasonable discretion. The Issuer shall determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change.
- (5) In the event that the Underlying is permanently delisted on the Relevant Exchange but continues to be listed on another exchange or another market which the Issuer in its reasonable discretion considers to be suitable (the "New Relevant Exchange"), then, subject to extraordinary Termination of the Warrants by the Issuer pursuant to No. 2 of the General Conditions, the Cash Amount shall be calculated on the basis of the corresponding prices for the Underlying calculated and published on the New Relevant Exchange. In addition, all references in these Terms and Conditions to the Relevant Exchange shall then be deemed, insofar as the context allows, to be references to the New Relevant Exchange.
- (6) In the event that a voluntary or compulsory liquidation, bankruptcy, insolvency, winding up, dissolution or comparable procedure affecting the Company is initiated, or in the event of a process as a result of which all of the shares in the Company or all or substantially all of the assets of the Company are nationalized or expropriated or required to be transferred in some other way to government bodies, authorities or institutions, or if following the occurrence of an event of another kind the Issuer reaches the conclusion that it is not possible to make an Adjustment that would reflect the changes that have occurred appropriately from a financial point of view, then the Issuer will terminate the Warrants pursuant to No. 2 of the General Conditions.
- (7) The Issuer shall give notice of the Adjustments and the date on which the Adjustments become effective in accordance with No. 4 of the General Conditions.

No. 7 Market Disruption Events

(1) If a Market Disruption Event in accordance with paragraph (2) of this No. 7 exists on the Valuation Date, then the Valuation Date shall be postponed to the next following day which fulfills the criteria for a Valuation Date in accordance with No. 2 of the Issue Specific Conditions and on which a Market Disruption Event no longer exists. The Issuer shall endeavor to give notice to the Warrant Holders without delay in accordance with No. 4 of the

General Conditions that a Market Disruption Event has occurred. However, there shall be no obligation to give notice. If, as a result of the provisions of this paragraph, the Valuation Date has been postponed for five (5) consecutive days that fulfill the criteria for a Valuation Date in accordance with No. 2 (3) of the Issue Specific Conditions and if the Market Disruption Event continues to exist on that day as well, then that day shall be deemed to be the Valuation Date and the Issuer shall determine the Cash Amount in its reasonable discretion taking account of the market conditions prevailing on any such deemed Valuation Date.

(2) "Market Disruption Event" shall mean

- (i) the suspension or restriction of trading in the Underlying on the Relevant Exchange, or
- (ii) the suspension or restriction of trading (including the lending market) in a futures or options contract based on the Underlying on a Futures Exchange on which futures or options contracts based on the Underlying are traded (the "Futures Exchange");

if that suspension or restriction occurs or exists in the last half-hour before the calculation of the closing price of the Underlying that would normally take place and is material as determined by the Issuer in its reasonable discretion. A change in the Trading Days or Trading Hours on or during which the Underlying is traded does not constitute a Market Disruption Event, provided that the change takes place as the result of a previously announced change in the trading regulations by the Relevant Exchange.

ANNEX TO THE ISSUE SPECIFIC CONDITIONS

Table 1 – supplementary to Part A. Product Specific Conditions

Issue Date: 22/01/2014

Initial value date in France: 27/01/2014

ISIN / Local Trading Code	Underlying	Туре	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike	Multiplier	Valuation Date / Maturity Date	Type of Exercise	Number	Reference Price of the Underlying ("Reference Price")
DE000CF6Z725 / 5155C	Société Générale	CALL	No	EUR 0.15	Euro (EUR)	EUR 50.00	0.2	18/09/2014 / 25/09/2014	European	3,000,000	Closing price

Table 2 – supplementary to Part B. Underlying Specific Conditions

Underlying (Company) / Share type	ISIN or Reuters	Relevant Stock Exchange /	Valuation Date /	Currency in which the
	Code of the	Relevant Adjustment Exchange for the	Currency Conversion Date	Reference Price is expressed
	Underlying	Underlying ("Adjustment Exchange")		("Reference Currency")
Société Générale S.A. / Common Shares	FR0000130809	Euronext Paris / EUREX Frankfurt	See Table 1 / not applicable	Euro (EUR)

The following specific meanings shall apply in this context:

Deutsche Börse AG, Frankfurt, Germany (XETRA®)

EUREX : EUREX, Frankfurt, Germany

STOXX Limited, Zurich : STOXX Limited, Zurich, Switzerland

Dow Jones & Company, Inc., New York, U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

Nikkei Inc. : Nikkei Inc., Tokyo, Japan

Standard & Poor's Corp., New York, N.Y., U.S.A.

AEX Options and Futures Exchange, Amsterdam, The Netherlands

Bolsa de Derivados Portugal : Bolsa de Derivados Portugal, Lisbon, Portugal

EUREX : EUREX, Zurich, Switzerland

Euronext Amsterdam/ Euronext Lisbon/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Euronext Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Euronext Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Paris S.A., Paris, France

Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.) : Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.), Helsinki, Finland

Helsinki Derivatives Exchange (HEX Ltd.) : Helsinki Derivatives Exchange (HEX Ltd.), Helsinki, Finland

HSIL : Hang Seng Indexes Company Limited ("HSIL"), Hong Kong, China

Madrid stock exchange : Bolsa de Madrid, Madrid, Spain

MEFF
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
New York Stock Exchange, New York, NY, USA
OCC
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signatu

OSE : Osaka Securities Exchange, Osaka, Japan
TSE : Tokyo Stock Exchange, Tokyo, Japan
SIX Swiss Exchange, Swiss Exchange : SIX Swiss Exchange, Switzerland

RISK FACTORS

Investors should read carefully the risk factors set out under "I. Risk factors of Warrants" in the Securities Note and under 1. in the Registration Form.

In particular, the following optional risk factors that relate only to certain types of Warrants are applicable to these Warrants (please refer to "I. Risk factors of Warrants" in the Securities Note):

- Risk relating to the loss of time value of Warrants depending on the remaining term
- Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs

ADDITIONAL INFORMATION

Name and address of the paying agents and the calculation agent

Paying Agent(s):

Citigroup Global Markets Ltd., 1-5 Rue Paul Cézanne, 75008 Paris, France

Calculation Agent:

Citigroup Global Markets Deutschland AG, Frankfurter Welle, Reuterweg 16, D-60323 Frankfurt am Main, Federal Republic of Germany

Conflicts of interest

With respect to interests of natural and legal persons involved in the issue and resulting potential conflicts of interest, please refer to "4. Risk of conflicts of interest" under "I. Risk factors of Warrants" in the Securities Note.

Offer method

The Warrants are being offered over-the-counter on a continuous basis in one series.

The offer of the Warrants begins in France on 22/01/2014.

Stock exchange listing

The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.

Consent to the use of the Prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*, "WpPG").

Issue price, price calculation and costs and taxes on purchase

The initial issue price is specified in Table 1 of the annex to the Issue Specific Conditions.

Both the initial issue price and the bid and offered prices quoted by the Issuer during the term of the Warrants are calculated using theoretical pricing models. In this context, the bid and offered prices for the Warrants are determined on the basis, among other things, of the mathematical value of the Warrants, the costs of hedging and accepting risk and the expected return. Please see also the information provided under "Risk relating to the calculation of the warrant prices" and "4. Risk of conflicts of interest", both in Section "I. Risk factors of Warrants".

No costs or taxes of any kind for the warrant holders will be deducted by the Issuer whether the Warrants are purchased off-market (in countries where this is permitted by law) or via a stock exchange. Such costs or taxes should be distinguished from the fees and costs charged to the purchaser of the Warrants by his bank for executing the securities order, which are generally

shown separately on the statement for the purchase transaction in addition to the price of the Warrants. The latter costs depend solely on the particular terms of business of the warrant purchaser's bank. In the case of a purchase via a stock exchange, additional fees and expenses are also incurred. Furthermore, warrant holders are generally charged an individual fee in each case by their bank for managing the securities account. Notwithstanding the foregoing, profits arising from the Warrants or capital represented by the Warrants may be subject to taxation.

Information on the underlying

Website: www.societegenerale.com

Disclaimers in relation to Share Prices used as Underlyings

Insofar as share prices are the underlying of Warrants issued by the issuer and described in this Final Terms document, the respective public limited company that has issued the relevant shares, to whose reference price the Warrants relate (the "Issuer of the Underlying"), does not express any recommendation for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main. The Issuer of the underlying neither directly nor indirectly assumes any liability for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main.

The Warrants are the sole obligation of Citigroup Global Markets Deutschland AG and do not involve liability on the part of the Issuer of the underlying. This is not an offer of shares. The Issuer of the underlying has not been and does not want to be involved, neither directly nor indirectly, in deciding the timing of the issue, or the preparation of this document, or the constitution of the option rights under these securities. Furthermore, the Warrant Holder will not have any right through the Warrant to any information, votes or dividends in the Issuer of the underlying.

Publication of additional information

The Issuer does not intend to provide any additional information about the underlying.

The Issuer will publish additional notices described in detail in the terms and conditions. Examples of such notices are adjustments of the features of the Warrants as a result of adjustments relating to the underlying which may, for example, affect the conditions for calculating the cash amount or a replacement of the underlying. A further example is the early redemption of the Warrants if an adjustment cannot be made.

Notices under these terms and conditions are generally published on the Issuer's website. If and to the extent that mandatory provisions of the applicable laws or exchange regulations require notices to be published elsewhere, they will also be published, where necessary, in the place prescribed in each case.

Selling restrictions

Information on selling restrictions can be found under "VI. Selling restrictions" in the Securities Note.

ANNEX – ISSUE SPECIFIC SUMMARY

Section A – Introduction and warnings

This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the A.1 "Issuer") and of the Warrants issued under the Tripartite Base Prospectus. The Summary is intended as an introduction to the Tripartite Base Prospectus, which comprises this Summary, the Registration Form of Citigroup Global Markets Deutschland AG dated 03 May 2013 including any supplements and the Securities Note of Citigroup Global Markets Deutschland AG dated 13 May 2013. Investors should therefore ensure that any decision to invest in the Warrants is based on a review of the entire Prospectus, including any supplements and the Final Terms. Where claims relating to the information contained in a base prospectus, any supplements, and the respective Final Terms are brought before a court, the investor acting as plaintiff may, as a result of the laws of individual member states of the European Economic Area, have to bear the costs of translating the base prospectus, any supplements, and the Final Terms into the language of the court prior to the commencement of legal proceedings. The Issuer can be held liable for the content of this Summary, including any translation prepared, but only in the event that the Summary is misleading, inaccurate or inconsistent when read in conjunction with the other parts of the Prospectus, or, when read in conjunction with the other parts of the Tripartite Base Prospectus, does not convey all of the key information required.

A.2 Consent to use the prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent) for offers in France (the "Offer State"). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (Wertpapierprospektgesetz, "WpPG").

In the event of an offer by a financial intermediary, the terms and conditions of the offer must be provided to investors at the time of the offer by the financial intermediary.

Sectio	ion B – Issuer and any guarantors					
B.1	The legal and commercial name of the issuer.	The legal and commercial name of the Issuer is Citigroup Global Markets Deutschland AG.				
B.2	The domicile and legal form of the issuer, the legislation under which the issuer operates and its country of incorporation.	Prankfurt am Main; the address of Citigroup Global Markets Deutschland AG is Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, Federal Republic of Germany (telephone +49 (0)69-1366-0). Legal form and jurisdiction The Issuer is a stock corporation (Aktiengesellschaft, "AG") under German law. Place of registration The Issuer is entered in the commercial register of the Frankfurt am Main Local Court under the number HRB 88301.				

	T.	
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Bank expects world economic growth in 2013 to increase slightly from 2.5 per cent to 2.6 per cent. In 2014 growth should increase to 3.2 per cent. The slowdown in worldwide economic growth was principally due to the slowdown of growth in the industrialized countries. The Bank expects moderate growth of 1.0 per cent for industrialized countries in 2013 and a modest increase to 1.6 per cent in 2014.
		Overall the Bank expects continued significant variations between different regions in the world.
		The Bank expects a mild recession in the Eurozone (the Bank's growth forecasts are for -0.6 per cent and -0.4 per cent for 2013 and 2014). This is seen to be due to the continuing sovereign debt crisis and the high level of private sector indebtedness in the peripheral European countries. The ECB is expected to continue to act to stabilise markets and to reduce interest rates in the second quarter of 2013 depending on further economic growth in the Eurozone, which could be followed by a forecast final interest rate reduction in the second half of the year. The Bank considers it likely that Southern Europe and Ireland will only gradually reach a common sustainable fiscal path. If the core countries in future are no longer prepared to increase their support for the peripheral states, this could lead to a raft of debt restructurings (with likely longer maturities and interest rate reductions), but probably not before 2015.
		In the Warrants and Certificates Division, the competition is expected to remain intense among leading issuers. Further regulatory challenges are expected, which have to be integrated into the business in a timely manner.
		Given the forecasts made by the individual business divisions and a restrictive cost management approach, the Bank is expecting continued overall profits in fiscal years 2013 and 2014.
B.5	If the issuer is part of a group, a description of the group and the issuer's position	The Issuer is a member of the German subgroup of Citigroup. As a public limited company, it is managed by the executive board. The Issuer is wholly-owned by the German holding company, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, a limited partnership with registered offices in Frankfurt/Main.
	within the group.	Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is also a silent partner of the Issuer, having a silent equity interest ("Stille Einlage") totalling EUR 122,710,051.49 as of 30 November 2012. The general partner of Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is Citigroup Global Markets Finance LLC (USA). The sole limited partner is Citi Overseas Investment Bahamas Inc.
		All shares of Citigroup Global Markets Finance LLC are held by Citi Overseas Investment Bahamas Inc., the sole shareholder of which is Citibank Overseas Investment Corporation (USA). This company is in turn 100 per cent owned by Citibank, N.A. (USA). Citibank, N.A. (USA) is a 100 per cent owned subsidiary of Citicorp (USA), which in turn is a 100 per cent owned subsidiary of Citigroup, Inc. (USA).
B.9	Where a profit	Not applicable; the Issuer has decided not to make any profit forecasts or profit

	forecast or estimate is made, state the figure.	estimates in the Base Prosp	ectus.		
B.10	A description of the nature of any qualifications in the audit report on the historical financial information.	The annual financial state December 2011 to 30 Nov 2011 were audited by the unqualified auditor's opinion	vember 2012 and ne Issuer's statute	1 December 201	0 to 30 November
B.12	Selected historical key financial information regarding the issuer, presented for each financial year of the period	Key Annual Financial Deutschland AG The table below provides a which have been taken fro prior fiscal year (fiscal year business development of Ci	m the audited fin ar 2011) and fisca	ertain noteworthy ancial statements I year 2012 and	2012 between the thereby reveals the
	covered by the historical financial information and any		30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro	
	subsequent interim	Balance sheet total	9,543	8,690	
	financial period accompanied by	Business volume	11,162	10,163	
	comparative data	Equity capital	590	588	
	from the same	Loan portfolio	5,365	5,196	
	period in the prior financial year,	Number of employees	348	361	
	except that the	- Company of the comp			I
	requirement for comparative balance sheet information is satisfied by		01.12.2011 - 30.11.2012 in million Euro	prior fiscal year (01.12.2012 - 30.11.2011) in million Euro	
	presenting the year- end balance sheet	Interest income from operations	11	29	
	information. A statement that there	Commissions from brokerage business	111	96	
	has been no material adverse change in the	Commissions from securities business	18	17	
	prospects of the issuer since the date	Net income from financial trading operations	25	60	
	of its last published audited financial	General administrative expenses	161	137	
	statements or a description of any material adverse change.	As of the balance sheet da following components:	ate, the balance s	sheet equity cap	ital consists of the
	A description of				

significant changes in the financial or trading position of the issuer subsequent to the period covered by the historical financial information.

	30.11.2012 in million Euro (audited)	prior fiscal year (30.11.2011) in million Euro (audited)
Subscribed capital		
Share capital	210.6	210.6
Silent partner capital	122.7	122.7
Capital reserves	195.8	193.8
Legal reserves	33.0	33.0
Other earnings reserves	27.9	27.9

In addition, as part of incorporating the new rules under the BilMoG pursuant to § 340g of the German Commercial Code (HGB), a new separate item was created ("Fund for general banking risks") in the amount of EUR 9.4m (EUR 6.6m in the previous year).

The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows:

	30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro
Equity capital on balance sheet	590.0	588.0
Less intangible assets	0	-1.2
Core capital	599.3	594.3
Supplementary capital	0.0	0.0
Equity capital	599.3	594.3
Capital ratios		
Tier one capital in %	33.6	29.3
Total capital ratio in %	33.6	29.3

Despite the debt crisis in the Eurozone and the concomitant volatility on the international financial markets, Citigroup Global Markets Deutschland AG was once again able to earn a profit in the recently completed fiscal year.

Key Semi-Annual Financial Information of Citigroup Global Markets Deutschland AG

The table below provides a comparison of certain noteworthy financial statistics for the first half of the financial year 2013 which have been taken from the unaudited interim financial statements 2013 between the prior fiscal year and/or the previous year's figures and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

	31.05.2013	30.11.2012	
	in million Euro	in million Euro	

Balance sheet total	11,147	9,543
Business volume	12,628	11,162
Equity capital	590	590
Loan portfolio	5,179	5,365
Number of employees on the balance sheet date	263	334

	01.12.2012 - 31.05.2013 in million Euro	01.12.2011 - 31.05.2012 in million Euro
Interest income from operations	3	7
Commissions from brokerage business	20	33
Commissions from securities business	8	9
Net income from financial trading operations	29	16
General administrative expenses	72	70

Statements as regards trend information and financial or trading position

The Issuer declares that since the date of the last audited annual financial statements on 30 November 2012 no material adverse change in the prospects of the Issuer has occurred.

Furthermore, the Issuer declares that since the date of the last interim financial statements on 31 May 2013 no significant change has occurred in the financial or trading position of the Issuer.

B.13 A description of any recent events particular to the issuer which are to a material extent relevant to the evaluation of the issuer's solvency.

Significant events that may have a material impact on the assessment of the Issuer's solvency can not be determined at the moment. However, Citigroup Global Markets Deutschland AG is currently subject to an extra-ordinary audit on withholding taxes by the Frankfurt-Hoechst tax authority for the years 2007-2008. In this context the tax authority has expressed its view that Citigroup Global Markets Deutschland AG may not have deducted and paid withholding taxes from dividends received in connection with so called cum-ex transactions for shares held by it in custody for its clients as required. Based on these findings the tax authority is currently of the view that Citigroup Global Markets Deutschland AG is liable for non deducted withholding taxes in the amount of more than Euro 706 million for the years 2007 and 2008. In case the tax authority's view should succeed further tax liability for the years 2009 to 2011 may arise which can not be estimated at the moment.

The main starting point for the liability claim of the tax authorities is the question if Citigroup Global Markets Deutschland AG is to be qualified as a German bank

		executing the trade (<i>die den Verkaufsauftrag ausführende Stelle</i>) in the respective years. Furthermore, the method applied to identify the amount of the liability claim is debatable as well as the question if Citigroup Global Markets Deutschland AG can be held liable as principal debtor. Citigroup Global Markets Deutschland AG has obtained legal advice from a reputable tax consultant office as well as from a reputable accounting firm. Based thereon, the management of Citigroup Global Markets Deutschland AG is of the view that the likelihood to win any legal proceedings in this matter exceeds 50 per. cent. On this basis, Citigroup Global Markets Deutschland AG's management has decided to put up a reserve only for expected legal advice and litigation expenses, if any, and has decided that 2 million Euro is an adequate figure in this respect. Furthermore, it should be noted that Citigroup is currently evaluating measures to
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	optimize its organizational structure. Citigroup Global Markets Finance Corporation as the German holding company owns 100% of the shares of the Issuer. Pursuant to § 17 (2) of the German Stock Corporation Act (<i>Aktiengesetz</i> , "AktG"), it is assumed that a company in which a majority of the shares is held by another company is dependent upon that other company.
B.15	A description of the issuer's principal activities.	The Issuer is engaged in the business of corporate and investment banking and offers companies, governments and institutional investors comprehensive financial solutions in the areas of investment banking, fixed income, foreign exchange, equities and derivatives, and global transaction services; in addition it is a leading issuer of warrants and certificates whose end investors are predominantly retail clients. Since the end of 2012 the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.
B.16	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control.	In addition to the inclusion of the Issuer in the Citigroup Inc. group of companies referred to above, the Issuer is also party to a control and profit and loss transfer agreement with its immediate parent company. Under the terms of the agreement, the Issuer has placed the management of its business under the control of its immediate parent company. Accordingly, the immediate holding company has the right to give instructions to the Issuer. The agreement also requires the Issuer to transfer its entire profit to its immediate parent company. In return, the immediate parent company is required to make up any annual loss of the Issuer arising during the period of the agreement, as provided in detail by § 302 (1) and (3) AktG.

Section C – Securities				
C.1	•	Type/form of the Warrants		
	type and the class of the securities being offered	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with		

	and/or admitted to trading, including any security identification number.	options. One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. The leverage effect of the Warrant operates in both directions – not only to the investor's advantage in the event of the favorable performance of the factors determining the value, but also to the investor's disadvantage in the event of their unfavorable performance. The payment due under a Warrant on exercise or early termination depends on the value of the underlying at the relevant time.
		The Warrants will be issued in dematerialized bearer form (<i>au porteur</i>) and inscribed in the books of the central securities depositary which shall credit the accounts of the account holders. No physical document of title (including <i>certificats représentatifs</i> pursuant to Article R.211-7 of the French Monetary and Financial Code (<i>Code monétaire et financier</i>)) will be issued in respect of the Warrants.
		Security identification number
		ISIN: DE000CF6Z725
		Local Code: 5155C
C.2	Currency of the securities issue.	Euro
C.5	A description of any restrictions on the free transferability of the securities.	Each Warrant is transferable in accordance with the laws applying in each case and, where relevant, the respective applicable regulations and procedures of the securities depositary in whose records the transfer is registered.
C.8	A description of the	Applicable law for the securities
	rights attached to the securities including ranking and including limitations to those	The Warrants are subject to German law. The constituting of the Warrants may be governed by the laws of the jurisdiction of the central securities depository.
	rights.	Rights attached to the Warrants
		Each Warrant grants the holder the right to the cash amount as described in more detail under C.15.
		Status of the Warrants
		The Warrants create direct, unsecured and unsubordinated obligations of the Issuer that rank <i>pari passu</i> in relation to one another and in relation to all other current and future unsecured and unsubordinated obligations of the Issuer, with the exception of obligations that have priority due to mandatory statutory provisions.
		Limitations to the rights
		The Issuer has the right to terminate the Warrants and to amend the terms and conditions pursuant to the provisions specified in the terms and conditions of the Warrants.

C.11	An indication as to whether the securities offered are or will be the object of an application for admission to trading, with a view to their distribution in a regulated market or other equivalent markets with an indication of the markets in question.	The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.
C.15	A description of how	Description of Call Warrants with European type of exercise
	the value of the investment is affected by the value of the	Call Warrants enable investors to participate on a disproportionate (leveraged) basis in the positive performance of the underlying.
	underlying instrument(s), unless the securities have a denomination of at least EUR 100,000.	In return, however, they also participate on a leveraged basis in any negative performance of the underlying and in addition bear the risk that the Call Warrant may expire worthless if the reference price of the underlying reaches or falls below the strike.
		On the maturity date, the cash amount received by the investors is the difference, multiplied by the multiplier, by which the reference price of the underlying determined on the valuation date is higher than the respective strike. If the reference price is equal to or lower than the strike, the Call Warrant expires worthless.
C.16	The expiration or	Maturity date: 25/09/2014
	maturity date of the derivative securities –	Exercise date: 18/09/2014
	the exercise date or final reference date.	Valuation date: 18/09/2014
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants with automatic exercise, i.e. a European type of exercise, the Issuer will transfer any positive cash amount to the central securities depositary on the maturity date for the credit of the warrant holders registered with the central securities depositary at the close of business on the preceding banking day at the head office of the central securities depositary.
		The central securities depositary has given an undertaking to the Issuer to make a corresponding onward transfer.
C.18	A description of how the return on derivative securities takes place.	In the case of Warrants with a European type of exercise, the option right may be exercised by the warrant holder only with effect as of the valuation date for the respective Warrant. If the cash amount results in a positive value, the option right attaching to the respective Warrant is deemed to be exercised on the valuation date without further preconditions and without the submission of an explicit exercise notice ("Automatic Exercise").

C.19	The exercise price or the final reference price of the underlying.	Reference price on the valuation date: Closing price
C.20	A description of the type of the underlying and where the information on the underlying can be found.	Type: share or security representing shares WKN: 873403 ISIN: FR0000130809 Company: Société Générale S.A. Relevant stock exchange: Euronext Paris Reuters page: SOGN.PA Website: www.societegenerale.com
Section	D – Risks	
D.2	Key information on the key risks that are specific to the issuer.	Risk of the cessation or limitation of price-setting by the Issuer If the Issuer were to limit or completely abandon its voluntary intention to set bid and offered prices, there would be a danger, if prices for Warrants were not set by any other party that investors would have to wait for the final maturity of the Warrants or, where early exercise is possible, exercise the option right.
		Liquidity risk despite control and profit and loss transfer agreement The Issuer would also be unable to meet its obligations arising from the securities despite the control and profit and loss transfer agreement if, in the event that the Issuer generated a net loss, while the immediate parent company would in principle be required to assume that loss, it was unable or unwilling to comply with this contractual obligation as a result of its own liquidity difficulties or overindebtedness.
		Brokerage of transactions for other Group companies and allocation of work within Citigroup
		The great majority of the Issuer's commission income consists of transfer pricing income from brokerage transactions with affiliated companies. The Issuer's costs arising from the exchange of services with individual Group companies are reimbursed on the basis of existing agreements using transfer prices. For this purpose, income and expenses, in particular commission income for transactions assisted by the bank in an advisory capacity in the context of its sales activities, are determined and allocated to the relevant areas providing the services. The transactions relate to equity trading, bond issues and corporate finance as well as to the sale of structured products, corporate derivatives and currency management products, and also global relationship banking. This process is coordinated closely across all areas with Citigroup Global Markets Limited, London, in particular, and also with Citibank, N.A., London.

If a decision were made within Citigroup to reallocate the relevant activities to other Group companies, the Issuer could lose a material source of income.

Risks in the lending business

The Issuer's loan portfolio consists mainly of loans to international customers in the industrial and financial services sectors with investment grade credit ratings. Loan defaults have been avoided in recent years thanks to this business policy. The loan portfolio is mainly concentrated on a manageable number of borrower units, as defined by German banking law. If significant individual borrowers in the Issuer's portfolio were unable to meet their obligations, therefore, a substantial increase in loan loss provisions would be conceivable in principle and loan defaults could occur.

Interest rate risk

Risk-Treasury assesses and controls the Issuer's interest rate risk. The Issuer's exposure to changes in interest rates maybe a mid to long-term risk in holdings in liquid securities if these were not originally covered by hedging transactions like interest rate swap agreements. The same applies to medium and long-term loans granted by the Issuer. A significant risk from interest rate changes could arise where interest rates are not monitored in a timely or sensitive manner, which may produce the concomitant danger that action to cover such interest rate exposure is not taken early enough.

Operating risk

The Issuer has transferred a number of areas that are significant for the proper management and control of its business activities and the risks associated with them to other companies within and outside Citigroup. In the event that the companies to which these areas have been transferred do not fulfill their contractual obligations or do not do so at the proper time, the ability of the Issuer to meet its own obligations arising from the securities it has issued on the due dates could also be adversely affected.

Tax risks

The tax decisions issued to the Issuer are regularly subject to subsequent review in the form of an external tax audit or to the resolution of individual issues by the relevant courts. This is normal practice and means that an additional tax demand can be issued by the tax authorities years after the original assessment as a result of a tax audit or a generally applicable decision by a tax court.

General business risks

Settlement risk

The risk that a business transaction is incorrectly processed or that a transaction is executed which is different from the intentions and expectations of the Issuer's management.

Information risk

The risk that information, which was generated, received, transmitted or stored within or outside the Issuer's place of business, can no longer be accessed. Furthermore, such information may be of poor quality, or have been wrongly handled or improperly obtained. The information risk also includes risks that are generated by systems and used for processing information.

Reputation risk

This represents the Issuer's risk that its relations with its customers could be harmed if its services are poor or transactions are incorrectly executed. This risk also includes the risk of entering into business relations with counterparties, whose business practices do not conform to the standards or business ethics of the Issuer.

Personnel risk

The Issuer has a high demand for qualified and specially trained professionals and managers. Personnel risk entails the risk of high staff turnover and the risk that the Issuer will be unable to retain a sufficient staff of qualified personnel, as well as the risk that the Issuer's employees may knowingly or negligently violate established regulations or the firm's business ethics standards.

• Legal and regulatory risks

The Issuer views legal risks as any and all risks resulting from binding contracts and governing legislation. Regulatory risks result from the legal environment in which the Issuer does business.

Risk of fraud

These are both internal and external risks of fraud such as bribery, insider trading and theft of data.

D.6

Key information on the key risks that are specific to the securities. This must include a risk warning effect that the investors may lose the value of their entire investment or part of it, as the case may be, and/or, if the investor's liability is not limited to value of investment, a statement of that fact, together with a description of the circumstances in which such additional liability

General risk factors of Warrants

Risk of total loss

Warrants represent particularly risky investment instruments. They entail a particularly high risk of losing the capital invested, up to and including a total loss, plus the transaction costs incurred and any borrowing costs.

Risk of default by the Issuer of the Warrants

In the event of the Issuer becoming insolvent, investors could suffer a loss up to and including a total loss. As bearer securities, Warrants do not fall within the scope of the deposit protection arrangements.

Risk arising from above-average fluctuations in the prices of Warrants (leverage effect)

One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. At the same time, Warrants also entail above-average arises and the likely financial effect.

risks of loss.

Risk of the absence or non-functioning of a secondary market in the Warrants or restricted availability of the Issuer's electronic trading system

Investors should not assume that they will be able to sell a Warrant at a particular time or at a particular price during its term. Investors should assume instead that pricing on the exchange can only take place within the spread of bid and offered prices quoted by the Issuer, if available, and that their buy or sell orders on the exchange will be executed with the Issuer as the direct or indirect counterparty.

Risk in connection with the cessation of secondary trading immediately prior to final maturity

The Issuer and/or the exchange cease trading in the Warrants shortly before their valuation date. However, the reference price of the underlying on the valuation date and/or the applicable exchange rate, both of which are important for the purpose of determining the cash amount of the Warrants, may still change between the last exchange trading day and the maturity date, which may be to the disadvantage of the investor. There is a particular risk that the price of the underlying may reach, fall below or exceed a barrier for the first time shortly before the reference price on the valuation date is determined and after trading in the secondary market has already finished.

Currency risk with respect to the intrinsic value of the Warrants

The performance of the investment is subject to a currency risk if the underlying on which the Warrants are based is expressed in a currency other than the currency in which the cash amount is paid out (settlement currency).

Risks relating to market disruption events

In the event of market disruption events with respect to the underlying, the Issuer has the right to postpone the valuation date for the reference price on exercise. This may result in an additional risk for investors if the underlying performs negatively during the time delay or, where applicable, if the exchange rate for converting the intrinsic value into the settlement currency moves in an unfavourable direction for the investor.

Product specific risk factors

Risk relating to the loss of time value of Warrants depending on the remaining term

The price of Warrants is calculated on the basis of two components of price (intrinsic value and time value). The intrinsic value of Warrants during their term is equal to the difference (if positive), multiplied by the multiplier, between the value of the underlying and the strike (Call Warrants). The amount of the time value, on the other hand, is essentially determined on the basis of the remaining term of the Warrant and the expected frequency

		and intensity of the fluctuations in the price of the underlying expected by the Issuer during the remaining term of the Warrant (implied volatility).
		Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs
		The other factors affecting the price of the Warrants include, <i>inter alia</i> , interest rates on the money market relating to the remaining term, expected income from the Issuer's hedging transactions in or related to the underlying and the level of the Issuer's refinancing costs for entering into those hedging transactions.
		Even if the price of the underlying rises in the case of a call option or falls in the case of a put option, therefore, the value of the Warrant may decline as a result of the other factors affecting value. Given the limited term of the Warrant, there is no guarantee that the price of the Warrant will recover in sufficient time. The shorter the remaining term, the greater the risk.
Section	E – Offer	
E.2b	Reasons for the offer and use of proceeds when different from making profit and/or hedging certain risks.	Not applicable; the reasons for the offer are making profit and/or hedging certain risks and the net proceeds from the issuance of Warrants presented in this base prospectus will be used by the Issuer for its general business purposes.
E.3	A description of the terms and conditions of	Offer method, offeror and issue date of the Warrants
	the offer.	The Warrants are being offered over-the-counter on a continuous basis
		The offer of the Warrants begins in France on 22/01/2014.
		The offeror of the Warrants is the Issuer.
		The issue date is: 22/01/2014
		Restrictions on the free transferability of the securities
		The Warrants may be offered or sold only if all applicable securities laws and regulations in force in the jurisdiction in which a purchase, offer, sale or delivery of Warrants is made or in which this document is circulated or kept for inspection have been complied with, and if all consents or authorizations required for the purchase, offer, sale or delivery of the Warrants in accordance with the legal norms in force in that jurisdiction have been obtained.
		In particular, the Warrants are not and will not be registered pursuant to the United States Securities Act of 1933 as amended. They may not be offered, sold, traded or delivered within the United States either directly or indirectly by or to or for the account of a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933), except in the case of exemption from the registration requirements of the

		Securities Act. Any person receiving the cash amount in accordance with these terms and conditions is deemed to have made a declaration that the person entitled to the rights arising from the Warrants is not a US person. Issue price and costs and taxes on purchase The initial issue price is EUR 0.15. The purchase of the Warrants incurs no costs or taxes that are specifically charged by the Issuer to the subscriber or purchaser.
E.4	A description of any interest that is material to the issue/offer including conflicting interests.	The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it generally act as the calculation agent for the Warrants. This activity can lead to conflicts of interest since the responsibilities of the calculation agent include making certain determinations and decisions which could have a negative effect on the price of the Warrants or the level of the cash amount.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may engage in trading transactions in the underlying, other instruments linked to it, or derivatives, stock exchange options or stock exchange forward contracts, or may issue other securities and derivatives based on the underlying. The companies may also be involved in the acquisition of new shares or other securities of the underlying or, in the case of stock indices, of individual companies included in the index, or act as financial advisors to the entities referred to or work with them in the commercial banking business. The companies are required to fulfill their obligations arising in this connection irrespective of the consequences resulting for the warrant holders and, where necessary, to take actions they consider necessary or appropriate in order to protect themselves or safeguard their interests arising from these business relationships. The activities referred to above could lead to conflicts of interest and have a negative effect on the price of the underlying or securities linked to it such as the Warrants.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may issue additional derivative securities based on the respective underlying or constituents of the underlying, including securities whose features are the same as or similar to those of the Warrants. The introduction of such products that compete with the Warrants may impact the price of the underlying or the constituents of the underlying and thus also the price of the Warrants. The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may receive non-public information relating to the underlying or the constituents of the underlying, but are under no obligation to pass on such information to the warrant holders. Furthermore, companies belonging to Citigroup, Inc. or affiliated to it may publish research reports relating to the underlying or constituents of the underlying. These types of activities may entail certain conflicts of interest and affect the price of the Warrants.
E.7	Estimated expenses charged to the investor	The estimated expenses for the Warrants, including the cost for admission to exchange trading, are included in the issue price or the selling price, as

by the	issuer or	the	the case may be. If the investor purchases the Warrants from a distributor,
offeror.			the purchase price to be paid by the investor may include selling fees that
			have to be disclosed by the distributor.

ANNEXE - RÉSUMÉ EN FRANÇAIS

Section A – Introduction et mises en garde

A.1 Le présent Résumé présente les caractéristiques et les risques principaux de Citigroup Global Markets Deutschland AG (« l'**Émetteur** ») et les Warrants émis au titre de Prospectus Tripartite de Base. Le Résumé a pour finalité de servir d'introduction au Prospectus Tripartite de Base, qui comporte ce Résumé, le Formulaire d'Enregistrement de Citigroup Global Markets Deutschland AG daté du 3 mai 2013 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG daté du 13 mai 2013. Les investisseurs devraient donc veiller à ne prendre aucune décision d'investir dans les Warrants avant d'avoir pris connaissance du Prospectus dans sa totalité, y compris de tous les suppléments et des Conditions Définitives. Dans le cas où un recours relatif aux informations contenues dans un prospectus de base, dans tous les suppléments ou dans les Conditions Définitives respectives serait intenté auprès d'un tribunal, l'investisseur agissant en tant que plaignant pourrait, en vertu des lois de différents États membres de l'Espace économique européen, être contraint de prendre en charge le coût de la traduction du prospectus de base, de tous les suppléments et des Conditions Définitives, dans la langue de travail du tribunal avant le commencement de la procédure judiciaire. L'Émetteur peut être jugé responsable du contenu de ce Résumé, y compris de toute traduction en étant faite, mais seulement dans le cas où le Résumé serait trompeur, inexact ou contradictoire par rapport aux autres parties du Prospectus, ou, dans le cas où il est lu en même temps que les autres parties du Prospectus Tripartite de Base, s'il ne donne pas toutes les informations clés nécessaires.

A.2 – Consentement à l'utilisation du prospectus.

En ce qui concerne les Offres non-dispensées, en vertu de l'Article 3 (2) de la Directive Prospectus, l'Émetteur consent à l'utilisation du Prospectus par tous les intermédiaires financiers (consentement général) pour les offres faites en France (le ou les « État(s) concerné(s) par l'Offre »). Le consentement général à la revente ultérieure et au placement final des valeurs mobilières par le ou les intermédiaires financiers est donné en ce qui concerne France.

La revente ultérieure et le placement final des valeurs mobilières par les intermédiaires financiers peuvent être effectués pendant la période de validité du Prospectus Tripartite de Base en vertu du §9 de la Loi allemande sur les prospectus de valeurs mobilières (*Wertpapierprospektgesetz*, « WpPG »).

Dans le cas d'une offre faite par un intermédiaire financier, les modalités et conditions de l'offre doivent être précisées aux investisseurs au moment où l'offre est faite par l'intermédiaire financier.

Section B – Émetteur et garants

	1	
B.1	Indiquer la raison sociale et le nom commercial de l'émetteur.	La raison sociale et le nom commercial de l'Émetteur est Citigroup Global Markets Deutschland AG.
B.2	Indiquer le siège social et la forme juridique de l'émetteur, la législation régissant ses activités	Siège social Francfort-sur-le-Main; l'adresse de Citigroup Global Markets Deutschland AG est Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, République fédérale d'Allemagne (téléphone +49 (0)69-1366-0).

	ainsi que son pays	
	d'origine.	Forme juridique et législation régissant les activités
		L'Émetteur est une société anonyme (<i>Aktiengesellschaft</i> , « AG ») au sens de la législation allemande.
		Pays d'origine
		L'Émetteur est immatriculé au Registre de commerce du Tribunal local de Francfort-sur-le-Main sous le numéro HRB 88301.
B.4b	Décrire toute tendance connue ayant des répercussions sur l'émetteur et ses secteurs d'activité.	La Banque prévoit une légère accélération de la croissance économique mondiale en 2013, de 2,5% à 2,6 %. En 2014, la croissance devrait atteindre 3,2 %. Le ralentissement de la croissance économique mondiale observée est principalement imputable à la détérioration de la croissance des pays industrialisés. La Banque prévoit une croissance modérée de 1 pour cent pour les pays industrialisés en 2013 et une légère progression à 1,6 % en 2014.
		De façon générale, la Banque s'attend à un maintien d'écarts significatifs entre les différentes régions dans le monde.
		La Banque s'attend à une légère récession dans l'Eurozone (les prévisions de croissance de la Banque sont de -0,6 % et -0,4 % pour 2013 et 2014). Ceci est attribué à la poursuite de la crise de la dette souveraine et au niveau élevé de l'endettement du secteur privé dans les pays européens périphériques. La BCE devrait continuer à intervenir pour stabiliser les marchés et faire baisser les taux d'intérêt au cours du deuxième trimestre 2013 en fonction de la poursuite de la croissance économique de l'Eurozone, qui pourrait être suivie par une réduction finale de taux d'intérêt prévue pour le deuxième semestre. La Banque estime probable que le Sud de l'Europe et l'Irlande n'aboutiront que progressivement à des solutions communes durables en matière fiscale. Si les pays fondateurs ne sont plus déterminés à renforcer leur soutien aux États périphériques à l'avenir, ceci pourrait aboutir à un ensemble de restructurations de dette (avec probablement des échéances à plus long terme et des réductions de taux d'intérêt), mais probablement pas avant 2015.
		Dans la Division warrants et certificats, la concurrence devrait rester intense entre les principaux émetteurs. D'autres modifications de la réglementation devraient intervenir, qui devront être prises en compte en temps opportun pour l'activité.
		Compte tenu des prévisions faites par les différentes divisions et d'une approche restrictive de la gestion des coûts, la Banque s'attend à un maintien global des bénéfices au cours des exercices 2013 et 2014.
B.5	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur.	L'Émetteur est membre du sous-groupe allemand de Citigroup. En tant que société anonyme, il est géré par un conseil d'administration. L'Émetteur est entièrement détenu par une société holding allemande, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, une société en commandite domiciliée à Francfort-sur-le-Main.
		Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est également un associé passif de l'Émetteur, dans la mesure où il détient une participation passive (« Stille Einlage ») d'un montant total de 122 710 051,49 EUR au 30 novembre 2012. L'associé responsable de la société Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est la société

B.9	Lorsqu'une prévision ou une estimation du bénéfice est réalisée, en indiquer le montant.	Citigroup Global Markets Finance LLC (États-Unis). Le commanditaire unique est Citi Overseas Investment Bahamas Inc. Toutes les actions de Citigroup Global Markets Finance LLC sont détenues par Citi Overseas Investment Bahamas Inc., dont le seul actionnaire est Citibank Overseas Investment Corporation (États-Unis). Cette société est elle-même détenue à 100 % par Citibank, N.A. (États-Unis). Citibank, N.A. (États-Unis) est détenue à 100 % par Citicorp (États-Unis), qui est elle-même détenue à 100 % par Citigroup, Inc (États-Unis). Sans objet; l'Émetteur a décidé de ne publier aucune prévision de bénéfice ou estimation de bénéfice dans le Prospectus de Base.			
B.10	Décrire la nature des éventuelles réserves sur les informations financières historiques contenues dans le rapport d'audit.	Les états financiers annue 2011 au 30 novembre 2012 audités par l'auditeur sta réserve de la part de l'audité	et du 1 ^{er} décembre atutaire de l'Éme	e 2010 au 30 nove	embre 2011 ont été
B.12 Présenter les informations financières historiques clés sélectionnées pour l'émetteur, pour chaque exercice de la période couverte par ces informations financières historiques et pour toute période intermédiaire ultérieure,		Informations financières Deutschland AG Le tableau ci-dessous profinancières significatives for l'exercice budgétaire antéricompte du développement de AG:	résente une com purnies dans les é ieur (exercice 20	nparaison de ce tats financiers au 11) et l'exercice tigroup Global M Exercice précédent (30.11.2011) en	rtaines statistiques dités de 2012 entre 2012 et rend donc
	accompagnées de			millions d'euros	
	données comparatives	Total du bilan	9.543	8.690	
	couvrant la même période de l'exercice	Volume d'activité	11.162	10.163	
	précédent; la	Fonds propres	590	588	
	présentation des bilans	Volume des prêts	5.365	5.196	
	de clôture suffit toutefois à remplir	Nombre d'employés	348	361	
	l'exigence	1 2			1
	d'informations bilancielles comparables. Une déclaration		01.12.2011 - 30.11.2012 en millions d'euros	Exercice précédent (01.12.2010 – 30.11.2011) en millions d'euros	
	attestant qu'aucune détérioration significative n'a eue de	Revenus d'intérêt de l'exploitation	11	29	
	répercussions sur les	Commissions de courtage	111	96	
	perspectives de	Commissions d'opérations sur	18	17	

l'émetteur depuis la date de ses derniers états financiers vérifiés et publiés, ou une description de toute détérioration significative.

Une description des changements significatifs de la situation financière ou commerciale l'émetteur survenus après la période couverte par informations financières historiques.

valeurs mobilières		
Revenu net des opérations financières de négoce	25	60
Frais généraux et administratifs	161	137

À la date du bilan, les **fonds propres inscrits au bilan** comprennent les éléments suivants :

	30.11.2012 en millions d'euros (audité)	Exercice précédent (30.11.2011) en millions d'euros (audité)
Capital souscrit		
Capital social	210,6	210,6
Participation de l'associé passif	122,7	122,7
Réserves de capital	195,8	193,8
Réserve légale	33,0	33,0
Autres bénéfices mis en réserve	27,9	27,9

De plus, dans le cadre de l'intégration de nouvelles règles au titre de BilMoG en vertu du §340g du Code allemand du commerce (HGB), un nouveau poste séparé a été créé (« Fonds pour les risques bancaires généraux ») pour un montant de 9,4 millions d'euros (6,6 millions d'euros l'année précédente).

Le capital réglementaire imputé sous BIZ se compose d'un capital de base et de capital supplémentaire (passifs subordonnés) après approbation, comme suit :

	30.11.2012 en millions d'euros	Exercice précédent (30.11.2011) en millions d'euros
Fonds propres au bilan	590,0	588,0
Moins immobilisations	0	-1,2
Capital de base	599,3	594,3
Capitaux supplémentaires	0,0	0,0
Fonds propres	599,3	594,3
Ratios de capitaux		
Fonds propres Tier one en %	33,6	29,3
Ratio de capitaux totaux en %	33,6	29,3

En dépit de la crise de dette dans l'Eurozone et de la volatilité concomitante sur les marchés financiers internationaux, Citigroup Global Markets Deutschland AG

a de nouveau réussi à dégager un bénéfice au cours de l'exercice clôturé récemment.

Informations financières semestrielles clés de Citigroup Global Markets Deutschland AG

Le tableau ci-dessous présente une comparaison de certaines statistiques financières significatives pour le premier semestre de l'exercice financier fournies dans les états financiers non-audités de 2013 entre l'exercice budgétaire antérieur et/ou les chiffres des années précédentes et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG:

	31.05.2013 en million d'Euro	30.11.2012 en million d' Euro
Total du bilan	11.147	9.543
Volume d'activité	12.628	11.162
Fonds propres	590	590
Portefeuille des prêts	5.179	5.365
Nombre d'employés à la date du bilan	263	334

	01.12.2012 - 31.05.2013 en million d'Euro	01.12.2011 - 31.05.2012 en million d'Euro
Revenus d'intérêt de l'exploitation	3	7
Commissions de courtage	20	33
Commissions d'opérations sur valeurs mobilières	8	9
Revenu net des opérations financières de négoce	29	16
Frais généraux et administratifs	72	70

Etats en ce qui concerne l'information tendancielle et la situation financière et commerciale.

L'Emetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2012, aucune détérioration significative n'a affecté les perspectives de l'Emetteur.

En outre, l'Emetteur déclare que depuis la date des états financiers provisoires au 31 mai 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale de l'Emetteur.

B.13 Décrire tout événement récent propre à l'émetteur et présentant un intérêt significatif

Aucun événement présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur n'est identifié à ce moment. Cependant, Citigroup Global Markets Deutschland AG est actuellement sujet à un audit extraordinaire sur les retenues à la source fiscales par l'autorité fiscale Francfort-Hoeschst pour

	pour l'évaluation de sa solvabilité.	les années 2007-2008. Dans ce contexte l'autorité fiscale a explicité ses vues quant au fait que Citigroup Global Markets Deutschland AG aurait dû déduire et payer la retenue à la source des dividendes reçus en relation avec transactions communément appelées cum-ex transactions. S'appuyant sur ces observations l'autorité fiscale est actuellement de l'avis que Citigroup Global Markets Deutschland AG est responsable de la non déduction de la retenue à la source d'un montant supérieur à 706 Millions d'Euro pour les années 2007 et 2008. Dans le cas où l'autorité fiscale a raison, la responsabilité fiscale pour les années 2009 à 2011 pourrait se poser ce qui est impossible d'estimer pour le moment. The principal point de départ de l'action en responsabilité des autorités fiscales est de savoir si Citigroup Global Markets Deutschland AG est qualifié de banque allemande exécutant un transaction (die den Verkaufsauftrag ausführende Stelle) durant ces années. De plus, la méthode appliquée pour identifier le montant des dommages et intérêts est débattue comme celle de savoir si Citigroup Global Markets Deutschland AG peut être tenu responsable comme débiteur principal. De plus, il devrait être noté que . Citigroup envisage actuellement des mesures visant à optimiser sa structure d'organisation.
B.14	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur. Si l'émetteur est dépendant d'autres entités du groupe, ce fait doit être clairement stipulé.	Citigroup Global Markets Finance Corporation à titre de société holding allemande possède 100 % des actions de l'Émetteur. En vertu du § 17 (2) de la Loi allemande sur les sociétés par actions (<i>Aktiengesetz</i> , « AktG »), il est considéré qu'une société dont la majorité des actions est détenue par une autre société est dépendante de cette autre société.
B.15	Fournir une description des principales activités de l'émetteur.	L'Émetteur est une banque d'affaire et d'investissement qui propose des solutions financières complètes dans les secteurs des opérations bancaires de l'investissement, des titres à revenu fixe, des opérations de change, des valeurs mobilières et des dérivés ainsi que des services de transactions internationales aux entreprises, aux pouvoirs publics et aux investisseurs institutionnels; c'est en outre un émetteur majeur de warrants et de certificats dont les investisseurs finaux sont principalement des clients particuliers. Depuis la fin de l'année 2012, l'activité de l'Émetteur intègre également Citi Private Bank – Family Office Coverage Germany et Covered Bond Research.
B.16	Dans la mesure où ces informations sont connues de l'émetteur, indiquer si celui-ci est détenu ou contrôlé, directement ou indirectement, et par qui; décrire la nature de ce contrôle.	En plus de l'intégration de l'Émetteur dans le groupe de sociétés Citigroup Inc. mentionné ci-dessus, l'Émetteur est également partie liée à sa maison mère directe par un accord de transfert de pouvoir et de pertes et profits. En vertu de cet accord, l'Émetteur a conféré la gestion de ses affaires à sa maison mère directe. De ce fait, la société holding dont dépend directement l'Émetteur, a le droit de lui donner des instructions. L'accord impose également à l'Émetteur de transférer la totalité de son bénéfice à sa maison mère directe. En contrepartie, la maison mère directe est tenue de compenser toute perte annuelle éventuelle de l'Émetteur durant la période de validité de l'accord, comme prévu en détail par les § 302 (1) et (3) d'AktG.

Section C – Valeurs mobilières

C.1	Décrire la nature et la catégorie des valeurs mobilières offertes et/ou admises à la négociation et donner tout numéro d'identification des valeurs mobilières.	Type/forme des Warrants Les warrants sont des instruments dérivés qui peuvent comporter un droit d'option et qui peuvent donc présenter beaucoup de points communs avec les options. L'une des principales caractéristiques des Warrants est l'effet de levier: une évolution du cours du sous-jacent peut entraîner une variation disproportionnée du cours du Warrant. L'effet de levier du Warrant joue dans les deux sens – non seulement à l'avantage de l'investisseur en cas de bonnes performances des facteurs déterminant la valeur, mais également en sa défaveur en cas de performances défavorables. Le paiement du au titre d'un Warrant lors de son exercice ou de sa liquidation prématurée dépend de la valeur du sous-jacent à ce moment. Les Warrants seront émis sous une forme dématerialisée au porteur et seront enregistrés dans les livres du dépôt central des valeurs mobilières qui créditera les comptes des titulaires de compte. Aucun document physique attestant de la possession (notamment des certificats représentatifs conformément à l'Article R.211-7 du Code monétaire et financier français) ne sera émis concernant les Warrants. Numéro d'identification des titres ISIN: DE000CF6Z725
C.2	Indiquer dans quelle	Numéro d'identification local : 5155C Euro
	monnaie l'émission a eu lieu.	
C.5	Décrire toute restriction imposée à la libre négociabilité des valeurs mobilières.	Chaque Warrant est transmissible selon les lois s'appliquant à chaque cas et, le cas échéant, les réglementations et les procédures respectives applicables du dépositaire central de titres dans les livres duquel le transfert est enregistré.
C.8	Décrire les droits	Loi applicable aux titres :
	attachés aux valeurs mobilières y compris leur rang, y compris toute restriction qui leur est applicable.	Les Warrants sont régis par la loi allemande. La constitution des Warrants peut être régie par les lois de la juridiction du dépositaire central de titres. Droits attachés aux Warrants
		Chaque Warrant confère à son détenteur le droit au montant en espèces détaillé à la section C.15.
		Statut des Warrants
		Les Warrants créent des obligations non garanties et non subordonnées de l'Émetteur qui se classent <i>pari passu</i> les unes par rapport aux autres et par rapport à toutes autres obligations actuelles et futures non garanties et non subordonnées de l'Émetteur, à l'exception des obligations qui ont priorité en raison de dispositions statutaires obligatoires.
		Limitations de droits

		L'Emetteur a le droit de résilier les Warrants et de modifier par voie d'avenant
		les termes et conditions en application des dispositions prévues aux termes et conditions des Warrants.
C.11	Indiquer si les valeurs mobilières offertes font ou feront l'objet d'une demande d'admission à la négociation, en vue de leur distribution sur un marché réglementé ou sur des marchés équivalents — les marchés en question devant alors être nommés.	Les Warrants ont été admis sur le marché réglementé à la bourse de valeurs de Eurolist, Euronext Paris S.A., qui est un marché réglementé au sens de la Directive 2004/39/CE.
C.15	Décrire comment la valeur de l'investissement est influencée par celle du ou des instrument(s) sous-jacent(s), sauf lorsque les valeurs mobilières ont une valeur nominale d'au moins 100 000 EUR.	Description des Warrants « Call » avec une modalité d'exercice européenne Les Warrants « Call » permettent aux investisseurs de participer avec un effet de levier à la performance positive de la valeur sous-jacente. En contrepartie, cependant, ils participent également sur une base à effet multiplicateur à toute performance négative de la valeur sous-jacente en prenant en plus le risque que le Warrant « Call » expire en perdant totalement sa valeur si le prix de référence de la valeur sous-jacente chute au niveau ou au-dessous du prix d'exercice. À la date d'échéance, le montant reçu par les investisseurs est égal à l'excédent, multiplié par le coefficient multiplicateur, entre le prix de référence de la valeur sous-jacente à la date d'évaluation et le prix d'exercice correspondant. Si le prix de référence est égal ou inférieur au prix d'exercice, le Warrant « Call » expire sans valeur.
C.16	Indiquer la date d'expiration ou d'échéance des instruments dérivés ainsi que la date d'exercice ou la date finale de référence.	Date d'échéance: 25.09.2014 Date d'exercice: 18.09.2014 Date d'évaluation: 18.09.2014
C.17	Décrire la procédure de règlement des instruments dérivés.	Dans le cas de Warrants à exercice automatique, cà-d. d'une modalité d'exercice européenne, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au crédit des détenteurs du warrant enregistrés auprès du dépositaire central à la clôture du jour ouvrable bancaire précédent au siège social du dépositaire central de titres. Le dépositaire central de titres s'est engagé auprès de l'Émetteur à faire un transfert ultérieur correspondant.

C.18	Indiquer les modalités relatives au produit des instruments dérivés.	Dans le cas de Warrants à modalité d'exercice européenne, le droit d'option ne peut être exercé par le détenteur du warrant qu'à la date d'évaluation pour le warrant concerné. Si le montant en numéraire aboutit à une valeur positive, le droit d'option attaché au warrant concerné est considéré exercé à la date d'évaluation sans autres conditions préalables et sans soumission d'une notification explicite d'exercice (« Exercice Automatique »).
C.19	Indiquer le prix d'exercice ou le prix de référence final du sous-jacent.	Prix de référence à la date d'évaluation : Cours de clôture
C.20	Décrire le type de sous-jacent utilisé et indiquer où trouver les informations à son sujet.	Type: action ou titre représentant des actions WKN (Numéro d'identification des valeurs mobilières allemandes): 873403 ISIN: FR0000130809 Société: Société Générale S.A. Bourse de valeurs mobilières concernée: Euronext Paris Page de Reuters: SOGN.PA
		Site Web: www.societegenerale.com
Section	n D – Risques	
D.2	Fournir les informations clés concernant les principaux risques propres à l'émetteur.	Risque d'arrêt ou de restriction de la fixation du prix par l'Emetteur Si l'Émetteur devait limiter ou abandonner complètement son intention de fixer les prix de l'offre et de la demande, le danger existerait, au cas où les prix des Warrants ne seraient pas fixés par aucune autre partie, que les investisseurs doivent attendre l'échéance finale des Warrants ou, lorsque l'exercice est possible, qu'ils doivent exercer leur droit d'option.
		Risque de liquidité en dépit d'un accord de transfert de pouvoir et de pertes et profits
		L'Émetteur ne serait également pas en mesure d'honorer les obligations liées aux titres en dépit d'un accord de transfert de pouvoir et de pertes et profits si, dans le cas où l'Émetteur générait une perte nette, bien que la maison mère directe soit en principe tenue de prendre cette perte à son compte, il était incapable ou non disposé à se conformer à cet engagement contractuel en raison de ses propres difficultés de trésorerie ou de surendettement.
		Courtage de transactions pour d'autres sociétés du Groupe et répartition du travail au sein de Citigroup
		L'essentiel du revenu de commission de l'Émetteur se compose du revenu des prix de cession des transactions de courtage avec les sociétés apparentées. Les coûts pour l'Émetteur résultant de l'échange de services avec différentes sociétés du Groupe sont remboursés sur la base des accords existants en utilisant les prix de cession. À cette fin, le revenu et les dépenses, en particulier

le revenu de commission pour les transactions réalisées avec l'assistance de la banque à titre de conseiller dans le cadre de ses activités commerciales, sont déterminés et alloués aux différents secteurs fournissant les services. Les transactions se rapportent à la négociation sur les titres, les émissions d'obligations et la gestion financière d'entreprise ainsi qu'à la vente de produits structurés, dérivés de titres de sociétés et les produits de gestion de devises, et aux opérations bancaires internationales. Ce processus est coordonné étroitement dans l'ensemble des secteurs avec Citigroup Global Markets Limited, Londres, en particulier, et également avec Citibank, N.A., Londres.

Si une décision était prise au sein de Citigroup pour réaffecter les activités concernées à d'autres sociétés du Groupe, l'Émetteur pourrait perdre une importante source de revenu.

Les risques de l'activité de prêt

Le portefeuille de prêt de l'Émetteur consiste principalement en prêts accordés à des clients internationaux dans les secteurs de l'industrie et des services financiers ayant des notations de crédit de qualité. Les défauts de remboursement de prêt ont été évités ces dernières années grâce à cette politique commerciale. Le portefeuille de prêts consiste principalement en un nombre raisonnable d'unités empruntrices, comme le prescrit la loi allemande sur les opérations bancaires. Si des emprunteurs individuels importants du portefeuille de l'Émetteur n'étaient pas en mesure d'honorer leurs obligations, une forte hausse des provisions pour pertes sur prêt serait envisageable en principe et des défauts de remboursement sur prêts pourraient se produire.

Risque de taux d'intérêt

Le département des risques et trésorerie évalue et maîtrise le risque sur taux d'intérêt de l'Émetteur. L'exposition de l'Émetteur à des fluctuations des taux d'intérêt peut être un risque à moyen ou à long terme pour la détention de titres liquides si ceux-ci n'étaient pas à l'origine couverts par des transactions de couverture telles que des accords de swap de taux d'intérêt. Il en va de même pour les emprunts à moyen et long terme accordés par l'Émetteur. Un risque significatif de fluctuation des taux d'intérêt pourrait survenir lorsque les taux d'intérêt ne font pas l'objet d'un suivi attentif et en temps opportun, ce qui peut générer le danger concomitant qu'une mesure pour couvrir une telle exposition au risque de taux d'intérêt ne soit pas prise suffisamment tôt.

Risque opérationnel

L'Émetteur a transféré un certain nombre de domaines qui sont importants pour une gestion et un contrôle appropriés de ses activités économiques et les risques qui s'y rapportent à d'autres sociétés au sein et à l'extérieur de Citigroup. Au cas où les sociétés auxquelles ces domaines ont été transférés ne s'acquitteraient pas de leurs obligations contractuelles ou ne le feraient pas en temps opportun, la capacité de l'Émetteur à assumer ses propres obligations découlant des titres qu'il a émis aux dates prévues pourrait également être compromise.

Risque fiscal

Les décisions fiscales prises concernant l'Émetteur sont régulièrement soumises à un examen ultérieur sous forme d'audit fiscal externe ou d'arbitrage des affaires individuelles par les tribunaux compétents. Cette pratique est courante

et signifie qu'un rappel d'impôts peut être décidé par l'administration fiscale des années après l'évaluation initiale en raison d'un contrôle fiscal ou d'une décision à portée générale rendue par un tribunal fiscal.

Risques généraux liés à l'activité

• Risque de règlement

Le risque qu'une transaction soit traitée de manière incorrecte, ou qu'une transaction soit exécutée différemment des intentions et des attentes de la direction de l'Emetteur.

• Risque en matière d'information

Le risque que l'information, qui a été produite, reçue, transmise ou conservée au sein ou à l'extérieur du siège social de l'Émetteur ne soit plus accessible. En outre, de telles informations peuvent être de qualité médiocre ou avoir été mal exploitées ou encore avoir été obtenues sans autorisation. Le risque en matière d'information inclut également les risques provenant des systèmes en tant que tels et utilisés pour le traitement de l'information.

• Risque de réputation

Il représente le risque pour l'Emetteur que la relation avec ses clients se détériore si le niveau de qualité de ses services est insuffisant ou le risque que les transactions soient traitées de manière incorrecte. Ce risque inclut également le risque de développer des relations d'affaires avec des contreparties dont les pratiques ne sont pas conformes aux normes ou à l'éthique de l'Émetteur.

• Risque lié au personnel

L'Émetteur fait appel à des professionnels et des cadres dirigeants qualifiés. Le risque lié au personnel inclut le risque d'une rotation importante du personnel et le risque que l'Émetteur ne soit pas en mesure de retenir un personnel qualifié en nombre suffisant, mais également le risque que les employés de l'Émetteur enfreignent en connaissance de cause ou par négligence les règles fixées ou les standards éthiques de pratique établis par la société.

• Risques juridiques et réglementaires

L'Émetteur considère les risques juridiques comme tout risque résultant des contrats engageant sa responsabilité et de la loi applicable. Les risques réglementaires résultent de l'environnement juridique dans lequel l'Émetteur réalise ses opérations.

• Risques de fraude

Risques internes et externes de fraude tels que la corruption, le délit d'initié et le vol de données.

D 6	Fournir	les
D.0		100
	informations	clés
	concernant	les

Facteurs généraux de risque des Warrants

Risque de perte totale

principaux risques propres aux valeurs mobilières. Inclure un avertissement informant l'investisseur qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son investissement et/ou. si le risque encouru l'investisseur ne se limite pas à la valeur de investissement, une mention de ce fait, assortie d'une description des cas où ce surcroît de risque se matérialise ainsi que des effets financiers probables cette matérialisation.

Les Warrants constituent des instruments d'investissement particulièrement risqués. Ils impliquent un niveau de risque particulièrement élevé de perdre le capital investi, y compris une perte totale, plus les coûts de transaction encourus et tous les coûts d'emprunt.

Risque de défaillance de l'Émetteur des Warrants

Au cas où l'Émetteur deviendrait insolvable, les investisseurs pourraient subir une perte pouvant aller jusqu'à une perte totale. En tant que titres au porteur, les Warrants n'entrent pas dans le champ des dispositions prévues pour la protection des dépôts.

Risque résultant de fluctuations de prix des Warrants supérieures à la moyenne (effet de levier)

L'une des principales caractéristiques des Warrants est l'effet de levier : une évolution du cours de la valeur sous-jacente peut entraîner une variation disproportionnée du cours du Warrant. En même temps, les Warrants génèrent également des risques de perte supérieurs à la moyenne.

Risque d'absence ou de non-fonctionnement d'un marché secondaire de Warrants ou de manque de disponibilité du système de transactions électroniques de l'Émetteur

Les investisseurs ne devraient pas présumer qu'ils seront en mesure de vendre un Warrant à un moment particulier ou à un prix particulier pendant sa période de validité. Les investisseurs devraient plutôt partir de l'hypothèse que le prix en bourse ne peut se situer que dans les limites de la fourchette de prix acheteur et vendeur indiquée par l'Émetteur, si elle est disponible, et que leurs ordres d'achat ou de vente en bourse seront exécutés avec l'Émetteur en qualité de contrepartie directe ou indirecte.

Risque lié à la cessation du négoce sur le marché secondaire immédiatement avant une échéance finale

L'Emetteur et/ou le marché cessent de négocier les Warrants juste avant leur date d'évaluation. Cependant, le prix de référence de la valeur sous-jacente à la date d'évaluation et/ou le taux de change applicable, lesquels sont importants dans la détermination du montant des Warrants, peuvent varier entre le dernier jour de cotation et la date d'échéance, dans un sens défavorable à l'investisseur. Il existe un risque particulier que le prix de la valeur sous-jacente atteigne, chute au-dessous ou dépasse une barrière pour la première fois juste avant que le prix de référence à la date d'évaluation soit déterminé et après la clôture de la cotation sur le marché secondaire.

Risque sur la devise relatif à la valeur intrinsèque des Warrants

La performance de l'investissement est soumise à un risque sur la devise si la valeur sous-jacente sur laquelle les Warrants sont basés est libellée dans une devise autre que la devise dans laquelle le montant en numéraire est versé (devise de règlement).

Risques d'événements perturbant le fonctionnement du marché

En cas de survenue d'événements perturbant le fonctionnement du marché pour

la valeur sous-jacente, l'Émetteur a le droit de repousser la date d'évaluation du prix de référence de l'exercice. Ceci peut entraîner un risque supplémentaire pour les investisseurs si la valeur sous-jacente réalise une performance négative pendant la durée du report ou, le cas échéant, si le taux de change utilisé pour convertir la valeur intrinsèque en devise de règlement fluctue dans un sens défavorable à l'investisseur.

Facteurs de risque spécifiques au produit

Risque relatif à la perte de la valeur temps des Warrants en fonction de la durée résiduelle

Le prix des Warrants est calculé sur la base de deux composants du prix (la valeur intrinsèque et la valeur temps) La valeur intrinsèque des Warrants pendant leur période de validité est égale à la différence (si elle est positive), multipliée par le coefficient multiplicateur, entre la valeur sous-jacente et le prix d'exercice (warrants Call). Le montant de la valeur temps, d'autre part, est essentiellement déterminée en fonction de la durée résiduelle du Warrant et de la fréquence et de l'intensité des fluctuations du prix de la valeur sous-jacente attendues par l'Émetteur pendant la durée résiduelle du Warrant (volatilité implicite).

Risques relatifs à d'autres facteurs affectant la valeur comme les taux d'intérêt du marché monétaire, les dividendes attendus et les coûts de refinancement de l'Émetteur

Les autres facteurs affectant le prix des Warrants comprennent, notamment, les taux d'intérêt sur le marché monétaire pour la durée résiduelle, le revenu attendu des transactions de couverture de l'Émetteur concernant la valeur sousjacente et le niveau des coûts de refinancement de l'Émetteur pour réaliser ces transactions de couverture.

Même si le prix de la valeur sous-jacente s'élève, dans le cas d'une option call, ou chute, dans le cas d'une option put, la valeur du Warrant peut diminuer en raison des autres facteurs affectant la valeur. Compte tenu de la durée de validité limitée du Warrant, aucune garantie ne peut être donnée quant à une remontée du prix du Warrant dans les délais. Plus la durée résiduelle est courte, plus le risque est grand.

Section E - Offre

E.2b	Indiquer les raisons de l'offre et l'utilisation
	prévue du produit de
	celle-ci, lorsqu'il s'agit
	de raisons autres que la
	réalisation d'un
	bénéfice et/ou la
	couverture de certains
	risques.

Sans objet; les raisons de l'offre sont de réaliser des profits et/ou de prendre une couverture par rapport à certains risques et le produit net de l'émission de Warrants présentés dans le Prospectus de Base seront utilisés par l'Émetteur à des fins générales.

E.3 Décrire les modalités et Méthode de présentation de l'offre, offreur et date d'émission des

	les conditions de	Warrants
	l'offre.	Les Warrants sont offerts de gré à gré en continu.
		L'offre des Warrants commence en France le 22.01.2014.
		Les offreur des Warrants est: l'Émetteur
		La date d'émission est: 22.01.2014
		Restriction imposée à la libre négociabilité des valeurs mobilières
		Les Warrants peuvent être offerts ou vendus seulement si l'ensemble des lois et règlementations relatives aux valeurs mobilières en vigueur dans la juridiction dans laquelle un achat, une offre, une vente ou une livraison de Warrants est effectué ou dans laquelle le présent document est diffusé ou conservé pour inspection ont été respectées, et si tous les consentements ou autorisations nécessaires pour l'achat, l'offre, la vente ou la livraison des Warrants conformément aux normes légales en vigueur dans cette juridiction ont été obtenus.
		En particulier, les Warrants ne sont pas et ne seront pas enregistrés conformément à la Loi sur les valeurs mobilières des États-Unis (<i>United States Securities Act</i>) de 1933 telle qu'amendée. Ils ne peuvent être offerts, vendus, négociés ou livrés au sein des États-Unis directement ou indirectement par ou pour le compte d'un ressortissant des États-Unis (comme défini dans la Réglementation S conformément à la Loi sur les valeurs mobilières des États-Unis de 1933), excepté dans le cas d'exemption des conditions d'enregistrement de la Loi sur les valeurs mobilières. Toute personne recevant le montant de liquidités correspondant aux termes et conditions est considérée comme ayant fait une déclaration indiquant que la personne titulaire des droits découlant des Warrants n'est pas un ressortissant des États-Unis.
		Prix d'émission, frais et taxes relatifs à l'achat
		Le prix d'émission initial est de EUR 0,15.
		Sans objet, l'achat de Warrants ne faisant supporter aucun coût ou taxe à l'Émetteur notamment pour les acheteurs ou les souscripteurs.
E.4	Décrire tout intérêt, y compris les intérêts conflictuels, pouvant influer sensiblement sur l'émission/l'offre.	L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui agissent généralement en qualité d'agent de calcul des Warrants. Cette activité peut entraîner des conflits d'intérêt dans la mesure où les responsabilités de l'agent de calcul comprennent certaines déterminations et décisions qui pourraient avoir un effet négatif sur le prix des Warrants ou le montant des liquidités.
		L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent s'engager dans des transactions de négoce sur la valeur sous-jacente, sur d'autres instruments qui s'y rapportent, ou sur des dérivés, des options boursières ou des contrats à terme en bourse, ou peuvent émettre d'autres valeurs et dérivés fondés sur la valeur sous-jacente. Les sociétés peuvent également intervenir dans l'acquisition de nouvelles parts ou d'autres titres de la valeur sous-jacente ou, dans le cas d'indices de valeurs, de sociétés individuelles incluses dans

l'indice, ou agir en qualité de conseillers financiers pour les entités auxquelles il est fait référence ou collaborer avec elle dans le secteur de la banque d'affaires. Les sociétés sont tenues de s'acquitter de leurs obligations à ce titre, indépendamment des conséquences qui peuvent en résulter pour les détenteurs de warrants et, le cas échéant, devront prendre les mesures qu'elles considèrent nécessaires ou appropriées pour se protéger ou sauvegarder leurs intérêts dans le cadre de ces relations d'affaires. Les activités visées ci-dessus pourraient entraîner des conflits d'intérêt et avoir un effet négatif sur le prix de la valeur sous-jacente ou des titres qui lui sont associés comme les Warrants.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent émettre des titres dérivés supplémentaires fondés sur la valeur sous-jacente, ou sur des éléments constitutifs de la valeur sous-jacente, notamment des titres dont les caractéristiques sont identiques ou similaires à celles des Warrants. L'introduction de tels produits, qui concurrencent les Warrants, peuvent avoir un effet sur le prix de la valeur sous-jacente ou les éléments constitutifs de la valeur sous-jacente et donc aussi sur le prix des Warrants. L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent recevoir des informations de nature non publique se rapportant à la valeur sous-jacente, ou à des éléments constitutifs de la valeur sous-jacente, mais ne sont pas tenus de les communiquer aux détenteurs de warrants. De plus, les sociétés appartenant à Citigroup ou affiliées à lui peuvent publier des rapports de recherche se rapportant à la valeur sous-jacente ou aux éléments constitutifs de la valeur sous-jacente. Les activités de ce type peuvent créer certains conflits d'intérêt et affecter le prix des Warrants.

E.7 Donner une estimation des dépenses facturées à l'investisseur par l'émetteur ou l'offreur.

Les dépenses estimées pour les Warrants, y compris le coût d'admission à la négociation sont compris(es) dans le prix d'émission ou au prix de vente, le cas échéant. Si l'investisseur achète des Warrants auprès d'un distributeur, le prix d'achat à payer par l'investisseur pourra comprendre des commissions de vente devant être communiquées au distributeur.

Citigroup Global Markets Deutschland AG

Frankfurt am Main

(Issuer)

Final Terms dated

21 January 2014

to the

Tripartite Base Prospectus dated 13 May 2013 as amended (the "Tripartite Base Prospectus")

CALL OR PUT WARRANTS

referenced to the following underlying:

Société Générale

ISIN: DE000CF6Z733

The respective Final Terms to the Tripartite Base Prospectus will be made available as a separate document in paper form free of charge at the address of the relevant paying agent and published on the Issuer's website (www.citifirst.com).

The subject matter of the Final Terms is Call or Put Warrants (Product No. 1) (the "Warrants" or the "Series") based on a share or a security representing shares issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer").

The Final Terms were prepared in accordance with Article 5 (4) of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (as most recently amended by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010) (the "Prospectus Directive") and must be read in conjunction with the Tripartite Base Prospectus (consisting of the Summary and the Securities Note, each dated 13 May 2013, and the Registration Form of Citigroup Global Markets Deutschland AG dated 3 May 2013, including any supplements). Complete information about the Issuer and the offer of the Warrants can be obtained only from a synopsis of these Final Terms together with the Tripartite Base Prospectus (including all related supplements, if any).

The Final Terms to the Tripartite Base Prospectus take the form of a separate document within the meaning of Article 26 (5) of Commission Regulation (EC) No. 809/2004 of 29 April 2004 as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012 and Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012 (the "**Prospectus Regulation**").

An issue specific summary that has been completed for the Warrants is attached to these Final Terms.

INFORMATION ABOUT THE TERMS AND CONDITIONS – ISSUE SPECIFIC CONDITIONS

With respect to the Series of Warrants, the Issue Specific Conditions applicable to the Call or Put Warrants, as replicated in the following from the Tripartite Base Prospectus and supplemented by the information in the Annex to the Issue Specific Conditions as set out below, and the General Conditions contain the conditions applicable to the Warrants (referred to together as the "Conditions"). The Issue Specific Conditions should be read in conjunction with the General Conditions.

Part A. Product Specific Conditions

No. 1 Option Right

Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer") hereby grants the holder (each a "Warrant Holder") of Call or Put Warrants (the "Warrants"), based on the Underlying as specified in detail in each case in Table 1 and Table 2 of the Annex to the Issue Specific Conditions, the right (the "Option Right") to require the Issuer to pay the Cash Amount (No. 2 (1) of the Issue Specific Conditions) or the Termination Amount (No. 2 of the General Conditions) in accordance with these Terms and Conditions.

No. 2 Cash Amount; Definitions

- (1) The "Cash Amount" for each Warrant, subject to the early redemption of the Warrants by the Issuer (No. 2 of the General Conditions), shall be the Intrinsic Value of a Warrant, if the latter is already expressed in the Settlement Currency, or the Intrinsic Value of a Warrant converted into the Settlement Currency using the Reference Rate for Currency Conversion.
- (2) The "Intrinsic Value" of a Warrant shall be the difference, expressed in the Reference Currency and multiplied by the Multiplier, by which the Reference Price of the Underlying determined on the Valuation Date is higher than (Call Warrants) or lower than (Put Warrants) the respective Strike.
- (3) The following definitions shall apply in these Terms and Conditions:

"Additional Securities Euroclear System, Brussels; Clearstream Banking S.A.,

Depositaries": Luxembourg

"Auxiliary Location": London, United Kingdom

"Banking Day": Every day on which the commercial banks in Paris and

Frankfurt am Main are open for business, including trade in foreign currencies and the receipt of foreign currency deposits (except for Saturdays and Sundays), the

TARGET2-System is open and the Central Securities

Depositary settles payments. "TARGET2-System" shall mean the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) payment system or any successor system.

"Central Securities Depositary":

Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

France

"Clearing Territory of the

France

Central Securities Depositary":

"Currency Conversion Date": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Exchange Rate Reference

not applicable

Agent":

"Exercise Date":

I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

Valuation Date

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

The Banking Day at the respective place of the Exercise Agent pursuant to No. 3 (1), on which the exercise prerequisites pursuant to No. 3 (1) are met for the first time at 10:00 a.m. (local time at the place of the

respective Exercise Agent).

"Form of the Warrants": The Warrants will be issued in dematerialized bearer form

(au porteur) and inscribed in the books of the Central Securities Depositary which shall credit the accounts of the Account Holders. No physical document of title (including certificats représentatifs pursuant to Article R.211-7 of the French Monetary and Financial Code (Code monétaire et financier)) will be issued in respect of

the Warrants.

"Issue Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Issuer's Website": www.citifirst.com

"Maturity Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Minimum Exercise Volume": 100 Warrant(s) per ISIN or an integral multiple thereof

"Minimum Trading Volume": 1 Warrant(s) per ISIN or an integral multiple thereof

"Modified Exercise Date + 1": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

not applicable

"Modified Exercise Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

The first Exercise Date which is a Banking Day at the Auxiliary Location and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant Adjustment Exchange as specified in Table 2 of the Annex to the Issue Specific Conditions.

"Modified Valuation Date + 1": not applicable

"Modified Valuation Date": not applicable

"Multiplier": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Number": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Payment Date upon Exercise": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

At the latest the fifth common Banking Day following the Exercise Date at the registered office of the Issuer and the place of the Central Securities Depositary.

"**Reference Currency**": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"**Reference Price**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Reference Rate for Currency

Conversion":

not applicable

"Rollover Date": not applicable

"Settlement Currency": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Strike": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"**Type**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type of Exercise": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Underlying": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Valuation Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

As specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation

Date.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

In case of an exercise during the Exercise Period, the Valuation Date as specified in Table 2 of the Annex to the Issue Specific Conditions; in case of an Automatic Exercise, the Valuation Date as specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation Date.

No. 3 Exercise of the Option Rights

I. Applicable in the case of Warrants with a European Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

- (1) The Option Right may be exercised by the Warrant Holder only with effect as of the Valuation Date for the respective Warrant. If the Cash Amount results in a positive value, the Option Right attaching to the respective Warrant shall be deemed to be exercised on the Valuation Date without further preconditions and without the submission of an explicit Exercise Notice (referred to in the following as "Automatic Exercise").
- (2) The Issuer will transfer any positive Cash Amount to the Central Securities Depositary on the Maturity Date for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid.
- (3) The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer. In the event that the onward transfer of the Cash Amount or of the fair market value is not possible within three months after the Maturity Date ("Presentation Period"), the Issuer shall be entitled to deposit the relevant amounts with the Frankfurt am Main Local Court for the Warrant Holders at their risk and expense with a waiver of its right to reclaim those amounts. Upon the deposit of the relevant amounts with the Court, the claims of the Warrant Holders against the Issuer shall expire.
- (4) All taxes or other levies that may be incurred in connection with the payment of the Cash Amount or of the fair market value shall be borne by the Warrant Holders.
- (5) If the Valuation Date falls between the date on which the Issuer determines that there are grounds for making an Adjustment in accordance with No. 6 of the Issue Specific Conditions and the date on which the Issuer has given notice of the Adjustments (referred to in the following as the "Adjustment Period"), the Valuation Date shall be the first Banking Day common to the head office of the Issuer and to the location of the Central Securities Depositary following the date on which the Issuer has given notice of the Adjustments for the Valuation Date. The calculation of the Cash Amount in accordance with No. 2 of the Issue Specific Conditions shall be based on the relevant Reference Price of the Underlying on the Valuation Date together with the Adjustments made by the Issuer.
- (6) The Cash Amount and the fair market value shall be paid in the Settlement Currency without a requirement for the Issuer to give notice of any kind.
- (7) A declaration shall be deemed to have been made automatically that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell

or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell, resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the respective series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

(1) For the exercise of the Warrants to be effective, the holder of the respective Warrant must comply with the preconditions set out below with respect to the relevant Exercise Agent within the Exercise Period for the respective Warrant. The Exercise Period for the Warrants shall begin in each case on the third Banking Day after the Issue Date and shall end in each case at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the Valuation Date or, if the Reference Price of the Underlying is usually determined before 11.00 a.m. (local time at the location of the relevant Exercise Agent), the Exercise Period ends at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the last Trading Day preceding the last Valuation Date. The provisions of paragraphs (2) to (4) of this No. 3 II shall also apply.

If the Option Rights are exercised via the Exercise Agent in **France**, the Warrant Holder must submit to Citibank International plc., France (the "**Exercise Agent**") at the following address:

Citibank International plc. - Service Titres, 1-5 Rue Paul Cezanne, 75008 Paris, France a properly completed "Paris" Exercise Notice for the respective ISIN (International Securities Identification Number) using the form available from the Issuer (referred to in the following as "Exercise Notice") and must have transferred the Warrants which it is intended to exercise

- to the Issuer crediting its account No. 186 at Euroclear France, account nature 51 or its account No. 67098 at Clearstream Luxembourg.

The Exercise Notice must specify:

- the ISIN (International Securities Identification Number) of the Warrant series and the number of Warrants intended to be exercised and
- the account of the Warrant Holder with a bank in France into which the Cash Amount is to be paid. If the Exercise Notice does not specify an account or specifies an account outside France, a check for the Cash Amount will be sent to the Warrant Holder at his risk by normal post to the address given in the Exercise Notice within five (5) Banking Days in Frankfurt am Main and Paris following the Valuation Date.
- Confirmation must also be given that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell,

resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

- (2) The Exercise Notice shall become effective on the Exercise Date according to No. 2 (3) of the Issue Specific Conditions. The Exercise Notice may not be revoked, including during the period prior to the date on which it becomes effective. All of the preconditions set out in No. 3 (1) of the Issue Specific Conditions must be satisfied within five (5) Banking Days of the occurrence of the first precondition. In any other circumstances, the Issuer shall have the right to return any payments already made to the Warrant Holder without interest at his risk and expense; in this event the Exercise Notice shall not become effective.
- (3) Option Rights that have not been exercised effectively in accordance with paragraphs (1) and (2) shall be deemed, subject to early termination by means of extraordinary Termination pursuant to No. 2 of the General Conditions, to be exercised on the final day of the Exercise Period without further preconditions, if the Cash Amount is positive ("Automatic Exercise"). In the event of Automatic Exercise, the confirmation referred to in the last subparagraph of paragraph (1) shall be deemed to have been given automatically. In any other circumstances, all rights arising from the Warrants that have not been exercised effectively by then shall expire on that day and the Warrants shall become invalid.
- (4) All taxes or other levies that may be incurred in connection with the exercise of the Warrants shall be borne by the Warrant Holder. The exercise or settlement amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.
- (5) The Issuer will transfer any Cash Amount to the Central Securities Depositary on the Payment Date upon Exercise for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid. The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer.

No. 4 (not applicable)

Part B. Underlying Specific Conditions

No. 5 Underlying

- (1) The "**Underlying**" shall be the share or security representing shares specified as the Underlying in Table 2 of the Annex to the Issue Specific Conditions of the Company specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Company**").
- (2) The "Reference Price" of the Underlying shall correspond to the price specified as the Reference Price of the Underlying in Table 1 of the Annex to the Issue Specific Conditions,

as calculated and published on Trading Days on the Relevant Exchange specified in Table 2 of the Annex to the Issue Specific Conditions (the "Relevant Exchange"). "Trading Days" shall be days on which the Underlying is normally traded on the Relevant Exchange. "Trading Hours" shall be hours during which the Underlying is normally traded on the Relevant Exchange on Trading Days.

No. 6 Adjustments

(1) If an Adjustment Event pursuant to paragraph (2) of this No. 6 occurs, the Issuer shall determine whether the relevant Adjustment Event has a diluting, concentrative or other effect on the computed value of the Underlying and, if such is the case, shall if necessary make a corresponding Adjustment to the affected features of the Warrants, which in its reasonable discretion is appropriate in order to take account of the diluting, concentrative or other effect and to leave the Warrant Holders as far as possible in the same position in financial terms as they were in before the Adjustment Event took effect. The Adjustments may relate, inter alia, to the Strike, the Multiplier and other relevant features, as well as to the replacement of the Underlying by a basket of shares or other assets or, in the event of a merger, by an adjusted number of shares of the absorbing or newly formed company and, where relevant, the specification of a different exchange as the Relevant Exchange and/or a different currency as the Reference Currency. The Issuer may (but is not obliged to) base the determination of this appropriate Adjustment on the adjustment made in response to the relevant Adjustment Event by a futures exchange, on which options or futures contracts on the Underlying are traded at the time of the Adjustment Event, in respect of options or futures contracts on the relevant share traded on that futures exchange.

(2) An "Adjustment Event" shall be:

- (a) the subdivision (stock split), combination (reverse stock split) or reclassification of the respective shares or the distribution of dividends in the form of bonus shares or stock dividends or a comparable issue;
- (b) the increase in the capital of the Company by means of the issue of new shares in return for capital contributions, with the grant of a direct or indirect subscription right to its shareholders (capital increase for capital contributions);
- (c) the increase of the capital of the Company from its own financial resources (capital increase from corporate funds);
- (d) the grant by the Company to its shareholders of the right to subscribe for bonds or other securities with option or conversion rights (issue of securities with option or conversion rights);
- (e) the distribution of an extraordinary dividend;
- (f) the spin-off of a division of the Company in such a way that a new, independent company is formed or the division is absorbed by a third company, with the grant to the

- shareholders of the Company of shares in either the new company or the absorbing company for no consideration;
- (g) the permanent delisting of the Underlying on the Relevant Exchange as a result of a merger by absorption or new company formation or for another reason;
- (h) other comparable events that could have a diluting, concentrative or other effect on the calculated value of the Underlying.
- (3) The rules described in the preceding paragraphs shall apply analogously to securities representing shares as the Underlying (such as ADRs, ADSs or GDRs).
- (4) Changes in the method of calculating the Reference Price or other prices for the Underlying that are relevant in accordance with these Terms and Conditions, including a change in the Trading Days or Trading Hours relevant for the Underlying, shall entitle the Issuer to adjust the Option Right accordingly in its reasonable discretion. The Issuer shall determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change.
- (5) In the event that the Underlying is permanently delisted on the Relevant Exchange but continues to be listed on another exchange or another market which the Issuer in its reasonable discretion considers to be suitable (the "New Relevant Exchange"), then, subject to extraordinary Termination of the Warrants by the Issuer pursuant to No. 2 of the General Conditions, the Cash Amount shall be calculated on the basis of the corresponding prices for the Underlying calculated and published on the New Relevant Exchange. In addition, all references in these Terms and Conditions to the Relevant Exchange shall then be deemed, insofar as the context allows, to be references to the New Relevant Exchange.
- (6) In the event that a voluntary or compulsory liquidation, bankruptcy, insolvency, winding up, dissolution or comparable procedure affecting the Company is initiated, or in the event of a process as a result of which all of the shares in the Company or all or substantially all of the assets of the Company are nationalized or expropriated or required to be transferred in some other way to government bodies, authorities or institutions, or if following the occurrence of an event of another kind the Issuer reaches the conclusion that it is not possible to make an Adjustment that would reflect the changes that have occurred appropriately from a financial point of view, then the Issuer will terminate the Warrants pursuant to No. 2 of the General Conditions.
- (7) The Issuer shall give notice of the Adjustments and the date on which the Adjustments become effective in accordance with No. 4 of the General Conditions.

No. 7 Market Disruption Events

(1) If a Market Disruption Event in accordance with paragraph (2) of this No. 7 exists on the Valuation Date, then the Valuation Date shall be postponed to the next following day which fulfills the criteria for a Valuation Date in accordance with No. 2 of the Issue Specific Conditions and on which a Market Disruption Event no longer exists. The Issuer shall endeavor to give notice to the Warrant Holders without delay in accordance with No. 4 of the

General Conditions that a Market Disruption Event has occurred. However, there shall be no obligation to give notice. If, as a result of the provisions of this paragraph, the Valuation Date has been postponed for five (5) consecutive days that fulfill the criteria for a Valuation Date in accordance with No. 2 (3) of the Issue Specific Conditions and if the Market Disruption Event continues to exist on that day as well, then that day shall be deemed to be the Valuation Date and the Issuer shall determine the Cash Amount in its reasonable discretion taking account of the market conditions prevailing on any such deemed Valuation Date.

(2) "Market Disruption Event" shall mean

- (i) the suspension or restriction of trading in the Underlying on the Relevant Exchange, or
- (ii) the suspension or restriction of trading (including the lending market) in a futures or options contract based on the Underlying on a Futures Exchange on which futures or options contracts based on the Underlying are traded (the "Futures Exchange");

if that suspension or restriction occurs or exists in the last half-hour before the calculation of the closing price of the Underlying that would normally take place and is material as determined by the Issuer in its reasonable discretion. A change in the Trading Days or Trading Hours on or during which the Underlying is traded does not constitute a Market Disruption Event, provided that the change takes place as the result of a previously announced change in the trading regulations by the Relevant Exchange.

ANNEX TO THE ISSUE SPECIFIC CONDITIONS

Table 1 – supplementary to Part A. Product Specific Conditions

Issue Date: 22/01/2014

Initial value date in France: 27/01/2014

ISIN / Local Trading Code	Underlying	Туре	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike	Multiplier	Valuation Date / Maturity Date	Type of Exercise	Number	Reference Price of the Underlying ("Reference Price")
DE000CF6Z733 / 5156C	Société Générale	PUT	No	EUR 0.37	Euro (EUR)	EUR 46.00	0.2	20/03/2014 / 27/03/2014	European	3,000,000	Closing price

Table 2 – supplementary to Part B. Underlying Specific Conditions

Underlying (Company) / Share type	ISIN or Reuters	Relevant Stock Exchange /	Valuation Date /	Currency in which the
	Code of the	Relevant Adjustment Exchange for the	Currency Conversion Date	Reference Price is expressed
	Underlying	Underlying ("Adjustment Exchange")		("Reference Currency")
Société Générale S.A. / Common Shares	FR0000130809	Euronext Paris / EUREX Frankfurt	See Table 1 / not applicable	Euro (EUR)

The following specific meanings shall apply in this context:

Deutsche Börse AG, Frankfurt, Germany (XETRA®)

EUREX : EUREX, Frankfurt, Germany

STOXX Limited, Zurich : STOXX Limited, Zurich, Switzerland

Dow Jones & Company, Inc., New York, U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

Nikkei Inc. : Nikkei Inc., Tokyo, Japan

Standard & Poor's Corp., New York, N.Y., U.S.A.

AEX Options and Futures Exchange, Amsterdam, The Netherlands

Bolsa de Derivados Portugal, Lisbon, Portugal : Bolsa de Derivados Portugal, Lisbon, Portugal

EUREX : EUREX, Zurich, Switzerland

Euronext Amsterdam/ Euronext Lisbon/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Euronext Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Discrete Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Paris S.A., Paris, France

Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.) : Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.), Helsinki, Finland

Helsinki Derivatives Exchange (HEX Ltd.) : Helsinki Derivatives Exchange (HEX Ltd.), Helsinki, Finland

HSIL : Hang Seng Indexes Company Limited ("HSIL"), Hong Kong, China

Madrid stock exchange : Bolsa de Madrid, Madrid, Spain

MEFF
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
New York Stock Exchange, New York, NY, USA
OCC
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signatu

OSE : Osaka Securities Exchange, Osaka, Japan
TSE : Tokyo Stock Exchange, Tokyo, Japan
SIX Swiss Exchange, Swiss Exchange : SIX Swiss Exchange, Switzerland

RISK FACTORS

Investors should read carefully the risk factors set out under "I. Risk factors of Warrants" in the Securities Note and under 1. in the Registration Form.

In particular, the following optional risk factors that relate only to certain types of Warrants are applicable to these Warrants (please refer to "I. Risk factors of Warrants" in the Securities Note):

- Risk relating to the loss of time value of Warrants depending on the remaining term
- Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs

ADDITIONAL INFORMATION

Name and address of the paying agents and the calculation agent

Paying Agent(s):

Citigroup Global Markets Ltd., 1-5 Rue Paul Cézanne, 75008 Paris, France

Calculation Agent:

Citigroup Global Markets Deutschland AG, Frankfurter Welle, Reuterweg 16, D-60323 Frankfurt am Main, Federal Republic of Germany

Conflicts of interest

With respect to interests of natural and legal persons involved in the issue and resulting potential conflicts of interest, please refer to "4. Risk of conflicts of interest" under "I. Risk factors of Warrants" in the Securities Note.

Offer method

The Warrants are being offered over-the-counter on a continuous basis in one series.

The offer of the Warrants begins in France on 22/01/2014.

Stock exchange listing

The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.

Consent to the use of the Prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*, "WpPG").

Issue price, price calculation and costs and taxes on purchase

The initial issue price is specified in Table 1 of the annex to the Issue Specific Conditions.

Both the initial issue price and the bid and offered prices quoted by the Issuer during the term of the Warrants are calculated using theoretical pricing models. In this context, the bid and offered prices for the Warrants are determined on the basis, among other things, of the mathematical value of the Warrants, the costs of hedging and accepting risk and the expected return. Please see also the information provided under "Risk relating to the calculation of the warrant prices" and "4. Risk of conflicts of interest", both in Section "I. Risk factors of Warrants".

No costs or taxes of any kind for the warrant holders will be deducted by the Issuer whether the Warrants are purchased off-market (in countries where this is permitted by law) or via a stock exchange. Such costs or taxes should be distinguished from the fees and costs charged to the purchaser of the Warrants by his bank for executing the securities order, which are generally

shown separately on the statement for the purchase transaction in addition to the price of the Warrants. The latter costs depend solely on the particular terms of business of the warrant purchaser's bank. In the case of a purchase via a stock exchange, additional fees and expenses are also incurred. Furthermore, warrant holders are generally charged an individual fee in each case by their bank for managing the securities account. Notwithstanding the foregoing, profits arising from the Warrants or capital represented by the Warrants may be subject to taxation.

Information on the underlying

Website: www.societegenerale.com

Disclaimers in relation to Share Prices used as Underlyings

Insofar as share prices are the underlying of Warrants issued by the issuer and described in this Final Terms document, the respective public limited company that has issued the relevant shares, to whose reference price the Warrants relate (the "Issuer of the Underlying"), does not express any recommendation for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main. The Issuer of the underlying neither directly nor indirectly assumes any liability for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main.

The Warrants are the sole obligation of Citigroup Global Markets Deutschland AG and do not involve liability on the part of the Issuer of the underlying. This is not an offer of shares. The Issuer of the underlying has not been and does not want to be involved, neither directly nor indirectly, in deciding the timing of the issue, or the preparation of this document, or the constitution of the option rights under these securities. Furthermore, the Warrant Holder will not have any right through the Warrant to any information, votes or dividends in the Issuer of the underlying.

Publication of additional information

The Issuer does not intend to provide any additional information about the underlying.

The Issuer will publish additional notices described in detail in the terms and conditions. Examples of such notices are adjustments of the features of the Warrants as a result of adjustments relating to the underlying which may, for example, affect the conditions for calculating the cash amount or a replacement of the underlying. A further example is the early redemption of the Warrants if an adjustment cannot be made.

Notices under these terms and conditions are generally published on the Issuer's website. If and to the extent that mandatory provisions of the applicable laws or exchange regulations require notices to be published elsewhere, they will also be published, where necessary, in the place prescribed in each case.

Selling restrictions

Information on selling restrictions can be found under "VI. Selling restrictions" in the Securities Note.

ANNEX – ISSUE SPECIFIC SUMMARY

Section A – Introduction and warnings

This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the A.1 "Issuer") and of the Warrants issued under the Tripartite Base Prospectus. The Summary is intended as an introduction to the Tripartite Base Prospectus, which comprises this Summary, the Registration Form of Citigroup Global Markets Deutschland AG dated 03 May 2013 including any supplements and the Securities Note of Citigroup Global Markets Deutschland AG dated 13 May 2013. Investors should therefore ensure that any decision to invest in the Warrants is based on a review of the entire Prospectus, including any supplements and the Final Terms. Where claims relating to the information contained in a base prospectus, any supplements, and the respective Final Terms are brought before a court, the investor acting as plaintiff may, as a result of the laws of individual member states of the European Economic Area, have to bear the costs of translating the base prospectus, any supplements, and the Final Terms into the language of the court prior to the commencement of legal proceedings. The Issuer can be held liable for the content of this Summary, including any translation prepared, but only in the event that the Summary is misleading, inaccurate or inconsistent when read in conjunction with the other parts of the Prospectus, or, when read in conjunction with the other parts of the Tripartite Base Prospectus, does not convey all of the key information required.

A.2 Consent to use the prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent) for offers in France (the "Offer State"). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (Wertpapierprospektgesetz, "WpPG").

In the event of an offer by a financial intermediary, the terms and conditions of the offer must be provided to investors at the time of the offer by the financial intermediary.

Sectio	n B – Issuer and any g	B – Issuer and any guarantors				
B.1	The legal and commercial name of the issuer.	The legal and commercial name of the Issuer is Citigroup Global Markets Deutschland AG.				
B.2	The domicile and legal form of the issuer, the legislation under which the issuer operates and its country of incorporation.	Prankfurt am Main; the address of Citigroup Global Markets Deutschland AG is Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, Federal Republic of Germany (telephone +49 (0)69-1366-0). Legal form and jurisdiction The Issuer is a stock corporation (Aktiengesellschaft, "AG") under German law. Place of registration The Issuer is entered in the commercial register of the Frankfurt am Main Local Court under the number HRB 88301.				

	T.	
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Bank expects world economic growth in 2013 to increase slightly from 2.5 per cent to 2.6 per cent. In 2014 growth should increase to 3.2 per cent. The slowdown in worldwide economic growth was principally due to the slowdown of growth in the industrialized countries. The Bank expects moderate growth of 1.0 per cent for industrialized countries in 2013 and a modest increase to 1.6 per cent in 2014.
		Overall the Bank expects continued significant variations between different regions in the world.
		The Bank expects a mild recession in the Eurozone (the Bank's growth forecasts are for -0.6 per cent and -0.4 per cent for 2013 and 2014). This is seen to be due to the continuing sovereign debt crisis and the high level of private sector indebtedness in the peripheral European countries. The ECB is expected to continue to act to stabilise markets and to reduce interest rates in the second quarter of 2013 depending on further economic growth in the Eurozone, which could be followed by a forecast final interest rate reduction in the second half of the year. The Bank considers it likely that Southern Europe and Ireland will only gradually reach a common sustainable fiscal path. If the core countries in future are no longer prepared to increase their support for the peripheral states, this could lead to a raft of debt restructurings (with likely longer maturities and interest rate reductions), but probably not before 2015.
		In the Warrants and Certificates Division, the competition is expected to remain intense among leading issuers. Further regulatory challenges are expected, which have to be integrated into the business in a timely manner.
		Given the forecasts made by the individual business divisions and a restrictive cost management approach, the Bank is expecting continued overall profits in fiscal years 2013 and 2014.
B.5	If the issuer is part of a group, a description of the group and the issuer's position	The Issuer is a member of the German subgroup of Citigroup. As a public limited company, it is managed by the executive board. The Issuer is wholly-owned by the German holding company, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, a limited partnership with registered offices in Frankfurt/Main.
	within the group.	Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is also a silent partner of the Issuer, having a silent equity interest ("Stille Einlage") totalling EUR 122,710,051.49 as of 30 November 2012. The general partner of Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is Citigroup Global Markets Finance LLC (USA). The sole limited partner is Citi Overseas Investment Bahamas Inc.
		All shares of Citigroup Global Markets Finance LLC are held by Citi Overseas Investment Bahamas Inc., the sole shareholder of which is Citibank Overseas Investment Corporation (USA). This company is in turn 100 per cent owned by Citibank, N.A. (USA). Citibank, N.A. (USA) is a 100 per cent owned subsidiary of Citicorp (USA), which in turn is a 100 per cent owned subsidiary of Citigroup, Inc. (USA).
B.9	Where a profit	Not applicable; the Issuer has decided not to make any profit forecasts or profit

	forecast or estimate is made, state the figure.	estimates in the Base Prosp	ectus.		
B.10	A description of the nature of any qualifications in the audit report on the historical financial information.	The annual financial state December 2011 to 30 Nov 2011 were audited by the unqualified auditor's opinion	vember 2012 and ne Issuer's statuto	1 December 201	0 to 30 November
B.12	Selected historical key financial information regarding the issuer, presented for each financial year of the period	Key Annual Financial Deutschland AG The table below provides a which have been taken fro prior fiscal year (fiscal year business development of Ci	m the audited fin ar 2011) and fisca	ertain noteworthy ancial statements I year 2012 and	2012 between the thereby reveals the
	covered by the historical financial information and any		30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro	
	subsequent interim	Balance sheet total	9,543	8,690	
	financial period accompanied by	Business volume	11,162	10,163	
	comparative data	Equity capital	590	588	
	from the same	Loan portfolio	5,365	5,196	
	period in the prior financial year,	Number of employees	348	361	
	except that the	- Company of			I
	requirement for comparative balance sheet information is satisfied by		01.12.2011 - 30.11.2012 in million Euro	prior fiscal year (01.12.2012 - 30.11.2011) in million Euro	
	presenting the year- end balance sheet	Interest income from operations	11	29	
	information. A statement that there	Commissions from brokerage business	111	96	
	has been no material adverse change in the	Commissions from securities business	18	17	
	prospects of the issuer since the date	Net income from financial trading operations	25	60	
	of its last published audited financial	General administrative expenses	161	137	
	statements or a description of any material adverse change.	As of the balance sheet da following components:	ate, the balance s	sheet equity cap	ital consists of the
	A description of				

significant changes in the financial or trading position of the issuer subsequent to the period covered by the historical financial information.

	30.11.2012 in million Euro (audited)	prior fiscal year (30.11.2011) in million Euro (audited)
Subscribed capital		
Share capital	210.6	210.6
Silent partner capital	122.7	122.7
Capital reserves	195.8	193.8
Legal reserves	33.0	33.0
Other earnings reserves	27.9	27.9

In addition, as part of incorporating the new rules under the BilMoG pursuant to § 340g of the German Commercial Code (HGB), a new separate item was created ("Fund for general banking risks") in the amount of EUR 9.4m (EUR 6.6m in the previous year).

The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows:

	30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro
Equity capital on balance sheet	590.0	588.0
Less intangible assets	0	-1.2
Core capital	599.3	594.3
Supplementary capital	0.0	0.0
Equity capital	599.3	594.3
Capital ratios		
Tier one capital in %	33.6	29.3
Total capital ratio in %	33.6	29.3

Despite the debt crisis in the Eurozone and the concomitant volatility on the international financial markets, Citigroup Global Markets Deutschland AG was once again able to earn a profit in the recently completed fiscal year.

Key Semi-Annual Financial Information of Citigroup Global Markets Deutschland AG

The table below provides a comparison of certain noteworthy financial statistics for the first half of the financial year 2013 which have been taken from the unaudited interim financial statements 2013 between the prior fiscal year and/or the previous year's figures and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

	31.05.2013	30.11.2012	
	in million Euro	in million Euro	

Balance sheet total	11,147	9,543
Business volume	12,628	11,162
Equity capital	590	590
Loan portfolio	5,179	5,365
Number of employees on the balance sheet date	263	334

	01.12.2012 - 31.05.2013 in million Euro	01.12.2011 - 31.05.2012 in million Euro
Interest income from operations	3	7
Commissions from brokerage business	20	33
Commissions from securities business	8	9
Net income from financial trading operations	29	16
General administrative expenses	72	70

Statements as regards trend information and financial or trading position

The Issuer declares that since the date of the last audited annual financial statements on 30 November 2012 no material adverse change in the prospects of the Issuer has occurred.

Furthermore, the Issuer declares that since the date of the last interim financial statements on 31 May 2013 no significant change has occurred in the financial or trading position of the Issuer.

B.13 A description of any recent events particular to the issuer which are to a material extent relevant to the evaluation of the issuer's solvency.

Significant events that may have a material impact on the assessment of the Issuer's solvency can not be determined at the moment. However, Citigroup Global Markets Deutschland AG is currently subject to an extra-ordinary audit on withholding taxes by the Frankfurt-Hoechst tax authority for the years 2007-2008. In this context the tax authority has expressed its view that Citigroup Global Markets Deutschland AG may not have deducted and paid withholding taxes from dividends received in connection with so called cum-ex transactions for shares held by it in custody for its clients as required. Based on these findings the tax authority is currently of the view that Citigroup Global Markets Deutschland AG is liable for non deducted withholding taxes in the amount of more than Euro 706 million for the years 2007 and 2008. In case the tax authority's view should succeed further tax liability for the years 2009 to 2011 may arise which can not be estimated at the moment.

The main starting point for the liability claim of the tax authorities is the question if Citigroup Global Markets Deutschland AG is to be qualified as a German bank

		executing the trade (<i>die den Verkaufsauftrag ausführende Stelle</i>) in the respective years. Furthermore, the method applied to identify the amount of the liability claim is debatable as well as the question if Citigroup Global Markets Deutschland AG can be held liable as principal debtor. Citigroup Global Markets Deutschland AG has obtained legal advice from a reputable tax consultant office as well as from a reputable accounting firm. Based thereon, the management of Citigroup Global Markets Deutschland AG is of the view that the likelihood to win any legal proceedings in this matter exceeds 50 per. cent. On this basis, Citigroup Global Markets Deutschland AG's management has decided to put up a reserve only for expected legal advice and litigation expenses, if any, and has decided that 2 million Euro is an adequate figure in this respect. Furthermore, it should be noted that Citigroup is currently evaluating measures to
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	optimize its organizational structure. Citigroup Global Markets Finance Corporation as the German holding company owns 100% of the shares of the Issuer. Pursuant to § 17 (2) of the German Stock Corporation Act (<i>Aktiengesetz</i> , "AktG"), it is assumed that a company in which a majority of the shares is held by another company is dependent upon that other company.
B.15	A description of the issuer's principal activities.	The Issuer is engaged in the business of corporate and investment banking and offers companies, governments and institutional investors comprehensive financial solutions in the areas of investment banking, fixed income, foreign exchange, equities and derivatives, and global transaction services; in addition it is a leading issuer of warrants and certificates whose end investors are predominantly retail clients. Since the end of 2012 the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.
B.16	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control.	In addition to the inclusion of the Issuer in the Citigroup Inc. group of companies referred to above, the Issuer is also party to a control and profit and loss transfer agreement with its immediate parent company. Under the terms of the agreement, the Issuer has placed the management of its business under the control of its immediate parent company. Accordingly, the immediate holding company has the right to give instructions to the Issuer. The agreement also requires the Issuer to transfer its entire profit to its immediate parent company. In return, the immediate parent company is required to make up any annual loss of the Issuer arising during the period of the agreement, as provided in detail by § 302 (1) and (3) AktG.

Section C – Securities					
C.1	•	Type/form of the Warrants			
	type and the class of the securities being offered	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with			

	and/or admitted to trading, including any security identification number.	options. One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. The leverage effect of the Warrant operates in both directions – not only to the investor's advantage in the event of the favorable performance of the factors determining the value, but also to the investor's disadvantage in the event of their unfavorable performance. The payment due under a Warrant on exercise or early termination depends on the value of the underlying at the relevant time.
		The Warrants will be issued in dematerialized bearer form (<i>au porteur</i>) and inscribed in the books of the central securities depositary which shall credit the accounts of the account holders. No physical document of title (including <i>certificats représentatifs</i> pursuant to Article R.211-7 of the French Monetary and Financial Code (<i>Code monétaire et financier</i>)) will be issued in respect of the Warrants.
		Security identification number
		ISIN: DE000CF6Z733
		Local Code: 5156C
C.2	Currency of the securities issue.	Euro
C.5	A description of any restrictions on the free transferability of the securities.	Each Warrant is transferable in accordance with the laws applying in each case and, where relevant, the respective applicable regulations and procedures of the securities depositary in whose records the transfer is registered.
C.8	A description of the	Applicable law for the securities
	rights attached to the securities including ranking and including limitations to those	The Warrants are subject to German law. The constituting of the Warrants may be governed by the laws of the jurisdiction of the central securities depository.
	rights.	Rights attached to the Warrants
		Each Warrant grants the holder the right to the cash amount as described in more detail under C.15.
		Status of the Warrants
		The Warrants create direct, unsecured and unsubordinated obligations of the Issuer that rank <i>pari passu</i> in relation to one another and in relation to all other current and future unsecured and unsubordinated obligations of the Issuer, with the exception of obligations that have priority due to mandatory statutory provisions.
		Limitations to the rights
		The Issuer has the right to terminate the Warrants and to amend the terms and conditions pursuant to the provisions specified in the terms and conditions of the Warrants.

C.11	An indication as to whether the securities offered are or will be the object of an application for admission to trading, with a view to their distribution in a regulated market or other equivalent markets with an indication of the markets in question.	The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.	
C.15	A description of how the value of the investment is affected by the value of the underlying instrument(s), unless the securities have a denomination of at least EUR 100,000.	Put Warrants enable investors to participate on a disproportional (leveraged) basis in the negative performance of the underlying. In return, however, they also participate on a leveraged basis in any positive performance of the underlying and in addition bear the risk that the P Warrant may expire worthless if the reference price of the underlying and in addition bear the risk that the P	
C.16	The expiration or maturity date of the derivative securities – the exercise date or final reference date.	Maturity date: 27/03/2014 Exercise date: 20/03/2014 Valuation date: 20/03/2014	
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants with automatic exercise, i.e. a European type of exercise, the Issuer will transfer any positive cash amount to the central securities depositary on the maturity date for the credit of the warrant holders registered with the central securities depositary at the close of business on the preceding banking day at the head office of the central securities depositary. The central securities depositary has given an undertaking to the Issuer to make a corresponding onward transfer.	
C.18	A description of how the return on derivative securities takes place.	In the case of Warrants with a European type of exercise, the option right may be exercised by the warrant holder only with effect as of the valuation date for the respective Warrant. If the cash amount results in a positive value, the option right attaching to the respective Warrant is deemed to be exercised on the valuation date without further preconditions and without the submission of an explicit exercise notice ("Automatic Exercise").	

C.19	The exercise price or the final reference price of the underlying.	Reference price on the valuation date: Closing price	
C.20	A description of the type of the underlying and where the information on the underlying can be found.	Type: share or security representing shares WKN: 873403 ISIN: FR0000130809 Company: Société Générale S.A. Relevant stock exchange: Euronext Paris Reuters page: SOGN.PA Website: www.societegenerale.com	
Section	D – Risks		
D.2 Key information on the key risks that are specific to the issuer.		Risk of the cessation or limitation of price-setting by the Issuer If the Issuer were to limit or completely abandon its voluntary intention to set bid and offered prices, there would be a danger, if prices for Warrants were not set by any other party that investors would have to wait for the final maturity of the Warrants or, where early exercise is possible, exercise the option right.	
		Liquidity risk despite control and profit and loss transfer agreement The Issuer would also be unable to meet its obligations arising from the securities despite the control and profit and loss transfer agreement if, in the event that the Issuer generated a net loss, while the immediate parent company would in principle be required to assume that loss, it was unable or unwilling to comply with this contractual obligation as a result of its own liquidity difficulties or overindebtedness.	
		Brokerage of transactions for other Group companies and allocation of work within Citigroup	
		The great majority of the Issuer's commission income consists of transfer pricing income from brokerage transactions with affiliated companies. The Issuer's costs arising from the exchange of services with individual Group companies are reimbursed on the basis of existing agreements using transfer prices. For this purpose, income and expenses, in particular commission income for transactions assisted by the bank in an advisory capacity in the context of its sales activities, are determined and allocated to the relevant areas providing the services. The transactions relate to equity trading, bond issues and corporate finance as well as to the sale of structured products, corporate derivatives and currency management products, and also global relationship banking. This process is coordinated closely across all areas with Citigroup Global Markets Limited, London, in particular, and also with Citibank, N.A., London.	

If a decision were made within Citigroup to reallocate the relevant activities to other Group companies, the Issuer could lose a material source of income.

Risks in the lending business

The Issuer's loan portfolio consists mainly of loans to international customers in the industrial and financial services sectors with investment grade credit ratings. Loan defaults have been avoided in recent years thanks to this business policy. The loan portfolio is mainly concentrated on a manageable number of borrower units, as defined by German banking law. If significant individual borrowers in the Issuer's portfolio were unable to meet their obligations, therefore, a substantial increase in loan loss provisions would be conceivable in principle and loan defaults could occur.

Interest rate risk

Risk-Treasury assesses and controls the Issuer's interest rate risk. The Issuer's exposure to changes in interest rates maybe a mid to long-term risk in holdings in liquid securities if these were not originally covered by hedging transactions like interest rate swap agreements. The same applies to medium and long-term loans granted by the Issuer. A significant risk from interest rate changes could arise where interest rates are not monitored in a timely or sensitive manner, which may produce the concomitant danger that action to cover such interest rate exposure is not taken early enough.

Operating risk

The Issuer has transferred a number of areas that are significant for the proper management and control of its business activities and the risks associated with them to other companies within and outside Citigroup. In the event that the companies to which these areas have been transferred do not fulfill their contractual obligations or do not do so at the proper time, the ability of the Issuer to meet its own obligations arising from the securities it has issued on the due dates could also be adversely affected.

Tax risks

The tax decisions issued to the Issuer are regularly subject to subsequent review in the form of an external tax audit or to the resolution of individual issues by the relevant courts. This is normal practice and means that an additional tax demand can be issued by the tax authorities years after the original assessment as a result of a tax audit or a generally applicable decision by a tax court.

General business risks

Settlement risk

The risk that a business transaction is incorrectly processed or that a transaction is executed which is different from the intentions and expectations of the Issuer's management.

Information risk

The risk that information, which was generated, received, transmitted or stored within or outside the Issuer's place of business, can no longer be accessed. Furthermore, such information may be of poor quality, or have been wrongly handled or improperly obtained. The information risk also includes risks that are generated by systems and used for processing information.

Reputation risk

This represents the Issuer's risk that its relations with its customers could be harmed if its services are poor or transactions are incorrectly executed. This risk also includes the risk of entering into business relations with counterparties, whose business practices do not conform to the standards or business ethics of the Issuer.

Personnel risk

The Issuer has a high demand for qualified and specially trained professionals and managers. Personnel risk entails the risk of high staff turnover and the risk that the Issuer will be unable to retain a sufficient staff of qualified personnel, as well as the risk that the Issuer's employees may knowingly or negligently violate established regulations or the firm's business ethics standards.

• Legal and regulatory risks

The Issuer views legal risks as any and all risks resulting from binding contracts and governing legislation. Regulatory risks result from the legal environment in which the Issuer does business.

· Risk of fraud

These are both internal and external risks of fraud such as bribery, insider trading and theft of data.

D.6 Ke

Key information on the key risks that are specific to the securities. This must include a risk warning effect that the investors may lose the value of their entire investment or part of it, as the case may be, and/or, if the investor's liability is not limited to value of investment, a statement of that fact, together with a description of the circumstances in which such additional liability

General risk factors of Warrants

Risk of total loss

Warrants represent particularly risky investment instruments. They entail a particularly high risk of losing the capital invested, up to and including a total loss, plus the transaction costs incurred and any borrowing costs.

Risk of default by the Issuer of the Warrants

In the event of the Issuer becoming insolvent, investors could suffer a loss up to and including a total loss. As bearer securities, Warrants do not fall within the scope of the deposit protection arrangements.

Risk arising from above-average fluctuations in the prices of Warrants (leverage effect)

One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. At the same time, Warrants also entail above-average arises and the likely financial effect.

risks of loss.

Risk of the absence or non-functioning of a secondary market in the Warrants or restricted availability of the Issuer's electronic trading system

Investors should not assume that they will be able to sell a Warrant at a particular time or at a particular price during its term. Investors should assume instead that pricing on the exchange can only take place within the spread of bid and offered prices quoted by the Issuer, if available, and that their buy or sell orders on the exchange will be executed with the Issuer as the direct or indirect counterparty.

Risk in connection with the cessation of secondary trading immediately prior to final maturity

The Issuer and/or the exchange cease trading in the Warrants shortly before their valuation date. However, the reference price of the underlying on the valuation date and/or the applicable exchange rate, both of which are important for the purpose of determining the cash amount of the Warrants, may still change between the last exchange trading day and the maturity date, which may be to the disadvantage of the investor. There is a particular risk that the price of the underlying may reach, fall below or exceed a barrier for the first time shortly before the reference price on the valuation date is determined and after trading in the secondary market has already finished.

Currency risk with respect to the intrinsic value of the Warrants

The performance of the investment is subject to a currency risk if the underlying on which the Warrants are based is expressed in a currency other than the currency in which the cash amount is paid out (settlement currency).

Risks relating to market disruption events

In the event of market disruption events with respect to the underlying, the Issuer has the right to postpone the valuation date for the reference price on exercise. This may result in an additional risk for investors if the underlying performs negatively during the time delay or, where applicable, if the exchange rate for converting the intrinsic value into the settlement currency moves in an unfavourable direction for the investor.

Product specific risk factors

Risk relating to the loss of time value of Warrants depending on the remaining term

The price of Warrants is calculated on the basis of two components of price (intrinsic value and time value). The intrinsic value of Warrants during their term is equal to the difference (if positive), multiplied by the multiplier, between the strike and the value of the underlying (Put Warrants). The amount of the time value, on the other hand, is essentially determined on the basis of the remaining term of the Warrant and the expected frequency

		and intensity of the fluctuations in the price of the underlying expected by the Issuer during the remaining term of the Warrant (implied volatility).		
		Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs		
		The other factors affecting the price of the Warrants include, <i>inter alia</i> , interest rates on the money market relating to the remaining term, expected income from the Issuer's hedging transactions in or related to the underlying and the level of the Issuer's refinancing costs for entering into those hedging transactions.		
		Even if the price of the underlying rises in the case of a call option or falls in the case of a put option, therefore, the value of the Warrant may decline as a result of the other factors affecting value. Given the limited term of the Warrant, there is no guarantee that the price of the Warrant will recover in sufficient time. The shorter the remaining term, the greater the risk.		
Section	E – Offer			
E.2b	Reasons for the offer and use of proceeds when different from making profit and/or hedging certain risks.	certain risks and the net proceeds from the issuance of Warrants presented in this base prospectus will be used by the Issuer for its general business.		
E.3	A description of the terms and conditions of	Offer method, offeror and issue date of the Warrants		
	the offer.	The Warrants are being offered over-the-counter on a continuous basis		
		The offer of the Warrants begins in France on 22/01/2014.		
		The offeror of the Warrants is the Issuer.		
		The issue date is: 22/01/2014		
		Restrictions on the free transferability of the securities		
		The Warrants may be offered or sold only if all applicable securities laws and regulations in force in the jurisdiction in which a purchase, offer, sale or delivery of Warrants is made or in which this document is circulated or kept for inspection have been complied with, and if all consents or authorizations required for the purchase, offer, sale or delivery of the Warrants in accordance with the legal norms in force in that jurisdiction have been obtained.		
		In particular, the Warrants are not and will not be registered pursuant to the United States Securities Act of 1933 as amended. They may not be offered, sold, traded or delivered within the United States either directly or indirectly by or to or for the account of a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933), except in the case of exemption from the registration requirements of the		

		Securities Act. Any person receiving the cash amount in accordance with these terms and conditions is deemed to have made a declaration that the person entitled to the rights arising from the Warrants is not a US person. Issue price and costs and taxes on purchase The initial issue price is EUR 0.37. The purchase of the Warrants incurs no costs or taxes that are specifically charged by the Issuer to the subscriber or purchaser.
E.4	A description of any interest that is material to the issue/offer including conflicting interests.	The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it generally act as the calculation agent for the Warrants. This activity can lead to conflicts of interest since the responsibilities of the calculation agent include making certain determinations and decisions which could have a negative effect on the price of the Warrants or the level of the cash amount.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may engage in trading transactions in the underlying, other instruments linked to it, or derivatives, stock exchange options or stock exchange forward contracts, or may issue other securities and derivatives based on the underlying. The companies may also be involved in the acquisition of new shares or other securities of the underlying or, in the case of stock indices, of individual companies included in the index, or act as financial advisors to the entities referred to or work with them in the commercial banking business. The companies are required to fulfill their obligations arising in this connection irrespective of the consequences resulting for the warrant holders and, where necessary, to take actions they consider necessary or appropriate in order to protect themselves or safeguard their interests arising from these business relationships. The activities referred to above could lead to conflicts of interest and have a negative effect on the price of the underlying or securities linked to it such as the Warrants.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may issue additional derivative securities based on the respective underlying or constituents of the underlying, including securities whose features are the same as or similar to those of the Warrants. The introduction of such products that compete with the Warrants may impact the price of the underlying or the constituents of the underlying and thus also the price of the Warrants. The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may receive non-public information relating to the underlying or the constituents of the underlying, but are under no obligation to pass on such information to the warrant holders. Furthermore, companies belonging to Citigroup, Inc. or affiliated to it may publish research reports relating to the underlying or constituents of the underlying. These types of activities may entail certain conflicts of interest and affect the price of the Warrants.
E.7	Estimated expenses charged to the investor	The estimated expenses for the Warrants, including the cost for admission to exchange trading, are included in the issue price or the selling price, as

by the	issuer or	the	the case may be. If the investor purchases the Warrants from a distributor,	
offeror.			the purchase price to be paid by the investor may include selling fees that	
			have to be disclosed by the distributor.	

ANNEXE - RÉSUMÉ EN FRANÇAIS

Section A – Introduction et mises en garde

A.1 Le présent Résumé présente les caractéristiques et les risques principaux de Citigroup Global Markets Deutschland AG (« l'**Émetteur** ») et les Warrants émis au titre de Prospectus Tripartite de Base. Le Résumé a pour finalité de servir d'introduction au Prospectus Tripartite de Base, qui comporte ce Résumé, le Formulaire d'Enregistrement de Citigroup Global Markets Deutschland AG daté du 3 mai 2013 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG daté du 13 mai 2013. Les investisseurs devraient donc veiller à ne prendre aucune décision d'investir dans les Warrants avant d'avoir pris connaissance du Prospectus dans sa totalité, y compris de tous les suppléments et des Conditions Définitives. Dans le cas où un recours relatif aux informations contenues dans un prospectus de base, dans tous les suppléments ou dans les Conditions Définitives respectives serait intenté auprès d'un tribunal, l'investisseur agissant en tant que plaignant pourrait, en vertu des lois de différents États membres de l'Espace économique européen, être contraint de prendre en charge le coût de la traduction du prospectus de base, de tous les suppléments et des Conditions Définitives, dans la langue de travail du tribunal avant le commencement de la procédure judiciaire. L'Émetteur peut être jugé responsable du contenu de ce Résumé, y compris de toute traduction en étant faite, mais seulement dans le cas où le Résumé serait trompeur, inexact ou contradictoire par rapport aux autres parties du Prospectus, ou, dans le cas où il est lu en même temps que les autres parties du Prospectus Tripartite de Base, s'il ne donne pas toutes les informations clés nécessaires.

A.2 – Consentement à l'utilisation du prospectus.

En ce qui concerne les Offres non-dispensées, en vertu de l'Article 3 (2) de la Directive Prospectus, l'Émetteur consent à l'utilisation du Prospectus par tous les intermédiaires financiers (consentement général) pour les offres faites en France (le ou les « État(s) concerné(s) par l'Offre »). Le consentement général à la revente ultérieure et au placement final des valeurs mobilières par le ou les intermédiaires financiers est donné en ce qui concerne France.

La revente ultérieure et le placement final des valeurs mobilières par les intermédiaires financiers peuvent être effectués pendant la période de validité du Prospectus Tripartite de Base en vertu du §9 de la Loi allemande sur les prospectus de valeurs mobilières (*Wertpapierprospektgesetz*, « WpPG »).

Dans le cas d'une offre faite par un intermédiaire financier, les modalités et conditions de l'offre doivent être précisées aux investisseurs au moment où l'offre est faite par l'intermédiaire financier.

Section B – Émetteur et garants

	1	
B.1	Indiquer la raison sociale et le nom commercial de l'émetteur.	La raison sociale et le nom commercial de l'Émetteur est Citigroup Global Markets Deutschland AG.
B.2	Indiquer le siège social et la forme juridique de l'émetteur, la législation régissant ses activités	Siège social Francfort-sur-le-Main; l'adresse de Citigroup Global Markets Deutschland AG est Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, République fédérale d'Allemagne (téléphone +49 (0)69-1366-0).

	ainsi que son pays	
	d'origine.	Forme juridique et législation régissant les activités
		L'Émetteur est une société anonyme (<i>Aktiengesellschaft</i> , « AG ») au sens de la législation allemande.
		Pays d'origine
		L'Émetteur est immatriculé au Registre de commerce du Tribunal local de Francfort-sur-le-Main sous le numéro HRB 88301.
B.4b	Décrire toute tendance connue ayant des répercussions sur l'émetteur et ses secteurs d'activité.	La Banque prévoit une légère accélération de la croissance économique mondiale en 2013, de 2,5% à 2,6 %. En 2014, la croissance devrait atteindre 3,2 %. Le ralentissement de la croissance économique mondiale observée est principalement imputable à la détérioration de la croissance des pays industrialisés. La Banque prévoit une croissance modérée de 1 pour cent pour les pays industrialisés en 2013 et une légère progression à 1,6 % en 2014.
		De façon générale, la Banque s'attend à un maintien d'écarts significatifs entre les différentes régions dans le monde.
		La Banque s'attend à une légère récession dans l'Eurozone (les prévisions de croissance de la Banque sont de -0,6 % et -0,4 % pour 2013 et 2014). Ceci est attribué à la poursuite de la crise de la dette souveraine et au niveau élevé de l'endettement du secteur privé dans les pays européens périphériques. La BCE devrait continuer à intervenir pour stabiliser les marchés et faire baisser les taux d'intérêt au cours du deuxième trimestre 2013 en fonction de la poursuite de la croissance économique de l'Eurozone, qui pourrait être suivie par une réduction finale de taux d'intérêt prévue pour le deuxième semestre. La Banque estime probable que le Sud de l'Europe et l'Irlande n'aboutiront que progressivement à des solutions communes durables en matière fiscale. Si les pays fondateurs ne sont plus déterminés à renforcer leur soutien aux États périphériques à l'avenir, ceci pourrait aboutir à un ensemble de restructurations de dette (avec probablement des échéances à plus long terme et des réductions de taux d'intérêt), mais probablement pas avant 2015.
		Dans la Division warrants et certificats, la concurrence devrait rester intense entre les principaux émetteurs. D'autres modifications de la réglementation devraient intervenir, qui devront être prises en compte en temps opportun pour l'activité.
		Compte tenu des prévisions faites par les différentes divisions et d'une approche restrictive de la gestion des coûts, la Banque s'attend à un maintien global des bénéfices au cours des exercices 2013 et 2014.
B.5	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur.	L'Émetteur est membre du sous-groupe allemand de Citigroup. En tant que société anonyme, il est géré par un conseil d'administration. L'Émetteur est entièrement détenu par une société holding allemande, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, une société en commandite domiciliée à Francfort-sur-le-Main.
		Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est également un associé passif de l'Émetteur, dans la mesure où il détient une participation passive (« Stille Einlage ») d'un montant total de 122 710 051,49 EUR au 30 novembre 2012. L'associé responsable de la société Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est la société

B.9	Lorsqu'une prévision ou une estimation du bénéfice est réalisée, en indiquer le montant.	Citigroup Global Markets Finance LLC (États-Unis). Le commanditaire unique est Citi Overseas Investment Bahamas Inc. Toutes les actions de Citigroup Global Markets Finance LLC sont détenues par Citi Overseas Investment Bahamas Inc., dont le seul actionnaire est Citibank Overseas Investment Corporation (États-Unis). Cette société est elle-même détenue à 100 % par Citibank, N.A. (États-Unis). Citibank, N.A. (États-Unis) est détenue à 100 % par Citicorp (États-Unis), qui est elle-même détenue à 100 % par Citigroup, Inc (États-Unis). Sans objet; l'Émetteur a décidé de ne publier aucune prévision de bénéfice ou estimation de bénéfice dans le Prospectus de Base.			
B.10	Décrire la nature des éventuelles réserves sur les informations financières historiques contenues dans le rapport d'audit.	Les états financiers annuels de l'Émetteur pour les exercices du 1 ^{er} décembre 2011 au 30 novembre 2012 et du 1 ^{er} décembre 2010 au 30 novembre 2011 ont été audités par l'auditeur statutaire de l'Émetteur et ont obtenu une mention sans réserve de la part de l'auditeur.			
B.12	informations financières historiques clés sélectionnées pour l'émetteur, pour chaque exercice de la période couverte par ces informations financières historiques et pour toute période intermédiaire Deutschland AG Le tableau ci-dessous présente une comparaison de certaines sta financières significatives fournies dans les états financiers audités de 20 l'exercice budgétaire antérieur (exercice 2011) et l'exercice 2012 et re compte du développement de l'activité de Citigroup Global Markets Deu AG: 30.11.2012 Exercice en millions précédent d'aurres (30.11.2011) en				rtaines statistiques dités de 2012 entre 2012 et rend donc
	ultérieure, accompagnées de			millions d'euros	
	données comparatives	Total du bilan	9.543	8.690	
	couvrant la même période de l'exercice	Volume d'activité	11.162	10.163	
	précédent; la	Fonds propres	590	588	
	présentation des bilans	Volume des prêts	5.365	5.196	
	de clôture suffit toutefois à remplir	Nombre d'employés	348	361	
	l'exigence	1 2			1
	d'informations bilancielles comparables. Une déclaration		01.12.2011 - 30.11.2012 en millions d'euros	Exercice précédent (01.12.2010 – 30.11.2011) en millions d'euros	
	attestant qu'aucune détérioration significative n'a eue de	Revenus d'intérêt de l'exploitation	11	29	
	répercussions sur les	Commissions de courtage	111	96	
	perspectives de	Commissions d'opérations sur	18	17	

l'émetteur depuis la date de ses derniers états financiers vérifiés et publiés, ou une description de toute détérioration significative.

Une description des changements significatifs de la situation financière ou commerciale l'émetteur survenus après la période couverte par informations financières historiques.

valeurs mobilières		
Revenu net des opérations financières de négoce	25	60
Frais généraux et administratifs	161	137

À la date du bilan, les **fonds propres inscrits au bilan** comprennent les éléments suivants :

	30.11.2012 en millions d'euros (audité)	Exercice précédent (30.11.2011) en millions d'euros (audité)
Capital souscrit		
Capital social	210,6	210,6
Participation de l'associé passif	122,7	122,7
Réserves de capital	195,8	193,8
Réserve légale	33,0	33,0
Autres bénéfices mis en réserve	27,9	27,9

De plus, dans le cadre de l'intégration de nouvelles règles au titre de BilMoG en vertu du §340g du Code allemand du commerce (HGB), un nouveau poste séparé a été créé (« Fonds pour les risques bancaires généraux ») pour un montant de 9,4 millions d'euros (6,6 millions d'euros l'année précédente).

Le capital réglementaire imputé sous BIZ se compose d'un capital de base et de capital supplémentaire (passifs subordonnés) après approbation, comme suit :

	30.11.2012 en millions d'euros	Exercice précédent (30.11.2011) en millions d'euros
Fonds propres au bilan	590,0	588,0
Moins immobilisations	0	-1,2
Capital de base	599,3	594,3
Capitaux supplémentaires	0,0	0,0
Fonds propres	599,3	594,3
Ratios de capitaux		
Fonds propres Tier one en %	33,6	29,3
Ratio de capitaux totaux en %	33,6	29,3

En dépit de la crise de dette dans l'Eurozone et de la volatilité concomitante sur les marchés financiers internationaux, Citigroup Global Markets Deutschland AG

a de nouveau réussi à dégager un bénéfice au cours de l'exercice clôturé récemment.

Informations financières semestrielles clés de Citigroup Global Markets Deutschland AG

Le tableau ci-dessous présente une comparaison de certaines statistiques financières significatives pour le premier semestre de l'exercice financier fournies dans les états financiers non-audités de 2013 entre l'exercice budgétaire antérieur et/ou les chiffres des années précédentes et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG:

	31.05.2013 en million d'Euro	30.11.2012 en million d' Euro
Total du bilan	11.147	9.543
Volume d'activité	12.628	11.162
Fonds propres	590	590
Portefeuille des prêts	5.179	5.365
Nombre d'employés à la date du bilan	263	334

	01.12.2012 - 31.05.2013 en million d'Euro	01.12.2011 - 31.05.2012 en million d'Euro
Revenus d'intérêt de l'exploitation	3	7
Commissions de courtage	20	33
Commissions d'opérations sur valeurs mobilières	8	9
Revenu net des opérations financières de négoce	29	16
Frais généraux et administratifs	72	70

Etats en ce qui concerne l'information tendancielle et la situation financière et commerciale.

L'Emetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2012, aucune détérioration significative n'a affecté les perspectives de l'Emetteur.

En outre, l'Emetteur déclare que depuis la date des états financiers provisoires au 31 mai 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale de l'Emetteur.

B.13 Décrire tout événement récent propre à l'émetteur et présentant un intérêt significatif

Aucun événement présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur n'est identifié à ce moment. Cependant, Citigroup Global Markets Deutschland AG est actuellement sujet à un audit extraordinaire sur les retenues à la source fiscales par l'autorité fiscale Francfort-Hoeschst pour

	pour l'évaluation de sa solvabilité.	les années 2007-2008. Dans ce contexte l'autorité fiscale a explicité ses vues quant au fait que Citigroup Global Markets Deutschland AG aurait dû déduire et payer la retenue à la source des dividendes reçus en relation avec transactions communément appelées cum-ex transactions. S'appuyant sur ces observations l'autorité fiscale est actuellement de l'avis que Citigroup Global Markets Deutschland AG est responsable de la non déduction de la retenue à la source d'un montant supérieur à 706 Millions d'Euro pour les années 2007 et 2008. Dans le cas où l'autorité fiscale a raison, la responsabilité fiscale pour les années 2009 à 2011 pourrait se poser ce qui est impossible d'estimer pour le moment. The principal point de départ de l'action en responsabilité des autorités fiscales est de savoir si Citigroup Global Markets Deutschland AG est qualifié de banque allemande exécutant un transaction (die den Verkaufsauftrag ausführende Stelle) durant ces années. De plus, la méthode appliquée pour identifier le montant des dommages et intérêts est débattue comme celle de savoir si Citigroup Global Markets Deutschland AG peut être tenu responsable comme débiteur principal. De plus, il devrait être noté que . Citigroup envisage actuellement des mesures visant à optimiser sa structure d'organisation.
B.14	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur. Si l'émetteur est dépendant d'autres entités du groupe, ce fait doit être clairement stipulé.	Citigroup Global Markets Finance Corporation à titre de société holding allemande possède 100 % des actions de l'Émetteur. En vertu du § 17 (2) de la Loi allemande sur les sociétés par actions (<i>Aktiengesetz</i> , « AktG »), il est considéré qu'une société dont la majorité des actions est détenue par une autre société est dépendante de cette autre société.
B.15	Fournir une description des principales activités de l'émetteur.	L'Émetteur est une banque d'affaire et d'investissement qui propose des solutions financières complètes dans les secteurs des opérations bancaires de l'investissement, des titres à revenu fixe, des opérations de change, des valeurs mobilières et des dérivés ainsi que des services de transactions internationales aux entreprises, aux pouvoirs publics et aux investisseurs institutionnels; c'est en outre un émetteur majeur de warrants et de certificats dont les investisseurs finaux sont principalement des clients particuliers. Depuis la fin de l'année 2012, l'activité de l'Émetteur intègre également Citi Private Bank – Family Office Coverage Germany et Covered Bond Research.
B.16	Dans la mesure où ces informations sont connues de l'émetteur, indiquer si celui-ci est détenu ou contrôlé, directement ou indirectement, et par qui; décrire la nature de ce contrôle.	En plus de l'intégration de l'Émetteur dans le groupe de sociétés Citigroup Inc. mentionné ci-dessus, l'Émetteur est également partie liée à sa maison mère directe par un accord de transfert de pouvoir et de pertes et profits. En vertu de cet accord, l'Émetteur a conféré la gestion de ses affaires à sa maison mère directe. De ce fait, la société holding dont dépend directement l'Émetteur, a le droit de lui donner des instructions. L'accord impose également à l'Émetteur de transférer la totalité de son bénéfice à sa maison mère directe. En contrepartie, la maison mère directe est tenue de compenser toute perte annuelle éventuelle de l'Émetteur durant la période de validité de l'accord, comme prévu en détail par les § 302 (1) et (3) d'AktG.

Section C – Valeurs mobilières

C.1	Décrire la nature et la catégorie des valeurs mobilières offertes	Type/forme des Warrants Les warrants sont des instruments dérivés qui peuvent comporter un droit d'autien et qui peuvent donc présenter beuveaux de points comporter un droit d'autien et qui peuvent donc présenter beuveaux de points compours que les
et/ou admises à la négociation et donner tout numéro d'identification des valeurs mobilières.		d'option et qui peuvent donc présenter beaucoup de points communs avec les options. L'une des principales caractéristiques des Warrants est l'effet de levier : une évolution du cours du sous-jacent peut entraîner une variation disproportionnée du cours du Warrant. L'effet de levier du Warrant joue dans les deux sens – non seulement à l'avantage de l'investisseur en cas de bonnes performances des facteurs déterminant la valeur, mais également en sa défaveur en cas de performances défavorables. Le paiement du au titre d'un Warrant lors de son exercice ou de sa liquidation prématurée dépend de la valeur du sous-jacent à ce moment.
		Les Warrants seront émis sous une forme dématerialisée au porteur et seront enregistrés dans les livres du dépôt central des valeurs mobilières qui créditera les comptes des titulaires de compte. Aucun document physique attestant de la possession (notamment des <i>certificats représentatifs</i> conformément à l'Article R.211-7 du Code monétaire et financier français) ne sera émis concernant les Warrants.
		Numéro d'identification des titres
		ISIN: DE000CF6Z733
_		Numéro d'identification local : 5156C
C.2	Indiquer dans quelle monnaie l'émission a eu lieu.	Euro
C.5	Décrire toute restriction imposée à la libre négociabilité des valeurs mobilières.	Chaque Warrant est transmissible selon les lois s'appliquant à chaque cas et, le cas échéant, les réglementations et les procédures respectives applicables du dépositaire central de titres dans les livres duquel le transfert est enregistré.
C.8	Décrire les droits	Loi applicable aux titres :
mobilières y c	attachés aux valeurs mobilières y compris leur rang, y compris	Les Warrants sont régis par la loi allemande. La constitution des Warrants peut être régie par les lois de la juridiction du dépositaire central de titres.
	toute restriction qui leur est applicable.	Droits attachés aux Warrants
		Chaque Warrant confère à son détenteur le droit au montant en espèces détaillé à la section C.15.
		Statut des Warrants
		Les Warrants créent des obligations non garanties et non subordonnées de l'Émetteur qui se classent <i>pari passu</i> les unes par rapport aux autres et par rapport à toutes autres obligations actuelles et futures non garanties et non subordonnées de l'Émetteur, à l'exception des obligations qui ont priorité en raison de dispositions statutaires obligatoires.
		Limitations de droits

		L'Emetteur a le droit de résilier les Warrants et de modifier par voie d'avenant les termes et conditions en application des dispositions prévues aux termes et conditions des Warrants.
C.11	Indiquer si les valeurs mobilières offertes font ou feront l'objet d'une demande d'admission à la négociation, en vue de leur distribution sur un marché réglementé ou sur des marchés équivalents — les marchés en question devant alors être nommés.	Les Warrants ont été admis sur le marché réglementé à la bourse de valeurs de Eurolist, Euronext Paris S.A., qui est un marché réglementé au sens de la Directive 2004/39/CE.
0.15		Description des Warrants « Put » avec une modalité d'exercice européenne
C.15	Décrire comment la valeur de l'investissement est influencée par celle du ou des instrument(s) sous-jacent(s), sauf lorsque les valeurs mobilières ont une valeur nominale d'au moins 100 000 EUR.	Les Warrants « Put » permettent aux investisseurs de participer avec un effet de levier à la performance négative de la valeur sous-jacente. En contrepartie, cependant, ils participent également sur une base à effet multiplicateur à toute performance positive de la valeur sous-jacente en prenant en plus le risque que le Warrant « Put » expire en perdant totalement sa valeur si le prix de référence de la valeur sous-jacente atteint ou dépasse le prix d'exercice. À la date d'échéance, le montant reçu par les investisseurs est égal au déficit, multiplié par le coefficient multiplicateur, entre le prix de référence de la valeur sous-jacente à la date d'évaluation et le prix d'exercice correspondant. Si le prix de référence est égal ou supérieur au prix d'exercice, le warrant « Put » expire sans valeur.
C.16	Indiquer la date d'expiration ou d'échéance des instruments dérivés ainsi que la date d'exercice ou la date finale de référence.	Date d'échéance: 27.03.2014 Date d'exercice: 20.03.2014 Date d'évaluation: 20.03.2014
C.17	Décrire la procédure de règlement des instruments dérivés.	Dans le cas de Warrants à exercice automatique, cà-d. d'une modalité d'exercice européenne, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au crédit des détenteurs du warrant enregistrés auprès du dépositaire central à la clôture du jour ouvrable bancaire précédent au siège social du dépositaire central de titres. Le dépositaire central de titres s'est engagé auprès de l'Émetteur à faire un transfert ultérieur correspondant.

C.18	Indiquer les modalités relatives au produit des instruments dérivés.	Dans le cas de Warrants à modalité d'exercice européenne, le droit d'option ne peut être exercé par le détenteur du warrant qu'à la date d'évaluation pour le warrant concerné. Si le montant en numéraire aboutit à une valeur positive, le droit d'option attaché au warrant concerné est considéré exercé à la date d'évaluation sans autres conditions préalables et sans soumission d'une notification explicite d'exercice (« Exercice Automatique »).
C.19	Indiquer le prix d'exercice ou le prix de référence final du sous-jacent.	Prix de référence à la date d'évaluation : Cours de clôture
C.20	Décrire le type de sous-jacent utilisé et indiquer où trouver les informations à son sujet.	Type: action ou titre représentant des actions WKN (Numéro d'identification des valeurs mobilières allemandes): 873403 ISIN: FR0000130809 Société: Société Générale S.A. Bourse de valeurs mobilières concernée: Euronext Paris Page de Reuters: SOGN.PA
		Site Web: www.societegenerale.com
Section	n D – Risques	
D.2	Fournir les informations clés concernant les principaux risques propres à l'émetteur.	Risque d'arrêt ou de restriction de la fixation du prix par l'Emetteur Si l'Émetteur devait limiter ou abandonner complètement son intention de fixer les prix de l'offre et de la demande, le danger existerait, au cas où les prix des Warrants ne seraient pas fixés par aucune autre partie, que les investisseurs doivent attendre l'échéance finale des Warrants ou, lorsque l'exercice est possible, qu'ils doivent exercer leur droit d'option.
		Risque de liquidité en dépit d'un accord de transfert de pouvoir et de pertes et profits
		L'Émetteur ne serait également pas en mesure d'honorer les obligations liées aux titres en dépit d'un accord de transfert de pouvoir et de pertes et profits si, dans le cas où l'Émetteur générait une perte nette, bien que la maison mère directe soit en principe tenue de prendre cette perte à son compte, il était incapable ou non disposé à se conformer à cet engagement contractuel en raison de ses propres difficultés de trésorerie ou de surendettement.
		Courtage de transactions pour d'autres sociétés du Groupe et répartition du travail au sein de Citigroup
		L'essentiel du revenu de commission de l'Émetteur se compose du revenu des prix de cession des transactions de courtage avec les sociétés apparentées. Les coûts pour l'Émetteur résultant de l'échange de services avec différentes sociétés du Groupe sont remboursés sur la base des accords existants en utilisant les prix de cession. À cette fin, le revenu et les dépenses, en particulier

le revenu de commission pour les transactions réalisées avec l'assistance de la banque à titre de conseiller dans le cadre de ses activités commerciales, sont déterminés et alloués aux différents secteurs fournissant les services. Les transactions se rapportent à la négociation sur les titres, les émissions d'obligations et la gestion financière d'entreprise ainsi qu'à la vente de produits structurés, dérivés de titres de sociétés et les produits de gestion de devises, et aux opérations bancaires internationales. Ce processus est coordonné étroitement dans l'ensemble des secteurs avec Citigroup Global Markets Limited, Londres, en particulier, et également avec Citibank, N.A., Londres.

Si une décision était prise au sein de Citigroup pour réaffecter les activités concernées à d'autres sociétés du Groupe, l'Émetteur pourrait perdre une importante source de revenu.

Les risques de l'activité de prêt

Le portefeuille de prêt de l'Émetteur consiste principalement en prêts accordés à des clients internationaux dans les secteurs de l'industrie et des services financiers ayant des notations de crédit de qualité. Les défauts de remboursement de prêt ont été évités ces dernières années grâce à cette politique commerciale. Le portefeuille de prêts consiste principalement en un nombre raisonnable d'unités empruntrices, comme le prescrit la loi allemande sur les opérations bancaires. Si des emprunteurs individuels importants du portefeuille de l'Émetteur n'étaient pas en mesure d'honorer leurs obligations, une forte hausse des provisions pour pertes sur prêt serait envisageable en principe et des défauts de remboursement sur prêts pourraient se produire.

Risque de taux d'intérêt

Le département des risques et trésorerie évalue et maîtrise le risque sur taux d'intérêt de l'Émetteur. L'exposition de l'Émetteur à des fluctuations des taux d'intérêt peut être un risque à moyen ou à long terme pour la détention de titres liquides si ceux-ci n'étaient pas à l'origine couverts par des transactions de couverture telles que des accords de swap de taux d'intérêt. Il en va de même pour les emprunts à moyen et long terme accordés par l'Émetteur. Un risque significatif de fluctuation des taux d'intérêt pourrait survenir lorsque les taux d'intérêt ne font pas l'objet d'un suivi attentif et en temps opportun, ce qui peut générer le danger concomitant qu'une mesure pour couvrir une telle exposition au risque de taux d'intérêt ne soit pas prise suffisamment tôt.

Risque opérationnel

L'Émetteur a transféré un certain nombre de domaines qui sont importants pour une gestion et un contrôle appropriés de ses activités économiques et les risques qui s'y rapportent à d'autres sociétés au sein et à l'extérieur de Citigroup. Au cas où les sociétés auxquelles ces domaines ont été transférés ne s'acquitteraient pas de leurs obligations contractuelles ou ne le feraient pas en temps opportun, la capacité de l'Émetteur à assumer ses propres obligations découlant des titres qu'il a émis aux dates prévues pourrait également être compromise.

Risque fiscal

Les décisions fiscales prises concernant l'Émetteur sont régulièrement soumises à un examen ultérieur sous forme d'audit fiscal externe ou d'arbitrage des affaires individuelles par les tribunaux compétents. Cette pratique est courante

et signifie qu'un rappel d'impôts peut être décidé par l'administration fiscale des années après l'évaluation initiale en raison d'un contrôle fiscal ou d'une décision à portée générale rendue par un tribunal fiscal.

Risques généraux liés à l'activité

• Risque de règlement

Le risque qu'une transaction soit traitée de manière incorrecte, ou qu'une transaction soit exécutée différemment des intentions et des attentes de la direction de l'Emetteur.

• Risque en matière d'information

Le risque que l'information, qui a été produite, reçue, transmise ou conservée au sein ou à l'extérieur du siège social de l'Émetteur ne soit plus accessible. En outre, de telles informations peuvent être de qualité médiocre ou avoir été mal exploitées ou encore avoir été obtenues sans autorisation. Le risque en matière d'information inclut également les risques provenant des systèmes en tant que tels et utilisés pour le traitement de l'information.

• Risque de réputation

Il représente le risque pour l'Emetteur que la relation avec ses clients se détériore si le niveau de qualité de ses services est insuffisant ou le risque que les transactions soient traitées de manière incorrecte. Ce risque inclut également le risque de développer des relations d'affaires avec des contreparties dont les pratiques ne sont pas conformes aux normes ou à l'éthique de l'Émetteur.

• Risque lié au personnel

L'Émetteur fait appel à des professionnels et des cadres dirigeants qualifiés. Le risque lié au personnel inclut le risque d'une rotation importante du personnel et le risque que l'Émetteur ne soit pas en mesure de retenir un personnel qualifié en nombre suffisant, mais également le risque que les employés de l'Émetteur enfreignent en connaissance de cause ou par négligence les règles fixées ou les standards éthiques de pratique établis par la société.

• Risques juridiques et réglementaires

L'Émetteur considère les risques juridiques comme tout risque résultant des contrats engageant sa responsabilité et de la loi applicable. Les risques réglementaires résultent de l'environnement juridique dans lequel l'Émetteur réalise ses opérations.

• Risques de fraude

Risques internes et externes de fraude tels que la corruption, le délit d'initié et le vol de données.

D 6	Fournir	les
D.0		100
	informations	clés
	concernant	les

Facteurs généraux de risque des Warrants

Risque de perte totale

principaux risques propres aux valeurs mobilières. Inclure un avertissement informant l'investisseur qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son investissement et/ou. si le risque encouru l'investisseur ne se limite pas à la valeur de investissement, une mention de ce fait, assortie d'une description des cas où ce surcroît de risque se matérialise ainsi que des effets financiers probables cette matérialisation.

Les Warrants constituent des instruments d'investissement particulièrement risqués. Ils impliquent un niveau de risque particulièrement élevé de perdre le capital investi, y compris une perte totale, plus les coûts de transaction encourus et tous les coûts d'emprunt.

Risque de défaillance de l'Émetteur des Warrants

Au cas où l'Émetteur deviendrait insolvable, les investisseurs pourraient subir une perte pouvant aller jusqu'à une perte totale. En tant que titres au porteur, les Warrants n'entrent pas dans le champ des dispositions prévues pour la protection des dépôts.

Risque résultant de fluctuations de prix des Warrants supérieures à la moyenne (effet de levier)

L'une des principales caractéristiques des Warrants est l'effet de levier : une évolution du cours de la valeur sous-jacente peut entraîner une variation disproportionnée du cours du Warrant. En même temps, les Warrants génèrent également des risques de perte supérieurs à la moyenne.

Risque d'absence ou de non-fonctionnement d'un marché secondaire de Warrants ou de manque de disponibilité du système de transactions électroniques de l'Émetteur

Les investisseurs ne devraient pas présumer qu'ils seront en mesure de vendre un Warrant à un moment particulier ou à un prix particulier pendant sa période de validité. Les investisseurs devraient plutôt partir de l'hypothèse que le prix en bourse ne peut se situer que dans les limites de la fourchette de prix acheteur et vendeur indiquée par l'Émetteur, si elle est disponible, et que leurs ordres d'achat ou de vente en bourse seront exécutés avec l'Émetteur en qualité de contrepartie directe ou indirecte.

Risque lié à la cessation du négoce sur le marché secondaire immédiatement avant une échéance finale

L'Emetteur et/ou le marché cessent de négocier les Warrants juste avant leur date d'évaluation. Cependant, le prix de référence de la valeur sous-jacente à la date d'évaluation et/ou le taux de change applicable, lesquels sont importants dans la détermination du montant des Warrants, peuvent varier entre le dernier jour de cotation et la date d'échéance, dans un sens défavorable à l'investisseur. Il existe un risque particulier que le prix de la valeur sous-jacente atteigne, chute au-dessous ou dépasse une barrière pour la première fois juste avant que le prix de référence à la date d'évaluation soit déterminé et après la clôture de la cotation sur le marché secondaire.

Risque sur la devise relatif à la valeur intrinsèque des Warrants

La performance de l'investissement est soumise à un risque sur la devise si la valeur sous-jacente sur laquelle les Warrants sont basés est libellée dans une devise autre que la devise dans laquelle le montant en numéraire est versé (devise de règlement).

Risques d'événements perturbant le fonctionnement du marché

En cas de survenue d'événements perturbant le fonctionnement du marché pour

la valeur sous-jacente, l'Émetteur a le droit de repousser la date d'évaluation du prix de référence de l'exercice. Ceci peut entraîner un risque supplémentaire pour les investisseurs si la valeur sous-jacente réalise une performance négative pendant la durée du report ou, le cas échéant, si le taux de change utilisé pour convertir la valeur intrinsèque en devise de règlement fluctue dans un sens défavorable à l'investisseur.

Facteurs de risque spécifiques au produit

Risque relatif à la perte de la valeur temps des Warrants en fonction de la durée résiduelle

Le prix des Warrants est calculé sur la base de deux composants du prix (la valeur intrinsèque et la valeur temps) La valeur intrinsèque des Warrants pendant leur période de validité est égale à la différence (si elle est positive), multipliée par le coefficient multiplicateur, entre le prix d'exercice et la valeur sous-jacente (warrants Put). Le montant de la valeur temps, d'autre part, est essentiellement déterminée en fonction de la durée résiduelle du Warrant et de la fréquence et de l'intensité des fluctuations du prix de la valeur sous-jacente attendues par l'Émetteur pendant la durée résiduelle du Warrant (volatilité implicite).

Risques relatifs à d'autres facteurs affectant la valeur comme les taux d'intérêt du marché monétaire, les dividendes attendus et les coûts de refinancement de l'Émetteur

Les autres facteurs affectant le prix des Warrants comprennent, notamment, les taux d'intérêt sur le marché monétaire pour la durée résiduelle, le revenu attendu des transactions de couverture de l'Émetteur concernant la valeur sousjacente et le niveau des coûts de refinancement de l'Émetteur pour réaliser ces transactions de couverture.

Même si le prix de la valeur sous-jacente s'élève, dans le cas d'une option call, ou chute, dans le cas d'une option put, la valeur du Warrant peut diminuer en raison des autres facteurs affectant la valeur. Compte tenu de la durée de validité limitée du Warrant, aucune garantie ne peut être donnée quant à une remontée du prix du Warrant dans les délais. Plus la durée résiduelle est courte, plus le risque est grand.

Section E - Offre

E.3

E.2b	Indiquer les raisons de
	l'offre et l'utilisation
	prévue du produit de
	celle-ci, lorsqu'il s'agit
	de raisons autres que la
	réalisation d'un
	bénéfice et/ou la
	couverture de certains
	risques.

Décrire les modalités et

Sans objet; les raisons de l'offre sont de réaliser des profits et/ou de prendre une couverture par rapport à certains risques et le produit net de l'émission de Warrants présentés dans le Prospectus de Base seront utilisés par l'Émetteur à des fins générales.

Méthode de présentation de l'offre, offreur et date d'émission des

	les conditions de	Warrants
	l'offre.	Les Warrants sont offerts de gré à gré en continu.
		L'offre des Warrants commence en France le 22.01.2014.
		Les offreur des Warrants est: l'Émetteur
		La date d'émission est: 22.01.2014
		Restriction imposée à la libre négociabilité des valeurs mobilières
		Les Warrants peuvent être offerts ou vendus seulement si l'ensemble des lois et règlementations relatives aux valeurs mobilières en vigueur dans la juridiction dans laquelle un achat, une offre, une vente ou une livraison de Warrants est effectué ou dans laquelle le présent document est diffusé ou conservé pour inspection ont été respectées, et si tous les consentements ou autorisations nécessaires pour l'achat, l'offre, la vente ou la livraison des Warrants conformément aux normes légales en vigueur dans cette juridiction ont été obtenus.
		En particulier, les Warrants ne sont pas et ne seront pas enregistrés conformément à la Loi sur les valeurs mobilières des États-Unis (<i>United States Securities Act</i>) de 1933 telle qu'amendée. Ils ne peuvent être offerts, vendus, négociés ou livrés au sein des États-Unis directement ou indirectement par ou pour le compte d'un ressortissant des États-Unis (comme défini dans la Réglementation S conformément à la Loi sur les valeurs mobilières des États-Unis de 1933), excepté dans le cas d'exemption des conditions d'enregistrement de la Loi sur les valeurs mobilières. Toute personne recevant le montant de liquidités correspondant aux termes et conditions est considérée comme ayant fait une déclaration indiquant que la personne titulaire des droits découlant des Warrants n'est pas un ressortissant des États-Unis.
		Prix d'émission, frais et taxes relatifs à l'achat
		Le prix d'émission initial est de EUR 0,37.
		Sans objet, l'achat de Warrants ne faisant supporter aucun coût ou taxe à l'Émetteur notamment pour les acheteurs ou les souscripteurs.
E.4	Décrire tout intérêt, y compris les intérêts conflictuels, pouvant influer sensiblement sur l'émission/l'offre.	L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui agissent généralement en qualité d'agent de calcul des Warrants. Cette activité peut entraîner des conflits d'intérêt dans la mesure où les responsabilités de l'agent de calcul comprennent certaines déterminations et décisions qui pourraient avoir un effet négatif sur le prix des Warrants ou le montant des liquidités.
		L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent s'engager dans des transactions de négoce sur la valeur sous-jacente, sur d'autres instruments qui s'y rapportent, ou sur des dérivés, des options boursières ou des contrats à terme en bourse, ou peuvent émettre d'autres valeurs et dérivés fondés sur la valeur sous-jacente. Les sociétés peuvent également intervenir dans l'acquisition de nouvelles parts ou d'autres titres de la valeur sous-jacente ou, dans le cas d'indices de valeurs, de sociétés individuelles incluses dans

l'indice, ou agir en qualité de conseillers financiers pour les entités auxquelles il est fait référence ou collaborer avec elle dans le secteur de la banque d'affaires. Les sociétés sont tenues de s'acquitter de leurs obligations à ce titre, indépendamment des conséquences qui peuvent en résulter pour les détenteurs de warrants et, le cas échéant, devront prendre les mesures qu'elles considèrent nécessaires ou appropriées pour se protéger ou sauvegarder leurs intérêts dans le cadre de ces relations d'affaires. Les activités visées ci-dessus pourraient entraîner des conflits d'intérêt et avoir un effet négatif sur le prix de la valeur sous-jacente ou des titres qui lui sont associés comme les Warrants.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent émettre des titres dérivés supplémentaires fondés sur la valeur sous-jacente, ou sur des éléments constitutifs de la valeur sous-jacente, notamment des titres dont les caractéristiques sont identiques ou similaires à celles des Warrants. L'introduction de tels produits, qui concurrencent les Warrants, peuvent avoir un effet sur le prix de la valeur sous-jacente ou les éléments constitutifs de la valeur sous-jacente et donc aussi sur le prix des Warrants. L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent recevoir des informations de nature non publique se rapportant à la valeur sous-jacente, ou à des éléments constitutifs de la valeur sous-jacente, mais ne sont pas tenus de les communiquer aux détenteurs de warrants. De plus, les sociétés appartenant à Citigroup ou affiliées à lui peuvent publier des rapports de recherche se rapportant à la valeur sous-jacente ou aux éléments constitutifs de la valeur sous-jacente. Les activités de ce type peuvent créer certains conflits d'intérêt et affecter le prix des Warrants.

E.7 Donner une estimation des dépenses facturées à l'investisseur par l'émetteur ou l'offreur.

Les dépenses estimées pour les Warrants, y compris le coût d'admission à la négociation sont compris(es) dans le prix d'émission ou au prix de vente, le cas échéant. Si l'investisseur achète des Warrants auprès d'un distributeur, le prix d'achat à payer par l'investisseur pourra comprendre des commissions de vente devant être communiquées au distributeur.

Citigroup Global Markets Deutschland AG

Frankfurt am Main

(Issuer)

Final Terms dated

21 January 2014

to the

Tripartite Base Prospectus dated 13 May 2013 as amended (the "Tripartite Base Prospectus")

CALL OR PUT WARRANTS

referenced to the following underlying:

Société Générale

ISIN: DE000CF6Z741

The respective Final Terms to the Tripartite Base Prospectus will be made available as a separate document in paper form free of charge at the address of the relevant paying agent and published on the Issuer's website (www.citifirst.com).

The subject matter of the Final Terms is Call or Put Warrants (Product No. 1) (the "Warrants" or the "Series") based on a share or a security representing shares issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer").

The Final Terms were prepared in accordance with Article 5 (4) of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (as most recently amended by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010) (the "Prospectus Directive") and must be read in conjunction with the Tripartite Base Prospectus (consisting of the Summary and the Securities Note, each dated 13 May 2013, and the Registration Form of Citigroup Global Markets Deutschland AG dated 3 May 2013, including any supplements). Complete information about the Issuer and the offer of the Warrants can be obtained only from a synopsis of these Final Terms together with the Tripartite Base Prospectus (including all related supplements, if any).

The Final Terms to the Tripartite Base Prospectus take the form of a separate document within the meaning of Article 26 (5) of Commission Regulation (EC) No. 809/2004 of 29 April 2004 as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012 and Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012 (the "**Prospectus Regulation**").

An issue specific summary that has been completed for the Warrants is attached to these Final Terms.

INFORMATION ABOUT THE TERMS AND CONDITIONS – ISSUE SPECIFIC CONDITIONS

With respect to the Series of Warrants, the Issue Specific Conditions applicable to the Call or Put Warrants, as replicated in the following from the Tripartite Base Prospectus and supplemented by the information in the Annex to the Issue Specific Conditions as set out below, and the General Conditions contain the conditions applicable to the Warrants (referred to together as the "Conditions"). The Issue Specific Conditions should be read in conjunction with the General Conditions.

Part A. Product Specific Conditions

No. 1 Option Right

Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer") hereby grants the holder (each a "Warrant Holder") of Call or Put Warrants (the "Warrants"), based on the Underlying as specified in detail in each case in Table 1 and Table 2 of the Annex to the Issue Specific Conditions, the right (the "Option Right") to require the Issuer to pay the Cash Amount (No. 2 (1) of the Issue Specific Conditions) or the Termination Amount (No. 2 of the General Conditions) in accordance with these Terms and Conditions.

No. 2 Cash Amount; Definitions

- (1) The "Cash Amount" for each Warrant, subject to the early redemption of the Warrants by the Issuer (No. 2 of the General Conditions), shall be the Intrinsic Value of a Warrant, if the latter is already expressed in the Settlement Currency, or the Intrinsic Value of a Warrant converted into the Settlement Currency using the Reference Rate for Currency Conversion.
- (2) The "Intrinsic Value" of a Warrant shall be the difference, expressed in the Reference Currency and multiplied by the Multiplier, by which the Reference Price of the Underlying determined on the Valuation Date is higher than (Call Warrants) or lower than (Put Warrants) the respective Strike.
- (3) The following definitions shall apply in these Terms and Conditions:

"Additional Securities Euroclear System, Brussels; Clearstream Banking S.A.,

Depositaries": Luxembourg

"Auxiliary Location": London, United Kingdom

"Banking Day": Every day on which the commercial banks in Paris and

Frankfurt am Main are open for business, including trade in foreign currencies and the receipt of foreign currency deposits (except for Saturdays and Sundays), the

TARGET2-System is open and the Central Securities

Depositary settles payments. "TARGET2-System" shall mean the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) payment system or any successor system.

"Central Securities Depositary":

Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

France

"Clearing Territory of the

France

Central Securities Depositary":

"Currency Conversion Date": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Exchange Rate Reference

not applicable

Agent":

"Exercise Date":

I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

Valuation Date

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

The Banking Day at the respective place of the Exercise Agent pursuant to No. 3 (1), on which the exercise prerequisites pursuant to No. 3 (1) are met for the first time at 10:00 a.m. (local time at the place of the

respective Exercise Agent).

"Form of the Warrants": The Warrants will be issued in dematerialized bearer form

(au porteur) and inscribed in the books of the Central Securities Depositary which shall credit the accounts of the Account Holders. No physical document of title (including certificats représentatifs pursuant to Article R.211-7 of the French Monetary and Financial Code (Code monétaire et financier)) will be issued in respect of

the Warrants.

"Issue Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Issuer's Website": www.citifirst.com

"Maturity Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Minimum Exercise Volume": 100 Warrant(s) per ISIN or an integral multiple thereof

"Minimum Trading Volume": 1 Warrant(s) per ISIN or an integral multiple thereof

"Modified Exercise Date + 1": I. Applicable in the case of Warrants with a European

> Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

not applicable

"Modified Exercise Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

The first Exercise Date which is a Banking Day at the Auxiliary Location and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant Adjustment Exchange as specified in Table 2 of the Annex to the Issue Specific Conditions.

"Modified Valuation Date + 1": not applicable

"Modified Valuation Date": not applicable

"Multiplier": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Number": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Payment Date upon Exercise": I. Applicable in the case of Warrants with a European

> Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

At the latest the fifth common Banking Day following the Exercise Date at the registered office of the Issuer and the place of the Central Securities Depositary.

"**Reference Currency**": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"**Reference Price**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Reference Rate for Currency

Conversion":

not applicable

"Rollover Date": not applicable

"Settlement Currency": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Strike": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"**Type**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type of Exercise": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Underlying": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Valuation Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

As specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation

Date.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

In case of an exercise during the Exercise Period, the Valuation Date as specified in Table 2 of the Annex to the Issue Specific Conditions; in case of an Automatic Exercise, the Valuation Date as specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation Date.

No. 3 Exercise of the Option Rights

I. Applicable in the case of Warrants with a European Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

- (1) The Option Right may be exercised by the Warrant Holder only with effect as of the Valuation Date for the respective Warrant. If the Cash Amount results in a positive value, the Option Right attaching to the respective Warrant shall be deemed to be exercised on the Valuation Date without further preconditions and without the submission of an explicit Exercise Notice (referred to in the following as "Automatic Exercise").
- (2) The Issuer will transfer any positive Cash Amount to the Central Securities Depositary on the Maturity Date for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid.
- (3) The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer. In the event that the onward transfer of the Cash Amount or of the fair market value is not possible within three months after the Maturity Date ("Presentation Period"), the Issuer shall be entitled to deposit the relevant amounts with the Frankfurt am Main Local Court for the Warrant Holders at their risk and expense with a waiver of its right to reclaim those amounts. Upon the deposit of the relevant amounts with the Court, the claims of the Warrant Holders against the Issuer shall expire.
- (4) All taxes or other levies that may be incurred in connection with the payment of the Cash Amount or of the fair market value shall be borne by the Warrant Holders.
- (5) If the Valuation Date falls between the date on which the Issuer determines that there are grounds for making an Adjustment in accordance with No. 6 of the Issue Specific Conditions and the date on which the Issuer has given notice of the Adjustments (referred to in the following as the "Adjustment Period"), the Valuation Date shall be the first Banking Day common to the head office of the Issuer and to the location of the Central Securities Depositary following the date on which the Issuer has given notice of the Adjustments for the Valuation Date. The calculation of the Cash Amount in accordance with No. 2 of the Issue Specific Conditions shall be based on the relevant Reference Price of the Underlying on the Valuation Date together with the Adjustments made by the Issuer.
- (6) The Cash Amount and the fair market value shall be paid in the Settlement Currency without a requirement for the Issuer to give notice of any kind.
- (7) A declaration shall be deemed to have been made automatically that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell

or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell, resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the respective series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

(1) For the exercise of the Warrants to be effective, the holder of the respective Warrant must comply with the preconditions set out below with respect to the relevant Exercise Agent within the Exercise Period for the respective Warrant. The Exercise Period for the Warrants shall begin in each case on the third Banking Day after the Issue Date and shall end in each case at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the Valuation Date or, if the Reference Price of the Underlying is usually determined before 11.00 a.m. (local time at the location of the relevant Exercise Agent), the Exercise Period ends at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the last Trading Day preceding the last Valuation Date. The provisions of paragraphs (2) to (4) of this No. 3 II shall also apply.

If the Option Rights are exercised via the Exercise Agent in **France**, the Warrant Holder must submit to Citibank International plc., France (the "**Exercise Agent**") at the following address:

Citibank International plc. - Service Titres, 1-5 Rue Paul Cezanne, 75008 Paris, France a properly completed "Paris" Exercise Notice for the respective ISIN (International Securities Identification Number) using the form available from the Issuer (referred to in the following as "Exercise Notice") and must have transferred the Warrants which it is intended to exercise

- to the Issuer crediting its account No. 186 at Euroclear France, account nature 51 or its account No. 67098 at Clearstream Luxembourg.

The Exercise Notice must specify:

- the ISIN (International Securities Identification Number) of the Warrant series and the number of Warrants intended to be exercised and
- the account of the Warrant Holder with a bank in France into which the Cash Amount is to be paid. If the Exercise Notice does not specify an account or specifies an account outside France, a check for the Cash Amount will be sent to the Warrant Holder at his risk by normal post to the address given in the Exercise Notice within five (5) Banking Days in Frankfurt am Main and Paris following the Valuation Date.
- Confirmation must also be given that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell,

resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

- (2) The Exercise Notice shall become effective on the Exercise Date according to No. 2 (3) of the Issue Specific Conditions. The Exercise Notice may not be revoked, including during the period prior to the date on which it becomes effective. All of the preconditions set out in No. 3 (1) of the Issue Specific Conditions must be satisfied within five (5) Banking Days of the occurrence of the first precondition. In any other circumstances, the Issuer shall have the right to return any payments already made to the Warrant Holder without interest at his risk and expense; in this event the Exercise Notice shall not become effective.
- (3) Option Rights that have not been exercised effectively in accordance with paragraphs (1) and (2) shall be deemed, subject to early termination by means of extraordinary Termination pursuant to No. 2 of the General Conditions, to be exercised on the final day of the Exercise Period without further preconditions, if the Cash Amount is positive ("Automatic Exercise"). In the event of Automatic Exercise, the confirmation referred to in the last subparagraph of paragraph (1) shall be deemed to have been given automatically. In any other circumstances, all rights arising from the Warrants that have not been exercised effectively by then shall expire on that day and the Warrants shall become invalid.
- (4) All taxes or other levies that may be incurred in connection with the exercise of the Warrants shall be borne by the Warrant Holder. The exercise or settlement amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.
- (5) The Issuer will transfer any Cash Amount to the Central Securities Depositary on the Payment Date upon Exercise for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid. The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer.

No. 4 (not applicable)

Part B. Underlying Specific Conditions

No. 5 Underlying

- (1) The "**Underlying**" shall be the share or security representing shares specified as the Underlying in Table 2 of the Annex to the Issue Specific Conditions of the Company specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Company**").
- (2) The "Reference Price" of the Underlying shall correspond to the price specified as the Reference Price of the Underlying in Table 1 of the Annex to the Issue Specific Conditions,

as calculated and published on Trading Days on the Relevant Exchange specified in Table 2 of the Annex to the Issue Specific Conditions (the "Relevant Exchange"). "Trading Days" shall be days on which the Underlying is normally traded on the Relevant Exchange. "Trading Hours" shall be hours during which the Underlying is normally traded on the Relevant Exchange on Trading Days.

No. 6 Adjustments

(1) If an Adjustment Event pursuant to paragraph (2) of this No. 6 occurs, the Issuer shall determine whether the relevant Adjustment Event has a diluting, concentrative or other effect on the computed value of the Underlying and, if such is the case, shall if necessary make a corresponding Adjustment to the affected features of the Warrants, which in its reasonable discretion is appropriate in order to take account of the diluting, concentrative or other effect and to leave the Warrant Holders as far as possible in the same position in financial terms as they were in before the Adjustment Event took effect. The Adjustments may relate, inter alia, to the Strike, the Multiplier and other relevant features, as well as to the replacement of the Underlying by a basket of shares or other assets or, in the event of a merger, by an adjusted number of shares of the absorbing or newly formed company and, where relevant, the specification of a different exchange as the Relevant Exchange and/or a different currency as the Reference Currency. The Issuer may (but is not obliged to) base the determination of this appropriate Adjustment on the adjustment made in response to the relevant Adjustment Event by a futures exchange, on which options or futures contracts on the Underlying are traded at the time of the Adjustment Event, in respect of options or futures contracts on the relevant share traded on that futures exchange.

(2) An "Adjustment Event" shall be:

- (a) the subdivision (stock split), combination (reverse stock split) or reclassification of the respective shares or the distribution of dividends in the form of bonus shares or stock dividends or a comparable issue;
- (b) the increase in the capital of the Company by means of the issue of new shares in return for capital contributions, with the grant of a direct or indirect subscription right to its shareholders (capital increase for capital contributions);
- (c) the increase of the capital of the Company from its own financial resources (capital increase from corporate funds);
- (d) the grant by the Company to its shareholders of the right to subscribe for bonds or other securities with option or conversion rights (issue of securities with option or conversion rights);
- (e) the distribution of an extraordinary dividend;
- (f) the spin-off of a division of the Company in such a way that a new, independent company is formed or the division is absorbed by a third company, with the grant to the

- shareholders of the Company of shares in either the new company or the absorbing company for no consideration;
- (g) the permanent delisting of the Underlying on the Relevant Exchange as a result of a merger by absorption or new company formation or for another reason;
- (h) other comparable events that could have a diluting, concentrative or other effect on the calculated value of the Underlying.
- (3) The rules described in the preceding paragraphs shall apply analogously to securities representing shares as the Underlying (such as ADRs, ADSs or GDRs).
- (4) Changes in the method of calculating the Reference Price or other prices for the Underlying that are relevant in accordance with these Terms and Conditions, including a change in the Trading Days or Trading Hours relevant for the Underlying, shall entitle the Issuer to adjust the Option Right accordingly in its reasonable discretion. The Issuer shall determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change.
- (5) In the event that the Underlying is permanently delisted on the Relevant Exchange but continues to be listed on another exchange or another market which the Issuer in its reasonable discretion considers to be suitable (the "New Relevant Exchange"), then, subject to extraordinary Termination of the Warrants by the Issuer pursuant to No. 2 of the General Conditions, the Cash Amount shall be calculated on the basis of the corresponding prices for the Underlying calculated and published on the New Relevant Exchange. In addition, all references in these Terms and Conditions to the Relevant Exchange shall then be deemed, insofar as the context allows, to be references to the New Relevant Exchange.
- (6) In the event that a voluntary or compulsory liquidation, bankruptcy, insolvency, winding up, dissolution or comparable procedure affecting the Company is initiated, or in the event of a process as a result of which all of the shares in the Company or all or substantially all of the assets of the Company are nationalized or expropriated or required to be transferred in some other way to government bodies, authorities or institutions, or if following the occurrence of an event of another kind the Issuer reaches the conclusion that it is not possible to make an Adjustment that would reflect the changes that have occurred appropriately from a financial point of view, then the Issuer will terminate the Warrants pursuant to No. 2 of the General Conditions.
- (7) The Issuer shall give notice of the Adjustments and the date on which the Adjustments become effective in accordance with No. 4 of the General Conditions.

No. 7 Market Disruption Events

(1) If a Market Disruption Event in accordance with paragraph (2) of this No. 7 exists on the Valuation Date, then the Valuation Date shall be postponed to the next following day which fulfills the criteria for a Valuation Date in accordance with No. 2 of the Issue Specific Conditions and on which a Market Disruption Event no longer exists. The Issuer shall endeavor to give notice to the Warrant Holders without delay in accordance with No. 4 of the

General Conditions that a Market Disruption Event has occurred. However, there shall be no obligation to give notice. If, as a result of the provisions of this paragraph, the Valuation Date has been postponed for five (5) consecutive days that fulfill the criteria for a Valuation Date in accordance with No. 2 (3) of the Issue Specific Conditions and if the Market Disruption Event continues to exist on that day as well, then that day shall be deemed to be the Valuation Date and the Issuer shall determine the Cash Amount in its reasonable discretion taking account of the market conditions prevailing on any such deemed Valuation Date.

(2) "Market Disruption Event" shall mean

- (i) the suspension or restriction of trading in the Underlying on the Relevant Exchange, or
- (ii) the suspension or restriction of trading (including the lending market) in a futures or options contract based on the Underlying on a Futures Exchange on which futures or options contracts based on the Underlying are traded (the "Futures Exchange");

if that suspension or restriction occurs or exists in the last half-hour before the calculation of the closing price of the Underlying that would normally take place and is material as determined by the Issuer in its reasonable discretion. A change in the Trading Days or Trading Hours on or during which the Underlying is traded does not constitute a Market Disruption Event, provided that the change takes place as the result of a previously announced change in the trading regulations by the Relevant Exchange.

ANNEX TO THE ISSUE SPECIFIC CONDITIONS

Table 1 – supplementary to Part A. Product Specific Conditions

Issue Date: 22/01/2014

Initial value date in France: 27/01/2014

ISIN / Local Trading Code	Underlying	Туре	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike	Multiplier	Valuation Date / Maturity Date	Type of Exercise	Number	Reference Price of the Underlying ("Reference Price")
DE000CF6Z741 / 5157C	Société Générale	PUT	No	EUR 0.37	Euro (EUR)	EUR 46.00	0.2	19/06/2014 / 26/06/2014	European	3,000,000	Closing price

Table 2 – supplementary to Part B. Underlying Specific Conditions

Underlying (Company) / Share type	ISIN or Reuters	Relevant Stock Exchange /	Valuation Date /	Currency in which the
	Code of the	Relevant Adjustment Exchange for the	Currency Conversion Date	Reference Price is expressed
	Underlying	Underlying ("Adjustment Exchange")		("Reference Currency")
Société Générale S.A. / Common Shares	FR0000130809	Euronext Paris / EUREX Frankfurt	See Table 1 / not applicable	Euro (EUR)

The following specific meanings shall apply in this context:

Deutsche Börse AG, Frankfurt, Germany (XETRA®)

EUREX : EUREX, Frankfurt, Germany

STOXX Limited, Zurich : STOXX Limited, Zurich, Switzerland

Dow Jones & Company, Inc., New York, U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

Nikkei Inc. : Nikkei Inc., Tokyo, Japan

Standard & Poor's Corp., New York, N.Y., U.S.A.

AEX Options and Futures Exchange : AEX Options and Futures Exchange, Amsterdam, The Netherlands

Bolsa de Derivados Portugal : Bolsa de Derivados Portugal, Lisbon, Portugal

EUREX : EUREX, Zurich, Switzerland

Euronext Amsterdam/ Euronext Lisbon/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Euronext Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Discrete Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Paris S.A., Paris, France

Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.) : Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.), Helsinki, Finland

Helsinki Derivatives Exchange (HEX Ltd.) : Helsinki Derivatives Exchange (HEX Ltd.), Helsinki, Finland

HSIL : Hang Seng Indexes Company Limited ("HSIL"), Hong Kong, China

Madrid stock exchange : Bolsa de Madrid, Madrid, Spain

MEFF
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
New York Stock Exchange, New York, NY, USA
OCC
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signatu

OSE : Osaka Securities Exchange, Osaka, Japan
TSE : Tokyo Stock Exchange, Tokyo, Japan
SIX Swiss Exchange, Swiss Exchange : SIX Swiss Exchange, Switzerland

RISK FACTORS

Investors should read carefully the risk factors set out under "I. Risk factors of Warrants" in the Securities Note and under 1. in the Registration Form.

In particular, the following optional risk factors that relate only to certain types of Warrants are applicable to these Warrants (please refer to "I. Risk factors of Warrants" in the Securities Note):

- Risk relating to the loss of time value of Warrants depending on the remaining term
- Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs

ADDITIONAL INFORMATION

Name and address of the paying agents and the calculation agent

Paying Agent(s):

Citigroup Global Markets Ltd., 1-5 Rue Paul Cézanne, 75008 Paris, France

Calculation Agent:

Citigroup Global Markets Deutschland AG, Frankfurter Welle, Reuterweg 16, D-60323 Frankfurt am Main, Federal Republic of Germany

Conflicts of interest

With respect to interests of natural and legal persons involved in the issue and resulting potential conflicts of interest, please refer to "4. Risk of conflicts of interest" under "I. Risk factors of Warrants" in the Securities Note.

Offer method

The Warrants are being offered over-the-counter on a continuous basis in one series.

The offer of the Warrants begins in France on 22/01/2014.

Stock exchange listing

The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.

Consent to the use of the Prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*, "WpPG").

Issue price, price calculation and costs and taxes on purchase

The initial issue price is specified in Table 1 of the annex to the Issue Specific Conditions.

Both the initial issue price and the bid and offered prices quoted by the Issuer during the term of the Warrants are calculated using theoretical pricing models. In this context, the bid and offered prices for the Warrants are determined on the basis, among other things, of the mathematical value of the Warrants, the costs of hedging and accepting risk and the expected return. Please see also the information provided under "Risk relating to the calculation of the warrant prices" and "4. Risk of conflicts of interest", both in Section "I. Risk factors of Warrants".

No costs or taxes of any kind for the warrant holders will be deducted by the Issuer whether the Warrants are purchased off-market (in countries where this is permitted by law) or via a stock exchange. Such costs or taxes should be distinguished from the fees and costs charged to the purchaser of the Warrants by his bank for executing the securities order, which are generally

shown separately on the statement for the purchase transaction in addition to the price of the Warrants. The latter costs depend solely on the particular terms of business of the warrant purchaser's bank. In the case of a purchase via a stock exchange, additional fees and expenses are also incurred. Furthermore, warrant holders are generally charged an individual fee in each case by their bank for managing the securities account. Notwithstanding the foregoing, profits arising from the Warrants or capital represented by the Warrants may be subject to taxation.

Information on the underlying

Website: www.societegenerale.com

Disclaimers in relation to Share Prices used as Underlyings

Insofar as share prices are the underlying of Warrants issued by the issuer and described in this Final Terms document, the respective public limited company that has issued the relevant shares, to whose reference price the Warrants relate (the "Issuer of the Underlying"), does not express any recommendation for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main. The Issuer of the underlying neither directly nor indirectly assumes any liability for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main.

The Warrants are the sole obligation of Citigroup Global Markets Deutschland AG and do not involve liability on the part of the Issuer of the underlying. This is not an offer of shares. The Issuer of the underlying has not been and does not want to be involved, neither directly nor indirectly, in deciding the timing of the issue, or the preparation of this document, or the constitution of the option rights under these securities. Furthermore, the Warrant Holder will not have any right through the Warrant to any information, votes or dividends in the Issuer of the underlying.

Publication of additional information

The Issuer does not intend to provide any additional information about the underlying.

The Issuer will publish additional notices described in detail in the terms and conditions. Examples of such notices are adjustments of the features of the Warrants as a result of adjustments relating to the underlying which may, for example, affect the conditions for calculating the cash amount or a replacement of the underlying. A further example is the early redemption of the Warrants if an adjustment cannot be made.

Notices under these terms and conditions are generally published on the Issuer's website. If and to the extent that mandatory provisions of the applicable laws or exchange regulations require notices to be published elsewhere, they will also be published, where necessary, in the place prescribed in each case.

Selling restrictions

Information on selling restrictions can be found under "VI. Selling restrictions" in the Securities Note.

ANNEX – ISSUE SPECIFIC SUMMARY

Section A – Introduction and warnings

This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the A.1 "Issuer") and of the Warrants issued under the Tripartite Base Prospectus. The Summary is intended as an introduction to the Tripartite Base Prospectus, which comprises this Summary, the Registration Form of Citigroup Global Markets Deutschland AG dated 03 May 2013 including any supplements and the Securities Note of Citigroup Global Markets Deutschland AG dated 13 May 2013. Investors should therefore ensure that any decision to invest in the Warrants is based on a review of the entire Prospectus, including any supplements and the Final Terms. Where claims relating to the information contained in a base prospectus, any supplements, and the respective Final Terms are brought before a court, the investor acting as plaintiff may, as a result of the laws of individual member states of the European Economic Area, have to bear the costs of translating the base prospectus, any supplements, and the Final Terms into the language of the court prior to the commencement of legal proceedings. The Issuer can be held liable for the content of this Summary, including any translation prepared, but only in the event that the Summary is misleading, inaccurate or inconsistent when read in conjunction with the other parts of the Prospectus, or, when read in conjunction with the other parts of the Tripartite Base Prospectus, does not convey all of the key information required.

A.2 Consent to use the prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent) for offers in France (the "Offer State"). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (Wertpapierprospektgesetz, "WpPG").

In the event of an offer by a financial intermediary, the terms and conditions of the offer must be provided to investors at the time of the offer by the financial intermediary.

Sectio	n B – Issuer and any g	guarantors
B.1	The legal and commercial name of the issuer.	The legal and commercial name of the Issuer is Citigroup Global Markets Deutschland AG.
B.2	The domicile and legal form of the issuer, the legislation under which the issuer operates and its country of incorporation.	Prankfurt am Main; the address of Citigroup Global Markets Deutschland AG is Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, Federal Republic of Germany (telephone +49 (0)69-1366-0). Legal form and jurisdiction The Issuer is a stock corporation (Aktiengesellschaft, "AG") under German law. Place of registration The Issuer is entered in the commercial register of the Frankfurt am Main Local Court under the number HRB 88301.

	T.	
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Bank expects world economic growth in 2013 to increase slightly from 2.5 per cent to 2.6 per cent. In 2014 growth should increase to 3.2 per cent. The slowdown in worldwide economic growth was principally due to the slowdown of growth in the industrialized countries. The Bank expects moderate growth of 1.0 per cent for industrialized countries in 2013 and a modest increase to 1.6 per cent in 2014.
		Overall the Bank expects continued significant variations between different regions in the world.
		The Bank expects a mild recession in the Eurozone (the Bank's growth forecasts are for -0.6 per cent and -0.4 per cent for 2013 and 2014). This is seen to be due to the continuing sovereign debt crisis and the high level of private sector indebtedness in the peripheral European countries. The ECB is expected to continue to act to stabilise markets and to reduce interest rates in the second quarter of 2013 depending on further economic growth in the Eurozone, which could be followed by a forecast final interest rate reduction in the second half of the year. The Bank considers it likely that Southern Europe and Ireland will only gradually reach a common sustainable fiscal path. If the core countries in future are no longer prepared to increase their support for the peripheral states, this could lead to a raft of debt restructurings (with likely longer maturities and interest rate reductions), but probably not before 2015.
		In the Warrants and Certificates Division, the competition is expected to remain intense among leading issuers. Further regulatory challenges are expected, which have to be integrated into the business in a timely manner.
		Given the forecasts made by the individual business divisions and a restrictive cost management approach, the Bank is expecting continued overall profits in fiscal years 2013 and 2014.
B.5	If the issuer is part of a group, a description of the group and the issuer's position	The Issuer is a member of the German subgroup of Citigroup. As a public limited company, it is managed by the executive board. The Issuer is wholly-owned by the German holding company, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, a limited partnership with registered offices in Frankfurt/Main.
	within the group.	Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is also a silent partner of the Issuer, having a silent equity interest ("Stille Einlage") totalling EUR 122,710,051.49 as of 30 November 2012. The general partner of Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is Citigroup Global Markets Finance LLC (USA). The sole limited partner is Citi Overseas Investment Bahamas Inc.
		All shares of Citigroup Global Markets Finance LLC are held by Citi Overseas Investment Bahamas Inc., the sole shareholder of which is Citibank Overseas Investment Corporation (USA). This company is in turn 100 per cent owned by Citibank, N.A. (USA). Citibank, N.A. (USA) is a 100 per cent owned subsidiary of Citicorp (USA), which in turn is a 100 per cent owned subsidiary of Citigroup, Inc. (USA).
B.9	Where a profit	Not applicable; the Issuer has decided not to make any profit forecasts or profit

	forecast or estimate is made, state the figure.	estimates in the Base Prosp	ectus.		
B.10	A description of the nature of any qualifications in the audit report on the historical financial information.	The annual financial state December 2011 to 30 Nov 2011 were audited by the unqualified auditor's opinion	vember 2012 and ne Issuer's statute	1 December 201	0 to 30 November
B.12	Selected historical key financial information regarding the issuer, presented for each financial year of the period	Key Annual Financial Deutschland AG The table below provides a which have been taken fro prior fiscal year (fiscal year business development of Ci	m the audited fin ar 2011) and fisca	ertain noteworthy ancial statements I year 2012 and	2012 between the thereby reveals the
	covered by the historical financial information and any		30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro	
	subsequent interim	Balance sheet total	9,543	8,690	
	financial period accompanied by	Business volume	11,162	10,163	
	comparative data	Equity capital	590	588	
	from the same	Loan portfolio	5,365	5,196	
	period in the prior financial year,	Number of employees	348	361	
	except that the	- Company of			I
	requirement for comparative balance sheet information is satisfied by		01.12.2011 - 30.11.2012 in million Euro	prior fiscal year (01.12.2012 - 30.11.2011) in million Euro	
	presenting the year- end balance sheet	Interest income from operations	11	29	
	information. A statement that there	Commissions from brokerage business	111	96	
	has been no material adverse change in the	Commissions from securities business	18	17	
	prospects of the issuer since the date	Net income from financial trading operations	25	60	
	of its last published audited financial	General administrative expenses	161	137	
	statements or a description of any material adverse change.	As of the balance sheet da following components:	ate, the balance s	sheet equity cap	ital consists of the
	A description of				

significant changes in the financial or trading position of the issuer subsequent to the period covered by the historical financial information.

	30.11.2012 in million Euro (audited)	prior fiscal year (30.11.2011) in million Euro (audited)
Subscribed capital		
Share capital	210.6	210.6
Silent partner capital	122.7	122.7
Capital reserves	195.8	193.8
Legal reserves	33.0	33.0
Other earnings reserves	27.9	27.9

In addition, as part of incorporating the new rules under the BilMoG pursuant to § 340g of the German Commercial Code (HGB), a new separate item was created ("Fund for general banking risks") in the amount of EUR 9.4m (EUR 6.6m in the previous year).

The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows:

	30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro
Equity capital on balance sheet	590.0	588.0
Less intangible assets	0	-1.2
Core capital	599.3	594.3
Supplementary capital	0.0	0.0
Equity capital	599.3	594.3
Capital ratios		
Tier one capital in %	33.6	29.3
Total capital ratio in %	33.6	29.3

Despite the debt crisis in the Eurozone and the concomitant volatility on the international financial markets, Citigroup Global Markets Deutschland AG was once again able to earn a profit in the recently completed fiscal year.

Key Semi-Annual Financial Information of Citigroup Global Markets Deutschland AG

The table below provides a comparison of certain noteworthy financial statistics for the first half of the financial year 2013 which have been taken from the unaudited interim financial statements 2013 between the prior fiscal year and/or the previous year's figures and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

	31.05.2013	30.11.2012	
	in million Euro	in million Euro	

Balance sheet total	11,147	9,543
Business volume	12,628	11,162
Equity capital	590	590
Loan portfolio	5,179	5,365
Number of employees on the balance sheet date	263	334

	01.12.2012 - 31.05.2013 in million Euro	01.12.2011 - 31.05.2012 in million Euro
Interest income from operations	3	7
Commissions from brokerage business	20	33
Commissions from securities business	8	9
Net income from financial trading operations	29	16
General administrative expenses	72	70

Statements as regards trend information and financial or trading position

The Issuer declares that since the date of the last audited annual financial statements on 30 November 2012 no material adverse change in the prospects of the Issuer has occurred.

Furthermore, the Issuer declares that since the date of the last interim financial statements on 31 May 2013 no significant change has occurred in the financial or trading position of the Issuer.

B.13 A description of any recent events particular to the issuer which are to a material extent relevant to the evaluation of the issuer's solvency.

Significant events that may have a material impact on the assessment of the Issuer's solvency can not be determined at the moment. However, Citigroup Global Markets Deutschland AG is currently subject to an extra-ordinary audit on withholding taxes by the Frankfurt-Hoechst tax authority for the years 2007-2008. In this context the tax authority has expressed its view that Citigroup Global Markets Deutschland AG may not have deducted and paid withholding taxes from dividends received in connection with so called cum-ex transactions for shares held by it in custody for its clients as required. Based on these findings the tax authority is currently of the view that Citigroup Global Markets Deutschland AG is liable for non deducted withholding taxes in the amount of more than Euro 706 million for the years 2007 and 2008. In case the tax authority's view should succeed further tax liability for the years 2009 to 2011 may arise which can not be estimated at the moment.

The main starting point for the liability claim of the tax authorities is the question if Citigroup Global Markets Deutschland AG is to be qualified as a German bank

		executing the trade (<i>die den Verkaufsauftrag ausführende Stelle</i>) in the respective years. Furthermore, the method applied to identify the amount of the liability claim is debatable as well as the question if Citigroup Global Markets Deutschland AG can be held liable as principal debtor. Citigroup Global Markets Deutschland AG has obtained legal advice from a reputable tax consultant office as well as from a reputable accounting firm. Based thereon, the management of Citigroup Global Markets Deutschland AG is of the view that the likelihood to win any legal proceedings in this matter exceeds 50 per. cent. On this basis, Citigroup Global Markets Deutschland AG's management has decided to put up a reserve only for expected legal advice and litigation expenses, if any, and has decided that 2 million Euro is an adequate figure in this respect. Furthermore, it should be noted that Citigroup is currently evaluating measures to
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	optimize its organizational structure. Citigroup Global Markets Finance Corporation as the German holding company owns 100% of the shares of the Issuer. Pursuant to § 17 (2) of the German Stock Corporation Act (<i>Aktiengesetz</i> , "AktG"), it is assumed that a company in which a majority of the shares is held by another company is dependent upon that other company.
B.15	A description of the issuer's principal activities.	The Issuer is engaged in the business of corporate and investment banking and offers companies, governments and institutional investors comprehensive financial solutions in the areas of investment banking, fixed income, foreign exchange, equities and derivatives, and global transaction services; in addition it is a leading issuer of warrants and certificates whose end investors are predominantly retail clients. Since the end of 2012 the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.
B.16	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control.	In addition to the inclusion of the Issuer in the Citigroup Inc. group of companies referred to above, the Issuer is also party to a control and profit and loss transfer agreement with its immediate parent company. Under the terms of the agreement, the Issuer has placed the management of its business under the control of its immediate parent company. Accordingly, the immediate holding company has the right to give instructions to the Issuer. The agreement also requires the Issuer to transfer its entire profit to its immediate parent company. In return, the immediate parent company is required to make up any annual loss of the Issuer arising during the period of the agreement, as provided in detail by § 302 (1) and (3) AktG.

\$	Section C – Securities					
(C.1	A description of the	Type/form of the Warrants			
		type and the class of the securities being offered	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with			

	and/or admitted to trading, including any security identification number.	options. One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. The leverage effect of the Warrant operates in both directions – not only to the investor's advantage in the event of the favorable performance of the factors determining the value, but also to the investor's disadvantage in the event of their unfavorable performance. The payment due under a Warrant on exercise or early termination depends on the value of the underlying at the relevant time.		
		The Warrants will be issued in dematerialized bearer form (<i>au porteur</i>) and inscribed in the books of the central securities depositary which shall credit the accounts of the account holders. No physical document of title (including <i>certificats représentatifs</i> pursuant to Article R.211-7 of the French Monetary and Financial Code (<i>Code monétaire et financier</i>)) will be issued in respect of the Warrants.		
		Security identification number		
		ISIN: DE000CF6Z741		
		Local Code: 5157C		
C.2	Currency of the securities issue.	Euro		
C.5	A description of any restrictions on the free transferability of the securities.	Each Warrant is transferable in accordance with the laws applying in each case and, where relevant, the respective applicable regulations and procedures of the securities depositary in whose records the transfer is registered.		
C.8	A description of the	Applicable law for the securities		
	rights attached to the securities including ranking and including limitations to those	The Warrants are subject to German law. The constituting of the Warrants may be governed by the laws of the jurisdiction of the central securities depository.		
	rights.	Rights attached to the Warrants		
		Each Warrant grants the holder the right to the cash amount as described in more detail under C.15.		
		Status of the Warrants		
		The Warrants create direct, unsecured and unsubordinated obligations of the Issuer that rank <i>pari passu</i> in relation to one another and in relation to all other current and future unsecured and unsubordinated obligations of the Issuer, with the exception of obligations that have priority due to mandatory statutory provisions.		
		Limitations to the rights		
		The Issuer has the right to terminate the Warrants and to amend the terms and conditions pursuant to the provisions specified in the terms and conditions of the Warrants.		

C.11	An indication as to	The Warrante have been admitted to the recorded market of the Forestict
C.11	An indication as to whether the securities offered are or will be the object of an application for admission to trading, with a view to their distribution in a regulated market or other equivalent markets with an indication of the markets in question.	The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.
C.15	A description of how	Description of Put Warrants with European type of exercise
	the value of the investment is affected by the value of the	Put Warrants enable investors to participate on a disproportionate (leveraged) basis in the negative performance of the underlying.
	underlying instrument(s), unless the securities have a denomination of at least EUR 100,000.	In return, however, they also participate on a leveraged basis in any positive performance of the underlying and in addition bear the risk that the Put Warrant may expire worthless if the reference price of the underlying reaches or exceeds the strike.
		On the maturity date, the cash amount received by the investors is the difference, multiplied by the multiplier, by which the reference price of the underlying determined on the valuation date is lower than the respective strike. If the reference price is equal to or higher than the strike, the Put Warrant expires worthless.
C.16	The expiration or maturity date of the	Maturity date: 26/06/2014
	derivative securities –	Exercise date: 19/06/2014
	the exercise date or final reference date.	Valuation date: 19/06/2014
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants with automatic exercise, i.e. a European type of exercise, the Issuer will transfer any positive cash amount to the central securities depositary on the maturity date for the credit of the warrant holders registered with the central securities depositary at the close of business on the preceding banking day at the head office of the central securities depositary.
		The central securities depositary has given an undertaking to the Issuer to make a corresponding onward transfer.
C.18	A description of how the return on derivative securities takes place.	In the case of Warrants with a European type of exercise, the option right may be exercised by the warrant holder only with effect as of the valuation date for the respective Warrant. If the cash amount results in a positive value, the option right attaching to the respective Warrant is deemed to be exercised on the valuation date without further preconditions and without the submission of an explicit exercise notice ("Automatic Exercise").

C.19	The exercise price or the final reference price of the underlying.	Reference price on the valuation date: Closing price			
C.20	A description of the type of the underlying and where the information on the underlying can be found.	Type: share or security representing shares WKN: 873403 ISIN: FR0000130809 Company: Société Générale S.A. Relevant stock exchange: Euronext Paris Reuters page: SOGN.PA Website: www.societegenerale.com			
Section	D – Risks				
D.2	Key risks that are specific to the issuer.	Risk of the cessation or limitation of price-setting by the Issuer If the Issuer were to limit or completely abandon its voluntary intention to set bid and offered prices, there would be a danger, if prices for Warrants were not set by any other party that investors would have to wait for the final maturity of the Warrants or, where early exercise is possible, exercise the option right.			
		Liquidity risk despite control and profit and loss transfer agreement The Issuer would also be unable to meet its obligations arising from the securities despite the control and profit and loss transfer agreement if, in the event that the Issuer generated a net loss, while the immediate parent company would in principle be required to assume that loss, it was unable or unwilling to comply with this contractual obligation as a result of its own liquidity difficulties or overindebtedness.			
		Brokerage of transactions for other Group companies and allocation of work within Citigroup			
		The great majority of the Issuer's commission income consists of transfer pricing income from brokerage transactions with affiliated companies. The Issuer's costs arising from the exchange of services with individual Group companies are reimbursed on the basis of existing agreements using transfer prices. For this purpose, income and expenses, in particular commission income for transactions assisted by the bank in an advisory capacity in the context of its sales activities, are determined and allocated to the relevant areas providing the services. The transactions relate to equity trading, bond issues and corporate finance as well as to the sale of structured products, corporate derivatives and currency management products, and also global relationship banking. This process is coordinated closely across all areas with Citigroup Global Markets Limited, London, in particular, and also with Citibank, N.A., London.			

If a decision were made within Citigroup to reallocate the relevant activities to other Group companies, the Issuer could lose a material source of income.

Risks in the lending business

The Issuer's loan portfolio consists mainly of loans to international customers in the industrial and financial services sectors with investment grade credit ratings. Loan defaults have been avoided in recent years thanks to this business policy. The loan portfolio is mainly concentrated on a manageable number of borrower units, as defined by German banking law. If significant individual borrowers in the Issuer's portfolio were unable to meet their obligations, therefore, a substantial increase in loan loss provisions would be conceivable in principle and loan defaults could occur.

Interest rate risk

Risk-Treasury assesses and controls the Issuer's interest rate risk. The Issuer's exposure to changes in interest rates maybe a mid to long-term risk in holdings in liquid securities if these were not originally covered by hedging transactions like interest rate swap agreements. The same applies to medium and long-term loans granted by the Issuer. A significant risk from interest rate changes could arise where interest rates are not monitored in a timely or sensitive manner, which may produce the concomitant danger that action to cover such interest rate exposure is not taken early enough.

Operating risk

The Issuer has transferred a number of areas that are significant for the proper management and control of its business activities and the risks associated with them to other companies within and outside Citigroup. In the event that the companies to which these areas have been transferred do not fulfill their contractual obligations or do not do so at the proper time, the ability of the Issuer to meet its own obligations arising from the securities it has issued on the due dates could also be adversely affected.

Tax risks

The tax decisions issued to the Issuer are regularly subject to subsequent review in the form of an external tax audit or to the resolution of individual issues by the relevant courts. This is normal practice and means that an additional tax demand can be issued by the tax authorities years after the original assessment as a result of a tax audit or a generally applicable decision by a tax court.

General business risks

Settlement risk

The risk that a business transaction is incorrectly processed or that a transaction is executed which is different from the intentions and expectations of the Issuer's management.

Information risk

The risk that information, which was generated, received, transmitted or stored within or outside the Issuer's place of business, can no longer be accessed. Furthermore, such information may be of poor quality, or have been wrongly handled or improperly obtained. The information risk also includes risks that are generated by systems and used for processing information.

Reputation risk

This represents the Issuer's risk that its relations with its customers could be harmed if its services are poor or transactions are incorrectly executed. This risk also includes the risk of entering into business relations with counterparties, whose business practices do not conform to the standards or business ethics of the Issuer.

Personnel risk

The Issuer has a high demand for qualified and specially trained professionals and managers. Personnel risk entails the risk of high staff turnover and the risk that the Issuer will be unable to retain a sufficient staff of qualified personnel, as well as the risk that the Issuer's employees may knowingly or negligently violate established regulations or the firm's business ethics standards.

• Legal and regulatory risks

The Issuer views legal risks as any and all risks resulting from binding contracts and governing legislation. Regulatory risks result from the legal environment in which the Issuer does business.

· Risk of fraud

These are both internal and external risks of fraud such as bribery, insider trading and theft of data.

D.6 Ke

Key information on the key risks that are specific to the securities. This must include a risk warning effect that the investors may lose the value of their entire investment or part of it, as the case may be, and/or, if the investor's liability is not limited to value of investment, a statement of that fact, together with a description of the circumstances in which such additional liability

General risk factors of Warrants

Risk of total loss

Warrants represent particularly risky investment instruments. They entail a particularly high risk of losing the capital invested, up to and including a total loss, plus the transaction costs incurred and any borrowing costs.

Risk of default by the Issuer of the Warrants

In the event of the Issuer becoming insolvent, investors could suffer a loss up to and including a total loss. As bearer securities, Warrants do not fall within the scope of the deposit protection arrangements.

Risk arising from above-average fluctuations in the prices of Warrants (leverage effect)

One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. At the same time, Warrants also entail above-average arises and the likely financial effect.

risks of loss.

Risk of the absence or non-functioning of a secondary market in the Warrants or restricted availability of the Issuer's electronic trading system

Investors should not assume that they will be able to sell a Warrant at a particular time or at a particular price during its term. Investors should assume instead that pricing on the exchange can only take place within the spread of bid and offered prices quoted by the Issuer, if available, and that their buy or sell orders on the exchange will be executed with the Issuer as the direct or indirect counterparty.

Risk in connection with the cessation of secondary trading immediately prior to final maturity

The Issuer and/or the exchange cease trading in the Warrants shortly before their valuation date. However, the reference price of the underlying on the valuation date and/or the applicable exchange rate, both of which are important for the purpose of determining the cash amount of the Warrants, may still change between the last exchange trading day and the maturity date, which may be to the disadvantage of the investor. There is a particular risk that the price of the underlying may reach, fall below or exceed a barrier for the first time shortly before the reference price on the valuation date is determined and after trading in the secondary market has already finished.

Currency risk with respect to the intrinsic value of the Warrants

The performance of the investment is subject to a currency risk if the underlying on which the Warrants are based is expressed in a currency other than the currency in which the cash amount is paid out (settlement currency).

Risks relating to market disruption events

In the event of market disruption events with respect to the underlying, the Issuer has the right to postpone the valuation date for the reference price on exercise. This may result in an additional risk for investors if the underlying performs negatively during the time delay or, where applicable, if the exchange rate for converting the intrinsic value into the settlement currency moves in an unfavourable direction for the investor.

Product specific risk factors

Risk relating to the loss of time value of Warrants depending on the remaining term

The price of Warrants is calculated on the basis of two components of price (intrinsic value and time value). The intrinsic value of Warrants during their term is equal to the difference (if positive), multiplied by the multiplier, between the strike and the value of the underlying (Put Warrants). The amount of the time value, on the other hand, is essentially determined on the basis of the remaining term of the Warrant and the expected frequency

		and intensity of the fluctuations in the price of the underlying expected by the Issuer during the remaining term of the Warrant (implied volatility).
		Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs
		The other factors affecting the price of the Warrants include, <i>inter alia</i> , interest rates on the money market relating to the remaining term, expected income from the Issuer's hedging transactions in or related to the underlying and the level of the Issuer's refinancing costs for entering into those hedging transactions.
		Even if the price of the underlying rises in the case of a call option or falls in the case of a put option, therefore, the value of the Warrant may decline as a result of the other factors affecting value. Given the limited term of the Warrant, there is no guarantee that the price of the Warrant will recover in sufficient time. The shorter the remaining term, the greater the risk.
Section	E – Offer	
E.2b	Reasons for the offer and use of proceeds when different from making profit and/or hedging certain risks.	Not applicable; the reasons for the offer are making profit and/or hedging certain risks and the net proceeds from the issuance of Warrants presented in this base prospectus will be used by the Issuer for its general business purposes.
E.3	A description of the	Offer method, offeror and issue date of the Warrants
	terms and conditions of the offer.	The Warrants are being offered over-the-counter on a continuous basis
		The offer of the Warrants begins in France on 22/01/2014.
		The offeror of the Warrants is the Issuer.
		The issue date is: 22/01/2014
		Restrictions on the free transferability of the securities
		The Warrants may be offered or sold only if all applicable securities laws and regulations in force in the jurisdiction in which a purchase, offer, sale or delivery of Warrants is made or in which this document is circulated or kept for inspection have been complied with, and if all consents or authorizations required for the purchase, offer, sale or delivery of the Warrants in accordance with the legal norms in force in that jurisdiction have been obtained.
		In particular, the Warrants are not and will not be registered pursuant to the United States Securities Act of 1933 as amended. They may not be offered, sold, traded or delivered within the United States either directly or indirectly by or to or for the account of a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933), except in the case of exemption from the registration requirements of the

		Securities Act. Any person receiving the cash amount in accordance with these terms and conditions is deemed to have made a declaration that the person entitled to the rights arising from the Warrants is not a US person. Issue price and costs and taxes on purchase The initial issue price is EUR 0.37. The purchase of the Warrants incurs no costs or taxes that are specifically charged by the Issuer to the subscriber or purchaser.
E.4	A description of any interest that is material to the issue/offer including conflicting interests.	The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it generally act as the calculation agent for the Warrants. This activity can lead to conflicts of interest since the responsibilities of the calculation agent include making certain determinations and decisions which could have a negative effect on the price of the Warrants or the level of the cash amount.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may engage in trading transactions in the underlying, other instruments linked to it, or derivatives, stock exchange options or stock exchange forward contracts, or may issue other securities and derivatives based on the underlying. The companies may also be involved in the acquisition of new shares or other securities of the underlying or, in the case of stock indices, of individual companies included in the index, or act as financial advisors to the entities referred to or work with them in the commercial banking business. The companies are required to fulfill their obligations arising in this connection irrespective of the consequences resulting for the warrant holders and, where necessary, to take actions they consider necessary or appropriate in order to protect themselves or safeguard their interests arising from these business relationships. The activities referred to above could lead to conflicts of interest and have a negative effect on the price of the underlying or securities linked to it such as the Warrants.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may issue additional derivative securities based on the respective underlying or constituents of the underlying, including securities whose features are the same as or similar to those of the Warrants. The introduction of such products that compete with the Warrants may impact the price of the underlying or the constituents of the underlying and thus also the price of the Warrants. The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may receive non-public information relating to the underlying or the constituents of the underlying, but are under no obligation to pass on such information to the warrant holders. Furthermore, companies belonging to Citigroup, Inc. or affiliated to it may publish research reports relating to the underlying or constituents of the underlying. These types of activities may entail certain conflicts of interest and affect the price of the Warrants.
E.7	Estimated expenses charged to the investor	The estimated expenses for the Warrants, including the cost for admission to exchange trading, are included in the issue price or the selling price, as

by the	issuer or	the	the case may be. If the investor purchases the Warrants from a distributor,	
offeror.			the purchase price to be paid by the investor may include selling fees that	
			have to be disclosed by the distributor.	

ANNEXE - RÉSUMÉ EN FRANÇAIS

Section A – Introduction et mises en garde

A.1 Le présent Résumé présente les caractéristiques et les risques principaux de Citigroup Global Markets Deutschland AG (« l'**Émetteur** ») et les Warrants émis au titre de Prospectus Tripartite de Base. Le Résumé a pour finalité de servir d'introduction au Prospectus Tripartite de Base, qui comporte ce Résumé, le Formulaire d'Enregistrement de Citigroup Global Markets Deutschland AG daté du 3 mai 2013 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG daté du 13 mai 2013. Les investisseurs devraient donc veiller à ne prendre aucune décision d'investir dans les Warrants avant d'avoir pris connaissance du Prospectus dans sa totalité, y compris de tous les suppléments et des Conditions Définitives. Dans le cas où un recours relatif aux informations contenues dans un prospectus de base, dans tous les suppléments ou dans les Conditions Définitives respectives serait intenté auprès d'un tribunal, l'investisseur agissant en tant que plaignant pourrait, en vertu des lois de différents États membres de l'Espace économique européen, être contraint de prendre en charge le coût de la traduction du prospectus de base, de tous les suppléments et des Conditions Définitives, dans la langue de travail du tribunal avant le commencement de la procédure judiciaire. L'Émetteur peut être jugé responsable du contenu de ce Résumé, y compris de toute traduction en étant faite, mais seulement dans le cas où le Résumé serait trompeur, inexact ou contradictoire par rapport aux autres parties du Prospectus, ou, dans le cas où il est lu en même temps que les autres parties du Prospectus Tripartite de Base, s'il ne donne pas toutes les informations clés nécessaires.

A.2 – Consentement à l'utilisation du prospectus.

En ce qui concerne les Offres non-dispensées, en vertu de l'Article 3 (2) de la Directive Prospectus, l'Émetteur consent à l'utilisation du Prospectus par tous les intermédiaires financiers (consentement général) pour les offres faites en France (le ou les « État(s) concerné(s) par l'Offre »). Le consentement général à la revente ultérieure et au placement final des valeurs mobilières par le ou les intermédiaires financiers est donné en ce qui concerne France.

La revente ultérieure et le placement final des valeurs mobilières par les intermédiaires financiers peuvent être effectués pendant la période de validité du Prospectus Tripartite de Base en vertu du §9 de la Loi allemande sur les prospectus de valeurs mobilières (*Wertpapierprospektgesetz*, « WpPG »).

Dans le cas d'une offre faite par un intermédiaire financier, les modalités et conditions de l'offre doivent être précisées aux investisseurs au moment où l'offre est faite par l'intermédiaire financier.

Section B – Émetteur et garants

B.1	Indiquer la raison sociale et le nom commercial de l'émetteur.	La raison sociale et le nom commercial de l'Émetteur est Citigroup Global Markets Deutschland AG.
B.2	Indiquer le siège social et la forme juridique de l'émetteur, la législation régissant ses activités	Siège social Francfort-sur-le-Main; l'adresse de Citigroup Global Markets Deutschland AG est Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, République fédérale d'Allemagne (téléphone +49 (0)69-1366-0).

	ainsi que son pays			
	d'origine.	Forme juridique et législation régissant les activités		
		L'Émetteur est une société anonyme (<i>Aktiengesellschaft</i> , « AG ») au sens de l législation allemande.		
		Pays d'origine		
		L'Émetteur est immatriculé au Registre de commerce du Tribunal local Francfort-sur-le-Main sous le numéro HRB 88301.		
B.4b	Décrire toute tendance connue ayant des répercussions sur l'émetteur et ses secteurs d'activité.	La Banque prévoit une légère accélération de la croissance économique mondiale en 2013, de 2,5% à 2,6 %. En 2014, la croissance devrait atteindre 3,2 %. Le ralentissement de la croissance économique mondiale observée est principalement imputable à la détérioration de la croissance des pays industrialisés. La Banque prévoit une croissance modérée de 1 pour cent pour les pays industrialisés en 2013 et une légère progression à 1,6 % en 2014.		
		De façon générale, la Banque s'attend à un maintien d'écarts significatifs entre les différentes régions dans le monde.		
		La Banque s'attend à une légère récession dans l'Eurozone (les prévisions de croissance de la Banque sont de -0,6 % et -0,4 % pour 2013 et 2014). Ceci est attribué à la poursuite de la crise de la dette souveraine et au niveau élevé de l'endettement du secteur privé dans les pays européens périphériques. La BCE devrait continuer à intervenir pour stabiliser les marchés et faire baisser les taux d'intérêt au cours du deuxième trimestre 2013 en fonction de la poursuite de la croissance économique de l'Eurozone, qui pourrait être suivie par une réduction finale de taux d'intérêt prévue pour le deuxième semestre. La Banque estime probable que le Sud de l'Europe et l'Irlande n'aboutiront que progressivement à des solutions communes durables en matière fiscale. Si les pays fondateurs ne sont plus déterminés à renforcer leur soutien aux États périphériques à l'avenir, ceci pourrait aboutir à un ensemble de restructurations de dette (avec probablement des échéances à plus long terme et des réductions de taux d'intérêt), mais probablement pas avant 2015.		
		Dans la Division warrants et certificats, la concurrence devrait rester intense entre les principaux émetteurs. D'autres modifications de la réglementation devraient intervenir, qui devront être prises en compte en temps opportun pour l'activité.		
		Compte tenu des prévisions faites par les différentes divisions et d'une approche restrictive de la gestion des coûts, la Banque s'attend à un maintien global des bénéfices au cours des exercices 2013 et 2014.		
B.5	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur.	L'Émetteur est membre du sous-groupe allemand de Citigroup. En tant que société anonyme, il est géré par un conseil d'administration. L'Émetteur est entièrement détenu par une société holding allemande, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, une société en commandite domiciliée à Francfort-sur-le-Main.		
		Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est également un associé passif de l'Émetteur, dans la mesure où il détient une participation passive (« Stille Einlage ») d'un montant total de 122 710 051,49 EUR au 30 novembre 2012. L'associé responsable de la société Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est la société		

B.9	Lorsqu'une prévision ou une estimation du bénéfice est réalisée, en indiquer le montant.	Citigroup Global Markets Finance LLC (États-Unis). Le commanditaire unique est Citi Overseas Investment Bahamas Inc. Toutes les actions de Citigroup Global Markets Finance LLC sont détenues par Citi Overseas Investment Bahamas Inc., dont le seul actionnaire est Citibank Overseas Investment Corporation (États-Unis). Cette société est elle-même détenue à 100 % par Citibank, N.A. (États-Unis). Citibank, N.A. (États-Unis) est détenue à 100 % par Citicorp (États-Unis), qui est elle-même détenue à 100 % par Citigroup, Inc (États-Unis). Sans objet; l'Émetteur a décidé de ne publier aucune prévision de bénéfice ou estimation de bénéfice dans le Prospectus de Base.				
B.10	Décrire la nature des éventuelles réserves sur les informations financières historiques contenues dans le rapport d'audit.	Les états financiers annue 2011 au 30 novembre 2012 audités par l'auditeur sta réserve de la part de l'audité	et du 1 ^{er} décembre atutaire de l'Éme	e 2010 au 30 nove	embre 2011 ont été	
B.12	Présenter les informations financières historiques clés sélectionnées pour l'émetteur, pour chaque exercice de la période couverte par ces informations financières historiques et pour toute période intermédiaire ultérieure,	Informations financières Deutschland AG Le tableau ci-dessous profinancières significatives for l'exercice budgétaire antéricompte du développement de AG:	résente une com purnies dans les é ieur (exercice 20	aparaison de certats financiers aud 11) et l'exercice tigroup Global M Exercice précédent (30.11.2011) en	rtaines statistiques dités de 2012 entre 2012 et rend donc	
	accompagnées de			millions d'euros		
	données comparatives	Total du bilan	9.543	8.690		
	couvrant la même période de l'exercice	Volume d'activité	11.162	10.163		
	précédent; la	Fonds propres	590	588		
	présentation des bilans	Volume des prêts	5.365	5.196		
	de clôture suffit toutefois à remplir	Nombre d'employés	348	361		
	l'exigence					
	d'informations bilancielles comparables. Une déclaration		01.12.2011 - 30.11.2012 en millions d'euros	Exercice précédent (01.12.2010 – 30.11.2011) en millions d'euros		
	attestant qu'aucune détérioration significative n'a eue de	Revenus d'intérêt de l'exploitation	11	29		
	répercussions sur les	Commissions de courtage	111	96		
	perspectives de	Commissions d'opérations sur	18	17		

l'émetteur depuis la date de ses derniers états financiers vérifiés et publiés, ou une description de toute détérioration significative.

Une description des changements significatifs de la situation financière ou commerciale l'émetteur survenus après la période couverte par informations financières historiques.

valeurs mobilières		
Revenu net des opérations financières de négoce	25	60
Frais généraux et administratifs	161	137

À la date du bilan, les **fonds propres inscrits au bilan** comprennent les éléments suivants :

	30.11.2012 en millions d'euros (audité)	Exercice précédent (30.11.2011) en millions d'euros (audité)
Capital souscrit		
Capital social	210,6	210,6
Participation de l'associé passif	122,7	122,7
Réserves de capital	195,8	193,8
Réserve légale	33,0	33,0
Autres bénéfices mis en réserve	27,9	27,9

De plus, dans le cadre de l'intégration de nouvelles règles au titre de BilMoG en vertu du §340g du Code allemand du commerce (HGB), un nouveau poste séparé a été créé (« Fonds pour les risques bancaires généraux ») pour un montant de 9,4 millions d'euros (6,6 millions d'euros l'année précédente).

Le capital réglementaire imputé sous BIZ se compose d'un capital de base et de capital supplémentaire (passifs subordonnés) après approbation, comme suit :

	30.11.2012 en millions d'euros	Exercice précédent (30.11.2011) en millions d'euros
Fonds propres au bilan	590,0	588,0
Moins immobilisations	0	-1,2
Capital de base	599,3	594,3
Capitaux supplémentaires	0,0	0,0
Fonds propres	599,3	594,3
Ratios de capitaux		
Fonds propres Tier one en %	33,6	29,3
Ratio de capitaux totaux en %	33,6	29,3

En dépit de la crise de dette dans l'Eurozone et de la volatilité concomitante sur les marchés financiers internationaux, Citigroup Global Markets Deutschland AG

a de nouveau réussi à dégager un bénéfice au cours de l'exercice clôturé récemment.

Informations financières semestrielles clés de Citigroup Global Markets Deutschland AG

Le tableau ci-dessous présente une comparaison de certaines statistiques financières significatives pour le premier semestre de l'exercice financier fournies dans les états financiers non-audités de 2013 entre l'exercice budgétaire antérieur et/ou les chiffres des années précédentes et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG:

	31.05.2013 en million d'Euro	30.11.2012 en million d' Euro
Total du bilan	11.147	9.543
Volume d'activité	12.628	11.162
Fonds propres	590	590
Portefeuille des prêts	5.179	5.365
Nombre d'employés à la date du bilan	263	334

	01.12.2012 - 31.05.2013 en million d'Euro	01.12.2011 - 31.05.2012 en million d'Euro
Revenus d'intérêt de l'exploitation	3	7
Commissions de courtage	20	33
Commissions d'opérations sur valeurs mobilières	8	9
Revenu net des opérations financières de négoce	29	16
Frais généraux et administratifs	72	70

Etats en ce qui concerne l'information tendancielle et la situation financière et commerciale.

L'Emetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2012, aucune détérioration significative n'a affecté les perspectives de l'Emetteur.

En outre, l'Emetteur déclare que depuis la date des états financiers provisoires au 31 mai 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale de l'Emetteur.

B.13 Décrire tout événement récent propre à l'émetteur et présentant un intérêt significatif

Aucun événement présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur n'est identifié à ce moment. Cependant, Citigroup Global Markets Deutschland AG est actuellement sujet à un audit extraordinaire sur les retenues à la source fiscales par l'autorité fiscale Francfort-Hoeschst pour

	pour l'évaluation de sa solvabilité.	les années 2007-2008. Dans ce contexte l'autorité fiscale a explicité ses vues quant au fait que Citigroup Global Markets Deutschland AG aurait dû déduire et payer la retenue à la source des dividendes reçus en relation avec transactions communément appelées cum-ex transactions. S'appuyant sur ces observations l'autorité fiscale est actuellement de l'avis que Citigroup Global Markets Deutschland AG est responsable de la non déduction de la retenue à la source d'un montant supérieur à 706 Millions d'Euro pour les années 2007 et 2008. Dans le cas où l'autorité fiscale a raison, la responsabilité fiscale pour les années 2009 à 2011 pourrait se poser ce qui est impossible d'estimer pour le moment. The principal point de départ de l'action en responsabilité des autorités fiscales est de savoir si Citigroup Global Markets Deutschland AG est qualifié de banque allemande exécutant un transaction (die den Verkaufsauftrag ausführende Stelle) durant ces années. De plus, la méthode appliquée pour identifier le montant des dommages et intérêts est débattue comme celle de savoir si Citigroup Global Markets Deutschland AG peut être tenu responsable comme débiteur principal. De plus, il devrait être noté que . Citigroup envisage actuellement des mesures visant à optimiser sa structure d'organisation.
B.14	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur. Si l'émetteur est dépendant d'autres entités du groupe, ce fait doit être clairement stipulé.	Citigroup Global Markets Finance Corporation à titre de société holding allemande possède 100 % des actions de l'Émetteur. En vertu du § 17 (2) de la Loi allemande sur les sociétés par actions (<i>Aktiengesetz</i> , « AktG »), il est considéré qu'une société dont la majorité des actions est détenue par une autre société est dépendante de cette autre société.
B.15	Fournir une description des principales activités de l'émetteur.	L'Émetteur est une banque d'affaire et d'investissement qui propose des solutions financières complètes dans les secteurs des opérations bancaires de l'investissement, des titres à revenu fixe, des opérations de change, des valeurs mobilières et des dérivés ainsi que des services de transactions internationales aux entreprises, aux pouvoirs publics et aux investisseurs institutionnels; c'est en outre un émetteur majeur de warrants et de certificats dont les investisseurs finaux sont principalement des clients particuliers. Depuis la fin de l'année 2012, l'activité de l'Émetteur intègre également Citi Private Bank – Family Office Coverage Germany et Covered Bond Research.
B.16	Dans la mesure où ces informations sont connues de l'émetteur, indiquer si celui-ci est détenu ou contrôlé, directement ou indirectement, et par qui; décrire la nature de ce contrôle.	En plus de l'intégration de l'Émetteur dans le groupe de sociétés Citigroup Inc. mentionné ci-dessus, l'Émetteur est également partie liée à sa maison mère directe par un accord de transfert de pouvoir et de pertes et profits. En vertu de cet accord, l'Émetteur a conféré la gestion de ses affaires à sa maison mère directe. De ce fait, la société holding dont dépend directement l'Émetteur, a le droit de lui donner des instructions. L'accord impose également à l'Émetteur de transférer la totalité de son bénéfice à sa maison mère directe. En contrepartie, la maison mère directe est tenue de compenser toute perte annuelle éventuelle de l'Émetteur durant la période de validité de l'accord, comme prévu en détail par les § 302 (1) et (3) d'AktG.

Section C – Valeurs mobilières

C.1	Décrire la nature et la catégorie des valeurs mobilières offertes et/ou admises à la négociation et donner tout numéro d'identification des valeurs mobilières.	Type/forme des Warrants Les warrants sont des instruments dérivés qui peuvent comporter un droit d'option et qui peuvent donc présenter beaucoup de points communs avec les options. L'une des principales caractéristiques des Warrants est l'effet de levier: une évolution du cours du sous-jacent peut entraîner une variation disproportionnée du cours du Warrant. L'effet de levier du Warrant joue dans les deux sens – non seulement à l'avantage de l'investisseur en cas de bonnes performances des facteurs déterminant la valeur, mais également en sa défaveur en cas de performances défavorables. Le paiement du au titre d'un Warrant lors de son exercice ou de sa liquidation prématurée dépend de la valeur du sous-jacent à ce moment. Les Warrants seront émis sous une forme dématerialisée au porteur et seront enregistrés dans les livres du dépôt central des valeurs mobilières qui créditera les comptes des titulaires de compte. Aucun document physique attestant de la possession (notamment des certificats représentatifs conformément à l'Article R.211-7 du Code monétaire et financier français) ne sera émis concernant les Warrants. Numéro d'identification des titres ISIN: DE000CF6Z741
C.2	Indiquer dans quelle monnaie l'émission a eu lieu.	Numéro d'identification local : 5157C Euro
C.5	Décrire toute restriction imposée à la libre négociabilité des valeurs mobilières.	Chaque Warrant est transmissible selon les lois s'appliquant à chaque cas et, le cas échéant, les réglementations et les procédures respectives applicables du dépositaire central de titres dans les livres duquel le transfert est enregistré.
C.8	Décrire les droits attachés aux valeurs mobilières y compris leur rang, y compris toute restriction qui leur est applicable.	Loi applicable aux titres: Les Warrants sont régis par la loi allemande. La constitution des Warrants peut être régie par les lois de la juridiction du dépositaire central de titres. Droits attachés aux Warrants Chaque Warrant confère à son détenteur le droit au montant en espèces détaillé à la section C.15. Statut des Warrants Les Warrants créent des obligations non garanties et non subordonnées de l'Émetteur qui se classent pari passu les unes par rapport aux autres et par rapport à toutes autres obligations actuelles et futures non garanties et non subordonnées de l'Émetteur, à l'exception des obligations qui ont priorité en raison de dispositions statutaires obligatoires. Limitations de droits

		L'Emetteur a le droit de résilier les Warrants et de modifier par voie d'avenant
		les termes et conditions en application des dispositions prévues aux termes et conditions des Warrants.
C.11	Indiquer si les valeurs mobilières offertes font ou feront l'objet d'une demande d'admission à la négociation, en vue de leur distribution sur un marché réglementé ou sur des marchés équivalents — les marchés en question devant alors être nommés.	Les Warrants ont été admis sur le marché réglementé à la bourse de valeurs de Eurolist, Euronext Paris S.A., qui est un marché réglementé au sens de la Directive 2004/39/CE.
C.15	Décrire comment la	Description des Warrants « Put » avec une modalité d'exercice européenne
	valeur de l'investissement est influencée par celle du ou des instrument(s) sous-jacent(s), sauf lorsque les valeurs mobilières ont une valeur nominale d'au moins 100 000 EUR.	Les Warrants « Put » permettent aux investisseurs de participer avec un effet de levier à la performance négative de la valeur sous-jacente. En contrepartie, cependant, ils participent également sur une base à effet multiplicateur à toute performance positive de la valeur sous-jacente en prenant en plus le risque que le Warrant « Put » expire en perdant totalement sa valeur si le prix de référence de la valeur sous-jacente atteint ou dépasse le prix d'exercice. À la date d'échéance, le montant reçu par les investisseurs est égal au déficit, multiplié par le coefficient multiplicateur, entre le prix de référence de la valeur sous-jacente à la date d'évaluation et le prix d'exercice correspondant. Si le prix de référence est égal ou supérieur au prix d'exercice, le warrant « Put » expire sans valeur.
C.16	Indiquer la date d'expiration ou d'échéance des instruments dérivés ainsi que la date d'exercice ou la date finale de référence.	Date d'échéance: 26.06.2014 Date d'exercice: 19.06.2014 Date d'évaluation: 19.06.2014
C.17	Décrire la procédure de règlement des instruments dérivés.	Dans le cas de Warrants à exercice automatique, cà-d. d'une modalité d'exercice européenne, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au crédit des détenteurs du warrant enregistrés auprès du dépositaire central à la clôture du jour ouvrable bancaire précédent au siège social du dépositaire central de titres. Le dépositaire central de titres s'est engagé auprès de l'Émetteur à faire un transfert ultérieur correspondant.

C.18	Indiquer les modalités relatives au produit des instruments dérivés.	Dans le cas de Warrants à modalité d'exercice européenne, le droit d'option ne peut être exercé par le détenteur du warrant qu'à la date d'évaluation pour le warrant concerné. Si le montant en numéraire aboutit à une valeur positive, le droit d'option attaché au warrant concerné est considéré exercé à la date d'évaluation sans autres conditions préalables et sans soumission d'une notification explicite d'exercice (« Exercice Automatique »).
C.19	Indiquer le prix d'exercice ou le prix de référence final du sous-jacent.	Prix de référence à la date d'évaluation : Cours de clôture
C.20	Décrire le type de sous-jacent utilisé et indiquer où trouver les informations à son sujet.	Type: action ou titre représentant des actions WKN (Numéro d'identification des valeurs mobilières allemandes): 873403 ISIN: FR0000130809 Société: Société Générale S.A. Bourse de valeurs mobilières concernée: Euronext Paris Page de Reuters: SOGN.PA
		Site Web: www.societegenerale.com
Section	n D – Risques	
D.2	Fournir les informations clés concernant les principaux risques propres à l'émetteur.	Risque d'arrêt ou de restriction de la fixation du prix par l'Emetteur Si l'Émetteur devait limiter ou abandonner complètement son intention de fixer les prix de l'offre et de la demande, le danger existerait, au cas où les prix des Warrants ne seraient pas fixés par aucune autre partie, que les investisseurs doivent attendre l'échéance finale des Warrants ou, lorsque l'exercice est possible, qu'ils doivent exercer leur droit d'option.
		Risque de liquidité en dépit d'un accord de transfert de pouvoir et de pertes et profits
		L'Émetteur ne serait également pas en mesure d'honorer les obligations liées aux titres en dépit d'un accord de transfert de pouvoir et de pertes et profits si, dans le cas où l'Émetteur générait une perte nette, bien que la maison mère directe soit en principe tenue de prendre cette perte à son compte, il était incapable ou non disposé à se conformer à cet engagement contractuel en raison de ses propres difficultés de trésorerie ou de surendettement.
		Courtage de transactions pour d'autres sociétés du Groupe et répartition du travail au sein de Citigroup
		L'essentiel du revenu de commission de l'Émetteur se compose du revenu des prix de cession des transactions de courtage avec les sociétés apparentées. Les coûts pour l'Émetteur résultant de l'échange de services avec différentes sociétés du Groupe sont remboursés sur la base des accords existants en utilisant les prix de cession. À cette fin, le revenu et les dépenses, en particulier

le revenu de commission pour les transactions réalisées avec l'assistance de la banque à titre de conseiller dans le cadre de ses activités commerciales, sont déterminés et alloués aux différents secteurs fournissant les services. Les transactions se rapportent à la négociation sur les titres, les émissions d'obligations et la gestion financière d'entreprise ainsi qu'à la vente de produits structurés, dérivés de titres de sociétés et les produits de gestion de devises, et aux opérations bancaires internationales. Ce processus est coordonné étroitement dans l'ensemble des secteurs avec Citigroup Global Markets Limited, Londres, en particulier, et également avec Citibank, N.A., Londres.

Si une décision était prise au sein de Citigroup pour réaffecter les activités concernées à d'autres sociétés du Groupe, l'Émetteur pourrait perdre une importante source de revenu.

Les risques de l'activité de prêt

Le portefeuille de prêt de l'Émetteur consiste principalement en prêts accordés à des clients internationaux dans les secteurs de l'industrie et des services financiers ayant des notations de crédit de qualité. Les défauts de remboursement de prêt ont été évités ces dernières années grâce à cette politique commerciale. Le portefeuille de prêts consiste principalement en un nombre raisonnable d'unités empruntrices, comme le prescrit la loi allemande sur les opérations bancaires. Si des emprunteurs individuels importants du portefeuille de l'Émetteur n'étaient pas en mesure d'honorer leurs obligations, une forte hausse des provisions pour pertes sur prêt serait envisageable en principe et des défauts de remboursement sur prêts pourraient se produire.

Risque de taux d'intérêt

Le département des risques et trésorerie évalue et maîtrise le risque sur taux d'intérêt de l'Émetteur. L'exposition de l'Émetteur à des fluctuations des taux d'intérêt peut être un risque à moyen ou à long terme pour la détention de titres liquides si ceux-ci n'étaient pas à l'origine couverts par des transactions de couverture telles que des accords de swap de taux d'intérêt. Il en va de même pour les emprunts à moyen et long terme accordés par l'Émetteur. Un risque significatif de fluctuation des taux d'intérêt pourrait survenir lorsque les taux d'intérêt ne font pas l'objet d'un suivi attentif et en temps opportun, ce qui peut générer le danger concomitant qu'une mesure pour couvrir une telle exposition au risque de taux d'intérêt ne soit pas prise suffisamment tôt.

Risque opérationnel

L'Émetteur a transféré un certain nombre de domaines qui sont importants pour une gestion et un contrôle appropriés de ses activités économiques et les risques qui s'y rapportent à d'autres sociétés au sein et à l'extérieur de Citigroup. Au cas où les sociétés auxquelles ces domaines ont été transférés ne s'acquitteraient pas de leurs obligations contractuelles ou ne le feraient pas en temps opportun, la capacité de l'Émetteur à assumer ses propres obligations découlant des titres qu'il a émis aux dates prévues pourrait également être compromise.

Risque fiscal

Les décisions fiscales prises concernant l'Émetteur sont régulièrement soumises à un examen ultérieur sous forme d'audit fiscal externe ou d'arbitrage des affaires individuelles par les tribunaux compétents. Cette pratique est courante

et signifie qu'un rappel d'impôts peut être décidé par l'administration fiscale des années après l'évaluation initiale en raison d'un contrôle fiscal ou d'une décision à portée générale rendue par un tribunal fiscal.

Risques généraux liés à l'activité

• Risque de règlement

Le risque qu'une transaction soit traitée de manière incorrecte, ou qu'une transaction soit exécutée différemment des intentions et des attentes de la direction de l'Emetteur.

• Risque en matière d'information

Le risque que l'information, qui a été produite, reçue, transmise ou conservée au sein ou à l'extérieur du siège social de l'Émetteur ne soit plus accessible. En outre, de telles informations peuvent être de qualité médiocre ou avoir été mal exploitées ou encore avoir été obtenues sans autorisation. Le risque en matière d'information inclut également les risques provenant des systèmes en tant que tels et utilisés pour le traitement de l'information.

• Risque de réputation

Il représente le risque pour l'Emetteur que la relation avec ses clients se détériore si le niveau de qualité de ses services est insuffisant ou le risque que les transactions soient traitées de manière incorrecte. Ce risque inclut également le risque de développer des relations d'affaires avec des contreparties dont les pratiques ne sont pas conformes aux normes ou à l'éthique de l'Émetteur.

• Risque lié au personnel

L'Émetteur fait appel à des professionnels et des cadres dirigeants qualifiés. Le risque lié au personnel inclut le risque d'une rotation importante du personnel et le risque que l'Émetteur ne soit pas en mesure de retenir un personnel qualifié en nombre suffisant, mais également le risque que les employés de l'Émetteur enfreignent en connaissance de cause ou par négligence les règles fixées ou les standards éthiques de pratique établis par la société.

• Risques juridiques et réglementaires

L'Émetteur considère les risques juridiques comme tout risque résultant des contrats engageant sa responsabilité et de la loi applicable. Les risques réglementaires résultent de l'environnement juridique dans lequel l'Émetteur réalise ses opérations.

• Risques de fraude

Risques internes et externes de fraude tels que la corruption, le délit d'initié et le vol de données.

D 6	Fournir	les
D.0		100
	informations	clés
	concernant	les

Facteurs généraux de risque des Warrants

Risque de perte totale

principaux risques propres aux valeurs mobilières. Inclure un avertissement informant l'investisseur qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son investissement et/ou. si le risque encouru l'investisseur ne se limite pas à la valeur de investissement, une mention de ce fait, assortie d'une description des cas où ce surcroît de risque se matérialise ainsi que des effets financiers probables cette matérialisation.

Les Warrants constituent des instruments d'investissement particulièrement risqués. Ils impliquent un niveau de risque particulièrement élevé de perdre le capital investi, y compris une perte totale, plus les coûts de transaction encourus et tous les coûts d'emprunt.

Risque de défaillance de l'Émetteur des Warrants

Au cas où l'Émetteur deviendrait insolvable, les investisseurs pourraient subir une perte pouvant aller jusqu'à une perte totale. En tant que titres au porteur, les Warrants n'entrent pas dans le champ des dispositions prévues pour la protection des dépôts.

Risque résultant de fluctuations de prix des Warrants supérieures à la moyenne (effet de levier)

L'une des principales caractéristiques des Warrants est l'effet de levier : une évolution du cours de la valeur sous-jacente peut entraîner une variation disproportionnée du cours du Warrant. En même temps, les Warrants génèrent également des risques de perte supérieurs à la moyenne.

Risque d'absence ou de non-fonctionnement d'un marché secondaire de Warrants ou de manque de disponibilité du système de transactions électroniques de l'Émetteur

Les investisseurs ne devraient pas présumer qu'ils seront en mesure de vendre un Warrant à un moment particulier ou à un prix particulier pendant sa période de validité. Les investisseurs devraient plutôt partir de l'hypothèse que le prix en bourse ne peut se situer que dans les limites de la fourchette de prix acheteur et vendeur indiquée par l'Émetteur, si elle est disponible, et que leurs ordres d'achat ou de vente en bourse seront exécutés avec l'Émetteur en qualité de contrepartie directe ou indirecte.

Risque lié à la cessation du négoce sur le marché secondaire immédiatement avant une échéance finale

L'Emetteur et/ou le marché cessent de négocier les Warrants juste avant leur date d'évaluation. Cependant, le prix de référence de la valeur sous-jacente à la date d'évaluation et/ou le taux de change applicable, lesquels sont importants dans la détermination du montant des Warrants, peuvent varier entre le dernier jour de cotation et la date d'échéance, dans un sens défavorable à l'investisseur. Il existe un risque particulier que le prix de la valeur sous-jacente atteigne, chute au-dessous ou dépasse une barrière pour la première fois juste avant que le prix de référence à la date d'évaluation soit déterminé et après la clôture de la cotation sur le marché secondaire.

Risque sur la devise relatif à la valeur intrinsèque des Warrants

La performance de l'investissement est soumise à un risque sur la devise si la valeur sous-jacente sur laquelle les Warrants sont basés est libellée dans une devise autre que la devise dans laquelle le montant en numéraire est versé (devise de règlement).

Risques d'événements perturbant le fonctionnement du marché

En cas de survenue d'événements perturbant le fonctionnement du marché pour

la valeur sous-jacente, l'Émetteur a le droit de repousser la date d'évaluation du prix de référence de l'exercice. Ceci peut entraîner un risque supplémentaire pour les investisseurs si la valeur sous-jacente réalise une performance négative pendant la durée du report ou, le cas échéant, si le taux de change utilisé pour convertir la valeur intrinsèque en devise de règlement fluctue dans un sens défavorable à l'investisseur.

Facteurs de risque spécifiques au produit

Risque relatif à la perte de la valeur temps des Warrants en fonction de la durée résiduelle

Le prix des Warrants est calculé sur la base de deux composants du prix (la valeur intrinsèque et la valeur temps) La valeur intrinsèque des Warrants pendant leur période de validité est égale à la différence (si elle est positive), multipliée par le coefficient multiplicateur, entre le prix d'exercice et la valeur sous-jacente (warrants Put). Le montant de la valeur temps, d'autre part, est essentiellement déterminée en fonction de la durée résiduelle du Warrant et de la fréquence et de l'intensité des fluctuations du prix de la valeur sous-jacente attendues par l'Émetteur pendant la durée résiduelle du Warrant (volatilité implicite).

Risques relatifs à d'autres facteurs affectant la valeur comme les taux d'intérêt du marché monétaire, les dividendes attendus et les coûts de refinancement de l'Émetteur

Les autres facteurs affectant le prix des Warrants comprennent, notamment, les taux d'intérêt sur le marché monétaire pour la durée résiduelle, le revenu attendu des transactions de couverture de l'Émetteur concernant la valeur sousjacente et le niveau des coûts de refinancement de l'Émetteur pour réaliser ces transactions de couverture.

Même si le prix de la valeur sous-jacente s'élève, dans le cas d'une option call, ou chute, dans le cas d'une option put, la valeur du Warrant peut diminuer en raison des autres facteurs affectant la valeur. Compte tenu de la durée de validité limitée du Warrant, aucune garantie ne peut être donnée quant à une remontée du prix du Warrant dans les délais. Plus la durée résiduelle est courte, plus le risque est grand.

Section E - Offre

E.3

E.2b	Indiquer les raisons de
	l'offre et l'utilisation
	prévue du produit de
	celle-ci, lorsqu'il s'agit
	de raisons autres que la
	réalisation d'un
	bénéfice et/ou la
	couverture de certains
	risques.

Décrire les modalités et

Sans objet; les raisons de l'offre sont de réaliser des profits et/ou de prendre une couverture par rapport à certains risques et le produit net de l'émission de Warrants présentés dans le Prospectus de Base seront utilisés par l'Émetteur à des fins générales.

Méthode de présentation de l'offre, offreur et date d'émission des

	les conditions de	Warrants
	l'offre.	Les Warrants sont offerts de gré à gré en continu.
		L'offre des Warrants commence en France le 22.01.2014.
		Les offreur des Warrants est: l'Émetteur
		La date d'émission est: 22.01.2014
		Restriction imposée à la libre négociabilité des valeurs mobilières
		Les Warrants peuvent être offerts ou vendus seulement si l'ensemble des lois et règlementations relatives aux valeurs mobilières en vigueur dans la juridiction dans laquelle un achat, une offre, une vente ou une livraison de Warrants est effectué ou dans laquelle le présent document est diffusé ou conservé pour inspection ont été respectées, et si tous les consentements ou autorisations nécessaires pour l'achat, l'offre, la vente ou la livraison des Warrants conformément aux normes légales en vigueur dans cette juridiction ont été obtenus.
		En particulier, les Warrants ne sont pas et ne seront pas enregistrés conformément à la Loi sur les valeurs mobilières des États-Unis (<i>United States Securities Act</i>) de 1933 telle qu'amendée. Ils ne peuvent être offerts, vendus, négociés ou livrés au sein des États-Unis directement ou indirectement par ou pour le compte d'un ressortissant des États-Unis (comme défini dans la Réglementation S conformément à la Loi sur les valeurs mobilières des États-Unis de 1933), excepté dans le cas d'exemption des conditions d'enregistrement de la Loi sur les valeurs mobilières. Toute personne recevant le montant de liquidités correspondant aux termes et conditions est considérée comme ayant fait une déclaration indiquant que la personne titulaire des droits découlant des Warrants n'est pas un ressortissant des États-Unis.
		Prix d'émission, frais et taxes relatifs à l'achat
		Le prix d'émission initial est de EUR 0,37.
		Sans objet, l'achat de Warrants ne faisant supporter aucun coût ou taxe à l'Émetteur notamment pour les acheteurs ou les souscripteurs.
E.4	Décrire tout intérêt, y compris les intérêts conflictuels, pouvant influer sensiblement sur l'émission/l'offre.	L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui agissent généralement en qualité d'agent de calcul des Warrants. Cette activité peut entraîner des conflits d'intérêt dans la mesure où les responsabilités de l'agent de calcul comprennent certaines déterminations et décisions qui pourraient avoir un effet négatif sur le prix des Warrants ou le montant des liquidités.
		L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent s'engager dans des transactions de négoce sur la valeur sous-jacente, sur d'autres instruments qui s'y rapportent, ou sur des dérivés, des options boursières ou des contrats à terme en bourse, ou peuvent émettre d'autres valeurs et dérivés fondés sur la valeur sous-jacente. Les sociétés peuvent également intervenir dans l'acquisition de nouvelles parts ou d'autres titres de la valeur sous-jacente ou, dans le cas d'indices de valeurs, de sociétés individuelles incluses dans

l'indice, ou agir en qualité de conseillers financiers pour les entités auxquelles il est fait référence ou collaborer avec elle dans le secteur de la banque d'affaires. Les sociétés sont tenues de s'acquitter de leurs obligations à ce titre, indépendamment des conséquences qui peuvent en résulter pour les détenteurs de warrants et, le cas échéant, devront prendre les mesures qu'elles considèrent nécessaires ou appropriées pour se protéger ou sauvegarder leurs intérêts dans le cadre de ces relations d'affaires. Les activités visées ci-dessus pourraient entraîner des conflits d'intérêt et avoir un effet négatif sur le prix de la valeur sous-jacente ou des titres qui lui sont associés comme les Warrants.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent émettre des titres dérivés supplémentaires fondés sur la valeur sous-jacente, ou sur des éléments constitutifs de la valeur sous-jacente, notamment des titres dont les caractéristiques sont identiques ou similaires à celles des Warrants. L'introduction de tels produits, qui concurrencent les Warrants, peuvent avoir un effet sur le prix de la valeur sous-jacente ou les éléments constitutifs de la valeur sous-jacente et donc aussi sur le prix des Warrants. L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent recevoir des informations de nature non publique se rapportant à la valeur sous-jacente, ou à des éléments constitutifs de la valeur sous-jacente, mais ne sont pas tenus de les communiquer aux détenteurs de warrants. De plus, les sociétés appartenant à Citigroup ou affiliées à lui peuvent publier des rapports de recherche se rapportant à la valeur sous-jacente ou aux éléments constitutifs de la valeur sous-jacente. Les activités de ce type peuvent créer certains conflits d'intérêt et affecter le prix des Warrants.

E.7 Donner une estimation des dépenses facturées à l'investisseur par l'émetteur ou l'offreur.

Les dépenses estimées pour les Warrants, y compris le coût d'admission à la négociation sont compris(es) dans le prix d'émission ou au prix de vente, le cas échéant. Si l'investisseur achète des Warrants auprès d'un distributeur, le prix d'achat à payer par l'investisseur pourra comprendre des commissions de vente devant être communiquées au distributeur.

Citigroup Global Markets Deutschland AG

Frankfurt am Main

(Issuer)

Final Terms dated

21 January 2014

to the

Tripartite Base Prospectus dated 13 May 2013 as amended (the "Tripartite Base Prospectus")

CALL OR PUT WARRANTS

referenced to the following underlying:

Société Générale

ISIN: DE000CF6Z758

The respective Final Terms to the Tripartite Base Prospectus will be made available as a separate document in paper form free of charge at the address of the relevant paying agent and published on the Issuer's website (www.citifirst.com).

The subject matter of the Final Terms is Call or Put Warrants (Product No. 1) (the "Warrants" or the "Series") based on a share or a security representing shares issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer").

The Final Terms were prepared in accordance with Article 5 (4) of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (as most recently amended by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010) (the "Prospectus Directive") and must be read in conjunction with the Tripartite Base Prospectus (consisting of the Summary and the Securities Note, each dated 13 May 2013, and the Registration Form of Citigroup Global Markets Deutschland AG dated 3 May 2013, including any supplements). Complete information about the Issuer and the offer of the Warrants can be obtained only from a synopsis of these Final Terms together with the Tripartite Base Prospectus (including all related supplements, if any).

The Final Terms to the Tripartite Base Prospectus take the form of a separate document within the meaning of Article 26 (5) of Commission Regulation (EC) No. 809/2004 of 29 April 2004 as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012 and Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012 (the "**Prospectus Regulation**").

An issue specific summary that has been completed for the Warrants is attached to these Final Terms.

INFORMATION ABOUT THE TERMS AND CONDITIONS – ISSUE SPECIFIC CONDITIONS

With respect to the Series of Warrants, the Issue Specific Conditions applicable to the Call or Put Warrants, as replicated in the following from the Tripartite Base Prospectus and supplemented by the information in the Annex to the Issue Specific Conditions as set out below, and the General Conditions contain the conditions applicable to the Warrants (referred to together as the "Conditions"). The Issue Specific Conditions should be read in conjunction with the General Conditions.

Part A. Product Specific Conditions

No. 1 Option Right

Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer") hereby grants the holder (each a "Warrant Holder") of Call or Put Warrants (the "Warrants"), based on the Underlying as specified in detail in each case in Table 1 and Table 2 of the Annex to the Issue Specific Conditions, the right (the "Option Right") to require the Issuer to pay the Cash Amount (No. 2 (1) of the Issue Specific Conditions) or the Termination Amount (No. 2 of the General Conditions) in accordance with these Terms and Conditions.

No. 2 Cash Amount; Definitions

- (1) The "Cash Amount" for each Warrant, subject to the early redemption of the Warrants by the Issuer (No. 2 of the General Conditions), shall be the Intrinsic Value of a Warrant, if the latter is already expressed in the Settlement Currency, or the Intrinsic Value of a Warrant converted into the Settlement Currency using the Reference Rate for Currency Conversion.
- (2) The "Intrinsic Value" of a Warrant shall be the difference, expressed in the Reference Currency and multiplied by the Multiplier, by which the Reference Price of the Underlying determined on the Valuation Date is higher than (Call Warrants) or lower than (Put Warrants) the respective Strike.
- (3) The following definitions shall apply in these Terms and Conditions:

"Additional Securities Euroclear System, Brussels; Clearstream Banking S.A.,

Depositaries": Luxembourg

"Auxiliary Location": London, United Kingdom

"Banking Day": Every day on which the commercial banks in Paris and

Frankfurt am Main are open for business, including trade in foreign currencies and the receipt of foreign currency deposits (except for Saturdays and Sundays), the

TARGET2-System is open and the Central Securities

Depositary settles payments. "TARGET2-System" shall mean the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) payment system or any successor system.

"Central Securities Depositary":

Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

France

"Clearing Territory of the

France

Central Securities Depositary":

"Currency Conversion Date": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Exchange Rate Reference

not applicable

Agent":

"Exercise Date":

I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

Valuation Date

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

The Banking Day at the respective place of the Exercise Agent pursuant to No. 3 (1), on which the exercise prerequisites pursuant to No. 3 (1) are met for the first time at 10:00 a.m. (local time at the place of the

respective Exercise Agent).

"Form of the Warrants": The Warrants will be issued in dematerialized bearer form

(au porteur) and inscribed in the books of the Central Securities Depositary which shall credit the accounts of the Account Holders. No physical document of title (including certificats représentatifs pursuant to Article R.211-7 of the French Monetary and Financial Code (Code monétaire et financier)) will be issued in respect of

the Warrants.

"Issue Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Issuer's Website": www.citifirst.com

"Maturity Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Minimum Exercise Volume": 100 Warrant(s) per ISIN or an integral multiple thereof

"Minimum Trading Volume": 1 Warrant(s) per ISIN or an integral multiple thereof

"Modified Exercise Date + 1": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

not applicable

"Modified Exercise Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

The first Exercise Date which is a Banking Day at the Auxiliary Location and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant Adjustment Exchange as specified in Table 2 of the Annex to the Issue Specific Conditions.

"Modified Valuation Date + 1": not applicable

"Modified Valuation Date": not applicable

"Multiplier": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Number": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Payment Date upon Exercise": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

At the latest the fifth common Banking Day following the Exercise Date at the registered office of the Issuer and the place of the Central Securities Depositary.

"**Reference Currency**": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"**Reference Price**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Reference Rate for Currency

Conversion":

not applicable

"Rollover Date": not applicable

"Settlement Currency": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Strike": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"**Type**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type of Exercise": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Underlying": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Valuation Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

As specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation

Date.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

In case of an exercise during the Exercise Period, the Valuation Date as specified in Table 2 of the Annex to the Issue Specific Conditions; in case of an Automatic Exercise, the Valuation Date as specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation Date.

No. 3 Exercise of the Option Rights

I. Applicable in the case of Warrants with a European Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

- (1) The Option Right may be exercised by the Warrant Holder only with effect as of the Valuation Date for the respective Warrant. If the Cash Amount results in a positive value, the Option Right attaching to the respective Warrant shall be deemed to be exercised on the Valuation Date without further preconditions and without the submission of an explicit Exercise Notice (referred to in the following as "Automatic Exercise").
- (2) The Issuer will transfer any positive Cash Amount to the Central Securities Depositary on the Maturity Date for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid.
- (3) The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer. In the event that the onward transfer of the Cash Amount or of the fair market value is not possible within three months after the Maturity Date ("Presentation Period"), the Issuer shall be entitled to deposit the relevant amounts with the Frankfurt am Main Local Court for the Warrant Holders at their risk and expense with a waiver of its right to reclaim those amounts. Upon the deposit of the relevant amounts with the Court, the claims of the Warrant Holders against the Issuer shall expire.
- (4) All taxes or other levies that may be incurred in connection with the payment of the Cash Amount or of the fair market value shall be borne by the Warrant Holders.
- (5) If the Valuation Date falls between the date on which the Issuer determines that there are grounds for making an Adjustment in accordance with No. 6 of the Issue Specific Conditions and the date on which the Issuer has given notice of the Adjustments (referred to in the following as the "Adjustment Period"), the Valuation Date shall be the first Banking Day common to the head office of the Issuer and to the location of the Central Securities Depositary following the date on which the Issuer has given notice of the Adjustments for the Valuation Date. The calculation of the Cash Amount in accordance with No. 2 of the Issue Specific Conditions shall be based on the relevant Reference Price of the Underlying on the Valuation Date together with the Adjustments made by the Issuer.
- (6) The Cash Amount and the fair market value shall be paid in the Settlement Currency without a requirement for the Issuer to give notice of any kind.
- (7) A declaration shall be deemed to have been made automatically that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell

or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell, resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the respective series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

(1) For the exercise of the Warrants to be effective, the holder of the respective Warrant must comply with the preconditions set out below with respect to the relevant Exercise Agent within the Exercise Period for the respective Warrant. The Exercise Period for the Warrants shall begin in each case on the third Banking Day after the Issue Date and shall end in each case at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the Valuation Date or, if the Reference Price of the Underlying is usually determined before 11.00 a.m. (local time at the location of the relevant Exercise Agent), the Exercise Period ends at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the last Trading Day preceding the last Valuation Date. The provisions of paragraphs (2) to (4) of this No. 3 II shall also apply.

If the Option Rights are exercised via the Exercise Agent in **France**, the Warrant Holder must submit to Citibank International plc., France (the "**Exercise Agent**") at the following address:

Citibank International plc. - Service Titres, 1-5 Rue Paul Cezanne, 75008 Paris, France a properly completed "Paris" Exercise Notice for the respective ISIN (International Securities Identification Number) using the form available from the Issuer (referred to in the following as "Exercise Notice") and must have transferred the Warrants which it is intended to exercise

- to the Issuer crediting its account No. 186 at Euroclear France, account nature 51 or its account No. 67098 at Clearstream Luxembourg.

The Exercise Notice must specify:

- the ISIN (International Securities Identification Number) of the Warrant series and the number of Warrants intended to be exercised and
- the account of the Warrant Holder with a bank in France into which the Cash Amount is to be paid. If the Exercise Notice does not specify an account or specifies an account outside France, a check for the Cash Amount will be sent to the Warrant Holder at his risk by normal post to the address given in the Exercise Notice within five (5) Banking Days in Frankfurt am Main and Paris following the Valuation Date.
- Confirmation must also be given that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell,

resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

- (2) The Exercise Notice shall become effective on the Exercise Date according to No. 2 (3) of the Issue Specific Conditions. The Exercise Notice may not be revoked, including during the period prior to the date on which it becomes effective. All of the preconditions set out in No. 3 (1) of the Issue Specific Conditions must be satisfied within five (5) Banking Days of the occurrence of the first precondition. In any other circumstances, the Issuer shall have the right to return any payments already made to the Warrant Holder without interest at his risk and expense; in this event the Exercise Notice shall not become effective.
- (3) Option Rights that have not been exercised effectively in accordance with paragraphs (1) and (2) shall be deemed, subject to early termination by means of extraordinary Termination pursuant to No. 2 of the General Conditions, to be exercised on the final day of the Exercise Period without further preconditions, if the Cash Amount is positive ("Automatic Exercise"). In the event of Automatic Exercise, the confirmation referred to in the last subparagraph of paragraph (1) shall be deemed to have been given automatically. In any other circumstances, all rights arising from the Warrants that have not been exercised effectively by then shall expire on that day and the Warrants shall become invalid.
- (4) All taxes or other levies that may be incurred in connection with the exercise of the Warrants shall be borne by the Warrant Holder. The exercise or settlement amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.
- (5) The Issuer will transfer any Cash Amount to the Central Securities Depositary on the Payment Date upon Exercise for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid. The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer.

No. 4 (not applicable)

Part B. Underlying Specific Conditions

No. 5 Underlying

- (1) The "**Underlying**" shall be the share or security representing shares specified as the Underlying in Table 2 of the Annex to the Issue Specific Conditions of the Company specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Company**").
- (2) The "Reference Price" of the Underlying shall correspond to the price specified as the Reference Price of the Underlying in Table 1 of the Annex to the Issue Specific Conditions,

as calculated and published on Trading Days on the Relevant Exchange specified in Table 2 of the Annex to the Issue Specific Conditions (the "Relevant Exchange"). "Trading Days" shall be days on which the Underlying is normally traded on the Relevant Exchange. "Trading Hours" shall be hours during which the Underlying is normally traded on the Relevant Exchange on Trading Days.

No. 6 Adjustments

(1) If an Adjustment Event pursuant to paragraph (2) of this No. 6 occurs, the Issuer shall determine whether the relevant Adjustment Event has a diluting, concentrative or other effect on the computed value of the Underlying and, if such is the case, shall if necessary make a corresponding Adjustment to the affected features of the Warrants, which in its reasonable discretion is appropriate in order to take account of the diluting, concentrative or other effect and to leave the Warrant Holders as far as possible in the same position in financial terms as they were in before the Adjustment Event took effect. The Adjustments may relate, inter alia, to the Strike, the Multiplier and other relevant features, as well as to the replacement of the Underlying by a basket of shares or other assets or, in the event of a merger, by an adjusted number of shares of the absorbing or newly formed company and, where relevant, the specification of a different exchange as the Relevant Exchange and/or a different currency as the Reference Currency. The Issuer may (but is not obliged to) base the determination of this appropriate Adjustment on the adjustment made in response to the relevant Adjustment Event by a futures exchange, on which options or futures contracts on the Underlying are traded at the time of the Adjustment Event, in respect of options or futures contracts on the relevant share traded on that futures exchange.

(2) An "Adjustment Event" shall be:

- (a) the subdivision (stock split), combination (reverse stock split) or reclassification of the respective shares or the distribution of dividends in the form of bonus shares or stock dividends or a comparable issue;
- (b) the increase in the capital of the Company by means of the issue of new shares in return for capital contributions, with the grant of a direct or indirect subscription right to its shareholders (capital increase for capital contributions);
- (c) the increase of the capital of the Company from its own financial resources (capital increase from corporate funds);
- (d) the grant by the Company to its shareholders of the right to subscribe for bonds or other securities with option or conversion rights (issue of securities with option or conversion rights);
- (e) the distribution of an extraordinary dividend;
- (f) the spin-off of a division of the Company in such a way that a new, independent company is formed or the division is absorbed by a third company, with the grant to the

- shareholders of the Company of shares in either the new company or the absorbing company for no consideration;
- (g) the permanent delisting of the Underlying on the Relevant Exchange as a result of a merger by absorption or new company formation or for another reason;
- (h) other comparable events that could have a diluting, concentrative or other effect on the calculated value of the Underlying.
- (3) The rules described in the preceding paragraphs shall apply analogously to securities representing shares as the Underlying (such as ADRs, ADSs or GDRs).
- (4) Changes in the method of calculating the Reference Price or other prices for the Underlying that are relevant in accordance with these Terms and Conditions, including a change in the Trading Days or Trading Hours relevant for the Underlying, shall entitle the Issuer to adjust the Option Right accordingly in its reasonable discretion. The Issuer shall determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change.
- (5) In the event that the Underlying is permanently delisted on the Relevant Exchange but continues to be listed on another exchange or another market which the Issuer in its reasonable discretion considers to be suitable (the "New Relevant Exchange"), then, subject to extraordinary Termination of the Warrants by the Issuer pursuant to No. 2 of the General Conditions, the Cash Amount shall be calculated on the basis of the corresponding prices for the Underlying calculated and published on the New Relevant Exchange. In addition, all references in these Terms and Conditions to the Relevant Exchange shall then be deemed, insofar as the context allows, to be references to the New Relevant Exchange.
- (6) In the event that a voluntary or compulsory liquidation, bankruptcy, insolvency, winding up, dissolution or comparable procedure affecting the Company is initiated, or in the event of a process as a result of which all of the shares in the Company or all or substantially all of the assets of the Company are nationalized or expropriated or required to be transferred in some other way to government bodies, authorities or institutions, or if following the occurrence of an event of another kind the Issuer reaches the conclusion that it is not possible to make an Adjustment that would reflect the changes that have occurred appropriately from a financial point of view, then the Issuer will terminate the Warrants pursuant to No. 2 of the General Conditions.
- (7) The Issuer shall give notice of the Adjustments and the date on which the Adjustments become effective in accordance with No. 4 of the General Conditions.

No. 7 Market Disruption Events

(1) If a Market Disruption Event in accordance with paragraph (2) of this No. 7 exists on the Valuation Date, then the Valuation Date shall be postponed to the next following day which fulfills the criteria for a Valuation Date in accordance with No. 2 of the Issue Specific Conditions and on which a Market Disruption Event no longer exists. The Issuer shall endeavor to give notice to the Warrant Holders without delay in accordance with No. 4 of the

General Conditions that a Market Disruption Event has occurred. However, there shall be no obligation to give notice. If, as a result of the provisions of this paragraph, the Valuation Date has been postponed for five (5) consecutive days that fulfill the criteria for a Valuation Date in accordance with No. 2 (3) of the Issue Specific Conditions and if the Market Disruption Event continues to exist on that day as well, then that day shall be deemed to be the Valuation Date and the Issuer shall determine the Cash Amount in its reasonable discretion taking account of the market conditions prevailing on any such deemed Valuation Date.

(2) "Market Disruption Event" shall mean

- (i) the suspension or restriction of trading in the Underlying on the Relevant Exchange, or
- (ii) the suspension or restriction of trading (including the lending market) in a futures or options contract based on the Underlying on a Futures Exchange on which futures or options contracts based on the Underlying are traded (the "Futures Exchange");

if that suspension or restriction occurs or exists in the last half-hour before the calculation of the closing price of the Underlying that would normally take place and is material as determined by the Issuer in its reasonable discretion. A change in the Trading Days or Trading Hours on or during which the Underlying is traded does not constitute a Market Disruption Event, provided that the change takes place as the result of a previously announced change in the trading regulations by the Relevant Exchange.

ANNEX TO THE ISSUE SPECIFIC CONDITIONS

Table 1 – supplementary to Part A. Product Specific Conditions

Issue Date: 22/01/2014

Initial value date in France: 27/01/2014

ISIN / Local Trading Code	Underlying	Туре	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike	Multiplier	Valuation Date / Maturity Date	Type of Exercise	Number	Reference Price of the Underlying ("Reference Price")
DE000CF6Z758 / 5158C	Société Générale	PUT	No	EUR 0.37	Euro (EUR)	EUR 46.00	0.2	18/09/2014 / 25/09/2014	European	3,000,000	Closing price

Table 2 – supplementary to Part B. Underlying Specific Conditions

Underlying (Company) / Share type	ISIN or Reuters	Relevant Stock Exchange /	Valuation Date /	Currency in which the
	Code of the	Relevant Adjustment Exchange for the	Currency Conversion Date	Reference Price is expressed
	Underlying	Underlying ("Adjustment Exchange")		("Reference Currency")
Société Générale S.A. / Common Shares	FR0000130809	Euronext Paris / EUREX Frankfurt	See Table 1 / not applicable	Euro (EUR)

The following specific meanings shall apply in this context:

Deutsche Börse AG, Frankfurt, Germany (XETRA®)

EUREX : EUREX, Frankfurt, Germany

STOXX Limited, Zurich : STOXX Limited, Zurich, Switzerland

Dow Jones & Company, Inc., New York, U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

Nikkei Inc. : Nikkei Inc., Tokyo, Japan

Standard & Poor's Corp., New York, N.Y., U.S.A.

AEX Options and Futures Exchange, Amsterdam, The Netherlands

Bolsa de Derivados Portugal, Lisbon, Portugal : Bolsa de Derivados Portugal, Lisbon, Portugal

EUREX : EUREX, Zurich, Switzerland

Euronext Amsterdam/ Euronext Lisbon/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Euronext Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Discrete Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Paris S.A., Paris, France

Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.) : Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.), Helsinki, Finland

Helsinki Derivatives Exchange (HEX Ltd.) : Helsinki Derivatives Exchange (HEX Ltd.), Helsinki, Finland

HSIL : Hang Seng Indexes Company Limited ("HSIL"), Hong Kong, China

Madrid stock exchange : Bolsa de Madrid, Madrid, Spain

MEFF
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
New York Stock Exchange, New York, NY, USA
OCC
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signatu

OSE : Osaka Securities Exchange, Osaka, Japan
TSE : Tokyo Stock Exchange, Tokyo, Japan
SIX Swiss Exchange, Swiss Exchange : SIX Swiss Exchange, Switzerland

RISK FACTORS

Investors should read carefully the risk factors set out under "I. Risk factors of Warrants" in the Securities Note and under 1. in the Registration Form.

In particular, the following optional risk factors that relate only to certain types of Warrants are applicable to these Warrants (please refer to "I. Risk factors of Warrants" in the Securities Note):

- Risk relating to the loss of time value of Warrants depending on the remaining term
- Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs

ADDITIONAL INFORMATION

Name and address of the paying agents and the calculation agent

Paying Agent(s):

Citigroup Global Markets Ltd., 1-5 Rue Paul Cézanne, 75008 Paris, France

Calculation Agent:

Citigroup Global Markets Deutschland AG, Frankfurter Welle, Reuterweg 16, D-60323 Frankfurt am Main, Federal Republic of Germany

Conflicts of interest

With respect to interests of natural and legal persons involved in the issue and resulting potential conflicts of interest, please refer to "4. Risk of conflicts of interest" under "I. Risk factors of Warrants" in the Securities Note.

Offer method

The Warrants are being offered over-the-counter on a continuous basis in one series.

The offer of the Warrants begins in France on 22/01/2014.

Stock exchange listing

The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.

Consent to the use of the Prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*, "WpPG").

Issue price, price calculation and costs and taxes on purchase

The initial issue price is specified in Table 1 of the annex to the Issue Specific Conditions.

Both the initial issue price and the bid and offered prices quoted by the Issuer during the term of the Warrants are calculated using theoretical pricing models. In this context, the bid and offered prices for the Warrants are determined on the basis, among other things, of the mathematical value of the Warrants, the costs of hedging and accepting risk and the expected return. Please see also the information provided under "Risk relating to the calculation of the warrant prices" and "4. Risk of conflicts of interest", both in Section "I. Risk factors of Warrants".

No costs or taxes of any kind for the warrant holders will be deducted by the Issuer whether the Warrants are purchased off-market (in countries where this is permitted by law) or via a stock exchange. Such costs or taxes should be distinguished from the fees and costs charged to the purchaser of the Warrants by his bank for executing the securities order, which are generally

shown separately on the statement for the purchase transaction in addition to the price of the Warrants. The latter costs depend solely on the particular terms of business of the warrant purchaser's bank. In the case of a purchase via a stock exchange, additional fees and expenses are also incurred. Furthermore, warrant holders are generally charged an individual fee in each case by their bank for managing the securities account. Notwithstanding the foregoing, profits arising from the Warrants or capital represented by the Warrants may be subject to taxation.

Information on the underlying

Website: www.societegenerale.com

Disclaimers in relation to Share Prices used as Underlyings

Insofar as share prices are the underlying of Warrants issued by the issuer and described in this Final Terms document, the respective public limited company that has issued the relevant shares, to whose reference price the Warrants relate (the "Issuer of the Underlying"), does not express any recommendation for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main. The Issuer of the underlying neither directly nor indirectly assumes any liability for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main.

The Warrants are the sole obligation of Citigroup Global Markets Deutschland AG and do not involve liability on the part of the Issuer of the underlying. This is not an offer of shares. The Issuer of the underlying has not been and does not want to be involved, neither directly nor indirectly, in deciding the timing of the issue, or the preparation of this document, or the constitution of the option rights under these securities. Furthermore, the Warrant Holder will not have any right through the Warrant to any information, votes or dividends in the Issuer of the underlying.

Publication of additional information

The Issuer does not intend to provide any additional information about the underlying.

The Issuer will publish additional notices described in detail in the terms and conditions. Examples of such notices are adjustments of the features of the Warrants as a result of adjustments relating to the underlying which may, for example, affect the conditions for calculating the cash amount or a replacement of the underlying. A further example is the early redemption of the Warrants if an adjustment cannot be made.

Notices under these terms and conditions are generally published on the Issuer's website. If and to the extent that mandatory provisions of the applicable laws or exchange regulations require notices to be published elsewhere, they will also be published, where necessary, in the place prescribed in each case.

Selling restrictions

Information on selling restrictions can be found under "VI. Selling restrictions" in the Securities Note.

ANNEX – ISSUE SPECIFIC SUMMARY

Section A – Introduction and warnings

This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the A.1 "Issuer") and of the Warrants issued under the Tripartite Base Prospectus. The Summary is intended as an introduction to the Tripartite Base Prospectus, which comprises this Summary, the Registration Form of Citigroup Global Markets Deutschland AG dated 03 May 2013 including any supplements and the Securities Note of Citigroup Global Markets Deutschland AG dated 13 May 2013. Investors should therefore ensure that any decision to invest in the Warrants is based on a review of the entire Prospectus, including any supplements and the Final Terms. Where claims relating to the information contained in a base prospectus, any supplements, and the respective Final Terms are brought before a court, the investor acting as plaintiff may, as a result of the laws of individual member states of the European Economic Area, have to bear the costs of translating the base prospectus, any supplements, and the Final Terms into the language of the court prior to the commencement of legal proceedings. The Issuer can be held liable for the content of this Summary, including any translation prepared, but only in the event that the Summary is misleading, inaccurate or inconsistent when read in conjunction with the other parts of the Prospectus, or, when read in conjunction with the other parts of the Tripartite Base Prospectus, does not convey all of the key information required.

A.2 Consent to use the prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent) for offers in France (the "Offer State"). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (Wertpapierprospektgesetz, "WpPG").

In the event of an offer by a financial intermediary, the terms and conditions of the offer must be provided to investors at the time of the offer by the financial intermediary.

Sectio	n B – Issuer and any g	B – Issuer and any guarantors				
B.1	The legal and commercial name of the issuer.	The legal and commercial name of the Issuer is Citigroup Global Markets Deutschland AG.				
B.2	The domicile and legal form of the issuer, the legislation under which the issuer operates and its country of incorporation.	Prankfurt am Main; the address of Citigroup Global Markets Deutschland AG is Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, Federal Republic of Germany (telephone +49 (0)69-1366-0). Legal form and jurisdiction The Issuer is a stock corporation (Aktiengesellschaft, "AG") under German law. Place of registration The Issuer is entered in the commercial register of the Frankfurt am Main Local Court under the number HRB 88301.				

	T.	
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Bank expects world economic growth in 2013 to increase slightly from 2.5 per cent to 2.6 per cent. In 2014 growth should increase to 3.2 per cent. The slowdown in worldwide economic growth was principally due to the slowdown of growth in the industrialized countries. The Bank expects moderate growth of 1.0 per cent for industrialized countries in 2013 and a modest increase to 1.6 per cent in 2014.
		Overall the Bank expects continued significant variations between different regions in the world.
		The Bank expects a mild recession in the Eurozone (the Bank's growth forecasts are for -0.6 per cent and -0.4 per cent for 2013 and 2014). This is seen to be due to the continuing sovereign debt crisis and the high level of private sector indebtedness in the peripheral European countries. The ECB is expected to continue to act to stabilise markets and to reduce interest rates in the second quarter of 2013 depending on further economic growth in the Eurozone, which could be followed by a forecast final interest rate reduction in the second half of the year. The Bank considers it likely that Southern Europe and Ireland will only gradually reach a common sustainable fiscal path. If the core countries in future are no longer prepared to increase their support for the peripheral states, this could lead to a raft of debt restructurings (with likely longer maturities and interest rate reductions), but probably not before 2015.
		In the Warrants and Certificates Division, the competition is expected to remain intense among leading issuers. Further regulatory challenges are expected, which have to be integrated into the business in a timely manner.
		Given the forecasts made by the individual business divisions and a restrictive cost management approach, the Bank is expecting continued overall profits in fiscal years 2013 and 2014.
B.5	If the issuer is part of a group, a description of the group and the issuer's position	The Issuer is a member of the German subgroup of Citigroup. As a public limited company, it is managed by the executive board. The Issuer is wholly-owned by the German holding company, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, a limited partnership with registered offices in Frankfurt/Main.
	within the group.	Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is also a silent partner of the Issuer, having a silent equity interest ("Stille Einlage") totalling EUR 122,710,051.49 as of 30 November 2012. The general partner of Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is Citigroup Global Markets Finance LLC (USA). The sole limited partner is Citi Overseas Investment Bahamas Inc.
		All shares of Citigroup Global Markets Finance LLC are held by Citi Overseas Investment Bahamas Inc., the sole shareholder of which is Citibank Overseas Investment Corporation (USA). This company is in turn 100 per cent owned by Citibank, N.A. (USA). Citibank, N.A. (USA) is a 100 per cent owned subsidiary of Citicorp (USA), which in turn is a 100 per cent owned subsidiary of Citigroup, Inc. (USA).
B.9	Where a profit	Not applicable; the Issuer has decided not to make any profit forecasts or profit

	forecast or estimate is made, state the figure.	estimates in the Base Prosp	ectus.		
B.10	A description of the nature of any qualifications in the audit report on the historical financial information.	The annual financial state December 2011 to 30 Nov 2011 were audited by the unqualified auditor's opinion	vember 2012 and ne Issuer's statute	1 December 201	0 to 30 November
B.12	Selected historical key financial information regarding the issuer, presented for each financial year of the period	Key Annual Financial Deutschland AG The table below provides a which have been taken fro prior fiscal year (fiscal year business development of Ci	m the audited fin ar 2011) and fisca	ertain noteworthy ancial statements I year 2012 and	2012 between the thereby reveals the
	covered by the historical financial information and any		30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro	
	subsequent interim	Balance sheet total	9,543	8,690	
	financial period accompanied by	Business volume	11,162	10,163	
	comparative data	Equity capital	590	588	
	from the same	Loan portfolio	5,365	5,196	
	period in the prior financial year,	Number of employees	348	361	
	except that the	- Company of			I
	requirement for comparative balance sheet information is satisfied by		01.12.2011 - 30.11.2012 in million Euro	prior fiscal year (01.12.2012 - 30.11.2011) in million Euro	
	presenting the year- end balance sheet	Interest income from operations	11	29	
	information. A statement that there	Commissions from brokerage business	111	96	
	has been no material adverse change in the	Commissions from securities business	18	17	
	prospects of the issuer since the date	Net income from financial trading operations	25	60	
	of its last published audited financial	General administrative expenses	161	137	
	statements or a description of any material adverse change.	As of the balance sheet da following components:	ate, the balance s	sheet equity cap	ital consists of the
	A description of				

significant changes in the financial or trading position of the issuer subsequent to the period covered by the historical financial information.

	30.11.2012 in million Euro (audited)	prior fiscal year (30.11.2011) in million Euro (audited)
Subscribed capital		
Share capital	210.6	210.6
Silent partner capital	122.7	122.7
Capital reserves	195.8	193.8
Legal reserves	33.0	33.0
Other earnings reserves	27.9	27.9

In addition, as part of incorporating the new rules under the BilMoG pursuant to § 340g of the German Commercial Code (HGB), a new separate item was created ("Fund for general banking risks") in the amount of EUR 9.4m (EUR 6.6m in the previous year).

The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows:

	30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro
Equity capital on balance sheet	590.0	588.0
Less intangible assets	0	-1.2
Core capital	599.3	594.3
Supplementary capital	0.0	0.0
Equity capital	599.3	594.3
Capital ratios		
Tier one capital in %	33.6	29.3
Total capital ratio in %	33.6	29.3

Despite the debt crisis in the Eurozone and the concomitant volatility on the international financial markets, Citigroup Global Markets Deutschland AG was once again able to earn a profit in the recently completed fiscal year.

Key Semi-Annual Financial Information of Citigroup Global Markets Deutschland AG

The table below provides a comparison of certain noteworthy financial statistics for the first half of the financial year 2013 which have been taken from the unaudited interim financial statements 2013 between the prior fiscal year and/or the previous year's figures and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

	31.05.2013	30.11.2012	
	in million Euro	in million Euro	

Balance sheet total	11,147	9,543
Business volume	12,628	11,162
Equity capital	590	590
Loan portfolio	5,179	5,365
Number of employees on the balance sheet date	263	334

	01.12.2012 - 31.05.2013 in million Euro	01.12.2011 - 31.05.2012 in million Euro
Interest income from operations	3	7
Commissions from brokerage business	20	33
Commissions from securities business	8	9
Net income from financial trading operations	29	16
General administrative expenses	72	70

Statements as regards trend information and financial or trading position

The Issuer declares that since the date of the last audited annual financial statements on 30 November 2012 no material adverse change in the prospects of the Issuer has occurred.

Furthermore, the Issuer declares that since the date of the last interim financial statements on 31 May 2013 no significant change has occurred in the financial or trading position of the Issuer.

B.13 A description of any recent events particular to the issuer which are to a material extent relevant to the evaluation of the issuer's solvency.

Significant events that may have a material impact on the assessment of the Issuer's solvency can not be determined at the moment. However, Citigroup Global Markets Deutschland AG is currently subject to an extra-ordinary audit on withholding taxes by the Frankfurt-Hoechst tax authority for the years 2007-2008. In this context the tax authority has expressed its view that Citigroup Global Markets Deutschland AG may not have deducted and paid withholding taxes from dividends received in connection with so called cum-ex transactions for shares held by it in custody for its clients as required. Based on these findings the tax authority is currently of the view that Citigroup Global Markets Deutschland AG is liable for non deducted withholding taxes in the amount of more than Euro 706 million for the years 2007 and 2008. In case the tax authority's view should succeed further tax liability for the years 2009 to 2011 may arise which can not be estimated at the moment.

The main starting point for the liability claim of the tax authorities is the question if Citigroup Global Markets Deutschland AG is to be qualified as a German bank

		executing the trade (<i>die den Verkaufsauftrag ausführende Stelle</i>) in the respective years. Furthermore, the method applied to identify the amount of the liability claim is debatable as well as the question if Citigroup Global Markets Deutschland AG can be held liable as principal debtor. Citigroup Global Markets Deutschland AG has obtained legal advice from a reputable tax consultant office as well as from a reputable accounting firm. Based thereon, the management of Citigroup Global Markets Deutschland AG is of the view that the likelihood to win any legal proceedings in this matter exceeds 50 per. cent. On this basis, Citigroup Global Markets Deutschland AG's management has decided to put up a reserve only for expected legal advice and litigation expenses, if any, and has decided that 2 million Euro is an adequate figure in this respect. Furthermore, it should be noted that Citigroup is currently evaluating measures to
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	optimize its organizational structure. Citigroup Global Markets Finance Corporation as the German holding company owns 100% of the shares of the Issuer. Pursuant to § 17 (2) of the German Stock Corporation Act (<i>Aktiengesetz</i> , "AktG"), it is assumed that a company in which a majority of the shares is held by another company is dependent upon that other company.
B.15	A description of the issuer's principal activities.	The Issuer is engaged in the business of corporate and investment banking and offers companies, governments and institutional investors comprehensive financial solutions in the areas of investment banking, fixed income, foreign exchange, equities and derivatives, and global transaction services; in addition it is a leading issuer of warrants and certificates whose end investors are predominantly retail clients. Since the end of 2012 the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.
B.16	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control.	In addition to the inclusion of the Issuer in the Citigroup Inc. group of companies referred to above, the Issuer is also party to a control and profit and loss transfer agreement with its immediate parent company. Under the terms of the agreement, the Issuer has placed the management of its business under the control of its immediate parent company. Accordingly, the immediate holding company has the right to give instructions to the Issuer. The agreement also requires the Issuer to transfer its entire profit to its immediate parent company. In return, the immediate parent company is required to make up any annual loss of the Issuer arising during the period of the agreement, as provided in detail by § 302 (1) and (3) AktG.

Section (Section C – Securities					
C.1	•	Type/form of the Warrants				
	type and the class of the securities being offered	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with				

	and/or admitted to trading, including any security identification number.	options. One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. The leverage effect of the Warrant operates in both directions – not only to the investor's advantage in the event of the favorable performance of the factors determining the value, but also to the investor's disadvantage in the event of their unfavorable performance. The payment due under a Warrant on exercise or early termination depends on the value of the underlying at the relevant time.
		The Warrants will be issued in dematerialized bearer form (<i>au porteur</i>) and inscribed in the books of the central securities depositary which shall credit the accounts of the account holders. No physical document of title (including <i>certificats représentatifs</i> pursuant to Article R.211-7 of the French Monetary and Financial Code (<i>Code monétaire et financier</i>)) will be issued in respect of the Warrants.
		Security identification number
		ISIN: DE000CF6Z758
		Local Code: 5158C
C.2	Currency of the securities issue.	Euro
C.5	A description of any restrictions on the free transferability of the securities.	Each Warrant is transferable in accordance with the laws applying in each case and, where relevant, the respective applicable regulations and procedures of the securities depositary in whose records the transfer is registered.
C.8	A description of the	Applicable law for the securities
	rights attached to the securities including ranking and including limitations to those	The Warrants are subject to German law. The constituting of the Warrants may be governed by the laws of the jurisdiction of the central securities depository.
	rights.	Rights attached to the Warrants
		Each Warrant grants the holder the right to the cash amount as described in more detail under C.15.
		Status of the Warrants
		The Warrants create direct, unsecured and unsubordinated obligations of the Issuer that rank <i>pari passu</i> in relation to one another and in relation to all other current and future unsecured and unsubordinated obligations of the Issuer, with the exception of obligations that have priority due to mandatory statutory provisions.
		Limitations to the rights
		The Issuer has the right to terminate the Warrants and to amend the terms and conditions pursuant to the provisions specified in the terms and conditions of the Warrants.

C.11	An indication as to whether the securities offered are or will be the object of an application for admission to trading, with a view to their distribution in a regulated market or other equivalent markets with an indication of the markets in question.	The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.
C.15	A description of how the value of the investment is affected by the value of the underlying instrument(s), unless the securities have a denomination of at least EUR 100,000.	Put Warrants enable investors to participate on a disproportionate (leveraged) basis in the negative performance of the underlying. In return, however, they also participate on a leveraged basis in any positive performance of the underlying and in addition bear the risk that the Put Warrant may expire worthless if the reference price of the underlying reaches or exceeds the strike. On the maturity date, the cash amount received by the investors is the difference, multiplied by the multiplier, by which the reference price of the underlying determined on the valuation date is lower than the respective strike. If the reference price is equal to or higher than the strike, the Put Warrant expires worthless.
C.16	The expiration or maturity date of the derivative securities – the exercise date or final reference date.	Maturity date: 25/09/2014 Exercise date: 18/09/2014 Valuation date: 18/09/2014
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants with automatic exercise, i.e. a European type of exercise, the Issuer will transfer any positive cash amount to the central securities depositary on the maturity date for the credit of the warrant holders registered with the central securities depositary at the close of business on the preceding banking day at the head office of the central securities depositary. The central securities depositary has given an undertaking to the Issuer to make a corresponding onward transfer.
C.18	A description of how the return on derivative securities takes place.	In the case of Warrants with a European type of exercise, the option right may be exercised by the warrant holder only with effect as of the valuation date for the respective Warrant. If the cash amount results in a positive value, the option right attaching to the respective Warrant is deemed to be exercised on the valuation date without further preconditions and without the submission of an explicit exercise notice ("Automatic Exercise").

C.19	The exercise price or the final reference price of the underlying.	Reference price on the valuation date: Closing price	
C.20	A description of the type of the underlying and where the information on the underlying can be found.	Type: share or security representing shares WKN: 873403 ISIN: FR0000130809 Company: Société Générale S.A. Relevant stock exchange: Euronext Paris Reuters page: SOGN.PA Website: www.societegenerale.com	
Section	D – Risks		
D.2	Key information on the key risks that are specific to the issuer.	Risk of the cessation or limitation of price-setting by the Issuer If the Issuer were to limit or completely abandon its voluntary intention to set bid and offered prices, there would be a danger, if prices for Warrants were not set by any other party that investors would have to wait for the final maturity of the Warrants or, where early exercise is possible, exercise the option right.	
		Liquidity risk despite control and profit and loss transfer agreement The Issuer would also be unable to meet its obligations arising from the securities despite the control and profit and loss transfer agreement if, in the event that the Issuer generated a net loss, while the immediate parent company would in principle be required to assume that loss, it was unable or unwilling to comply with this contractual obligation as a result of its own liquidity difficulties or overindebtedness.	
		Brokerage of transactions for other Group companies and allocation of work within Citigroup	
		The great majority of the Issuer's commission income consists of transfer pricing income from brokerage transactions with affiliated companies. The Issuer's costs arising from the exchange of services with individual Group companies are reimbursed on the basis of existing agreements using transfer prices. For this purpose, income and expenses, in particular commission income for transactions assisted by the bank in an advisory capacity in the context of its sales activities, are determined and allocated to the relevant areas providing the services. The transactions relate to equity trading, bond issues and corporate finance as well as to the sale of structured products, corporate derivatives and currency management products, and also global relationship banking. This process is coordinated closely across all areas with Citigroup Global Markets Limited, London, in particular, and also with Citibank, N.A., London.	

If a decision were made within Citigroup to reallocate the relevant activities to other Group companies, the Issuer could lose a material source of income.

Risks in the lending business

The Issuer's loan portfolio consists mainly of loans to international customers in the industrial and financial services sectors with investment grade credit ratings. Loan defaults have been avoided in recent years thanks to this business policy. The loan portfolio is mainly concentrated on a manageable number of borrower units, as defined by German banking law. If significant individual borrowers in the Issuer's portfolio were unable to meet their obligations, therefore, a substantial increase in loan loss provisions would be conceivable in principle and loan defaults could occur.

Interest rate risk

Risk-Treasury assesses and controls the Issuer's interest rate risk. The Issuer's exposure to changes in interest rates maybe a mid to long-term risk in holdings in liquid securities if these were not originally covered by hedging transactions like interest rate swap agreements. The same applies to medium and long-term loans granted by the Issuer. A significant risk from interest rate changes could arise where interest rates are not monitored in a timely or sensitive manner, which may produce the concomitant danger that action to cover such interest rate exposure is not taken early enough.

Operating risk

The Issuer has transferred a number of areas that are significant for the proper management and control of its business activities and the risks associated with them to other companies within and outside Citigroup. In the event that the companies to which these areas have been transferred do not fulfill their contractual obligations or do not do so at the proper time, the ability of the Issuer to meet its own obligations arising from the securities it has issued on the due dates could also be adversely affected.

Tax risks

The tax decisions issued to the Issuer are regularly subject to subsequent review in the form of an external tax audit or to the resolution of individual issues by the relevant courts. This is normal practice and means that an additional tax demand can be issued by the tax authorities years after the original assessment as a result of a tax audit or a generally applicable decision by a tax court.

General business risks

Settlement risk

The risk that a business transaction is incorrectly processed or that a transaction is executed which is different from the intentions and expectations of the Issuer's management.

Information risk

The risk that information, which was generated, received, transmitted or stored within or outside the Issuer's place of business, can no longer be accessed. Furthermore, such information may be of poor quality, or have been wrongly handled or improperly obtained. The information risk also includes risks that are generated by systems and used for processing information.

Reputation risk

This represents the Issuer's risk that its relations with its customers could be harmed if its services are poor or transactions are incorrectly executed. This risk also includes the risk of entering into business relations with counterparties, whose business practices do not conform to the standards or business ethics of the Issuer.

Personnel risk

The Issuer has a high demand for qualified and specially trained professionals and managers. Personnel risk entails the risk of high staff turnover and the risk that the Issuer will be unable to retain a sufficient staff of qualified personnel, as well as the risk that the Issuer's employees may knowingly or negligently violate established regulations or the firm's business ethics standards.

• Legal and regulatory risks

The Issuer views legal risks as any and all risks resulting from binding contracts and governing legislation. Regulatory risks result from the legal environment in which the Issuer does business.

Risk of fraud

These are both internal and external risks of fraud such as bribery, insider trading and theft of data.

D.6

Key information on the key risks that are specific to the securities. This must include a risk warning effect that the investors may lose the value of their entire investment or part of it, as the case may be, and/or, if the investor's liability is not limited to value of investment, a statement of that fact, together with a description of the circumstances in which such additional liability

General risk factors of Warrants

Risk of total loss

Warrants represent particularly risky investment instruments. They entail a particularly high risk of losing the capital invested, up to and including a total loss, plus the transaction costs incurred and any borrowing costs.

Risk of default by the Issuer of the Warrants

In the event of the Issuer becoming insolvent, investors could suffer a loss up to and including a total loss. As bearer securities, Warrants do not fall within the scope of the deposit protection arrangements.

Risk arising from above-average fluctuations in the prices of Warrants (leverage effect)

One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. At the same time, Warrants also entail above-average arises and the likely financial effect.

risks of loss.

Risk of the absence or non-functioning of a secondary market in the Warrants or restricted availability of the Issuer's electronic trading system

Investors should not assume that they will be able to sell a Warrant at a particular time or at a particular price during its term. Investors should assume instead that pricing on the exchange can only take place within the spread of bid and offered prices quoted by the Issuer, if available, and that their buy or sell orders on the exchange will be executed with the Issuer as the direct or indirect counterparty.

Risk in connection with the cessation of secondary trading immediately prior to final maturity

The Issuer and/or the exchange cease trading in the Warrants shortly before their valuation date. However, the reference price of the underlying on the valuation date and/or the applicable exchange rate, both of which are important for the purpose of determining the cash amount of the Warrants, may still change between the last exchange trading day and the maturity date, which may be to the disadvantage of the investor. There is a particular risk that the price of the underlying may reach, fall below or exceed a barrier for the first time shortly before the reference price on the valuation date is determined and after trading in the secondary market has already finished.

Currency risk with respect to the intrinsic value of the Warrants

The performance of the investment is subject to a currency risk if the underlying on which the Warrants are based is expressed in a currency other than the currency in which the cash amount is paid out (settlement currency).

Risks relating to market disruption events

In the event of market disruption events with respect to the underlying, the Issuer has the right to postpone the valuation date for the reference price on exercise. This may result in an additional risk for investors if the underlying performs negatively during the time delay or, where applicable, if the exchange rate for converting the intrinsic value into the settlement currency moves in an unfavourable direction for the investor.

Product specific risk factors

Risk relating to the loss of time value of Warrants depending on the remaining term

The price of Warrants is calculated on the basis of two components of price (intrinsic value and time value). The intrinsic value of Warrants during their term is equal to the difference (if positive), multiplied by the multiplier, between the strike and the value of the underlying (Put Warrants). The amount of the time value, on the other hand, is essentially determined on the basis of the remaining term of the Warrant and the expected frequency

		and intensity of the fluctuations in the price of the underlying expected by the Issuer during the remaining term of the Warrant (implied volatility).	
		Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs	
		The other factors affecting the price of the Warrants include, <i>inter alia</i> , interest rates on the money market relating to the remaining term, expected income from the Issuer's hedging transactions in or related to the underlying and the level of the Issuer's refinancing costs for entering into those hedging transactions.	
		Even if the price of the underlying rises in the case of a call option or falls in the case of a put option, therefore, the value of the Warrant may decline as a result of the other factors affecting value. Given the limited term of the Warrant, there is no guarantee that the price of the Warrant will recover in sufficient time. The shorter the remaining term, the greater the risk.	
Section	E – Offer		
E.2b	Reasons for the offer and use of proceeds when different from making profit and/or hedging certain risks.	Not applicable; the reasons for the offer are making profit and/or hedging certain risks and the net proceeds from the issuance of Warrants presented in this base prospectus will be used by the Issuer for its general business purposes.	
E.3	A description of the terms and conditions of	Offer method, offeror and issue date of the Warrants	
	the offer.	The Warrants are being offered over-the-counter on a continuous basis	
		The offer of the Warrants begins in France on 22/01/2014.	
		The offeror of the Warrants is the Issuer.	
		The issue date is: 22/01/2014	
		Restrictions on the free transferability of the securities	
		The Warrants may be offered or sold only if all applicable securities laws and regulations in force in the jurisdiction in which a purchase, offer, sale or delivery of Warrants is made or in which this document is circulated or kept for inspection have been complied with, and if all consents or authorizations required for the purchase, offer, sale or delivery of the Warrants in accordance with the legal norms in force in that jurisdiction have been obtained.	
		In particular, the Warrants are not and will not be registered pursuant to the United States Securities Act of 1933 as amended. They may not be offered, sold, traded or delivered within the United States either directly or indirectly by or to or for the account of a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933), except in the case of exemption from the registration requirements of the	

		Securities Act. Any person receiving the cash amount in accordance with these terms and conditions is deemed to have made a declaration that the person entitled to the rights arising from the Warrants is not a US person. Issue price and costs and taxes on purchase The initial issue price is EUR 0.37. The purchase of the Warrants incurs no costs or taxes that are specifically charged by the Issuer to the subscriber or purchaser.
E.4	A description of any interest that is material to the issue/offer including conflicting interests.	The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it generally act as the calculation agent for the Warrants. This activity can lead to conflicts of interest since the responsibilities of the calculation agent include making certain determinations and decisions which could have a negative effect on the price of the Warrants or the level of the cash amount.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may engage in trading transactions in the underlying, other instruments linked to it, or derivatives, stock exchange options or stock exchange forward contracts, or may issue other securities and derivatives based on the underlying. The companies may also be involved in the acquisition of new shares or other securities of the underlying or, in the case of stock indices, of individual companies included in the index, or act as financial advisors to the entities referred to or work with them in the commercial banking business. The companies are required to fulfill their obligations arising in this connection irrespective of the consequences resulting for the warrant holders and, where necessary, to take actions they consider necessary or appropriate in order to protect themselves or safeguard their interests arising from these business relationships. The activities referred to above could lead to conflicts of interest and have a negative effect on the price of the underlying or securities linked to it such as the Warrants.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may issue additional derivative securities based on the respective underlying or constituents of the underlying, including securities whose features are the same as or similar to those of the Warrants. The introduction of such products that compete with the Warrants may impact the price of the underlying or the constituents of the underlying and thus also the price of the Warrants. The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may receive non-public information relating to the underlying or the constituents of the underlying, but are under no obligation to pass on such information to the warrant holders. Furthermore, companies belonging to Citigroup, Inc. or affiliated to it may publish research reports relating to the underlying or constituents of the underlying. These types of activities may entail certain conflicts of interest and affect the price of the Warrants.
E.7	Estimated expenses charged to the investor	The estimated expenses for the Warrants, including the cost for admission to exchange trading, are included in the issue price or the selling price, as

by the	issuer or	the	the case may be. If the investor purchases the Warrants from a distributor,	
offeror.			the purchase price to be paid by the investor may include selling fees that	
			have to be disclosed by the distributor.	

ANNEXE - RÉSUMÉ EN FRANÇAIS

Section A – Introduction et mises en garde

A.1 Le présent Résumé présente les caractéristiques et les risques principaux de Citigroup Global Markets Deutschland AG (« l'**Émetteur** ») et les Warrants émis au titre de Prospectus Tripartite de Base. Le Résumé a pour finalité de servir d'introduction au Prospectus Tripartite de Base, qui comporte ce Résumé, le Formulaire d'Enregistrement de Citigroup Global Markets Deutschland AG daté du 3 mai 2013 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG daté du 13 mai 2013. Les investisseurs devraient donc veiller à ne prendre aucune décision d'investir dans les Warrants avant d'avoir pris connaissance du Prospectus dans sa totalité, y compris de tous les suppléments et des Conditions Définitives. Dans le cas où un recours relatif aux informations contenues dans un prospectus de base, dans tous les suppléments ou dans les Conditions Définitives respectives serait intenté auprès d'un tribunal, l'investisseur agissant en tant que plaignant pourrait, en vertu des lois de différents États membres de l'Espace économique européen, être contraint de prendre en charge le coût de la traduction du prospectus de base, de tous les suppléments et des Conditions Définitives, dans la langue de travail du tribunal avant le commencement de la procédure judiciaire. L'Émetteur peut être jugé responsable du contenu de ce Résumé, y compris de toute traduction en étant faite, mais seulement dans le cas où le Résumé serait trompeur, inexact ou contradictoire par rapport aux autres parties du Prospectus, ou, dans le cas où il est lu en même temps que les autres parties du Prospectus Tripartite de Base, s'il ne donne pas toutes les informations clés nécessaires.

A.2 – Consentement à l'utilisation du prospectus.

En ce qui concerne les Offres non-dispensées, en vertu de l'Article 3 (2) de la Directive Prospectus, l'Émetteur consent à l'utilisation du Prospectus par tous les intermédiaires financiers (consentement général) pour les offres faites en France (le ou les « État(s) concerné(s) par l'Offre »). Le consentement général à la revente ultérieure et au placement final des valeurs mobilières par le ou les intermédiaires financiers est donné en ce qui concerne France.

La revente ultérieure et le placement final des valeurs mobilières par les intermédiaires financiers peuvent être effectués pendant la période de validité du Prospectus Tripartite de Base en vertu du §9 de la Loi allemande sur les prospectus de valeurs mobilières (*Wertpapierprospektgesetz*, « WpPG »).

Dans le cas d'une offre faite par un intermédiaire financier, les modalités et conditions de l'offre doivent être précisées aux investisseurs au moment où l'offre est faite par l'intermédiaire financier.

Section B – Émetteur et garants

	1	
B.1	Indiquer la raison sociale et le nom commercial de l'émetteur.	La raison sociale et le nom commercial de l'Émetteur est Citigroup Global Markets Deutschland AG.
B.2	Indiquer le siège social et la forme juridique de l'émetteur, la législation régissant ses activités	Siège social Francfort-sur-le-Main; l'adresse de Citigroup Global Markets Deutschland AG est Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, République fédérale d'Allemagne (téléphone +49 (0)69-1366-0).

	ainsi que son pays	
	d'origine.	Forme juridique et législation régissant les activités
		L'Émetteur est une société anonyme (<i>Aktiengesellschaft</i> , « AG ») au sens de la législation allemande.
		Pays d'origine
		L'Émetteur est immatriculé au Registre de commerce du Tribunal local de Francfort-sur-le-Main sous le numéro HRB 88301.
B.4b	Décrire toute tendance connue ayant des répercussions sur l'émetteur et ses secteurs d'activité.	La Banque prévoit une légère accélération de la croissance économique mondiale en 2013, de 2,5% à 2,6 %. En 2014, la croissance devrait atteindre 3,2 %. Le ralentissement de la croissance économique mondiale observée est principalement imputable à la détérioration de la croissance des pays industrialisés. La Banque prévoit une croissance modérée de 1 pour cent pour les pays industrialisés en 2013 et une légère progression à 1,6 % en 2014.
		De façon générale, la Banque s'attend à un maintien d'écarts significatifs entre les différentes régions dans le monde.
		La Banque s'attend à une légère récession dans l'Eurozone (les prévisions de croissance de la Banque sont de -0,6 % et -0,4 % pour 2013 et 2014). Ceci est attribué à la poursuite de la crise de la dette souveraine et au niveau élevé de l'endettement du secteur privé dans les pays européens périphériques. La BCE devrait continuer à intervenir pour stabiliser les marchés et faire baisser les taux d'intérêt au cours du deuxième trimestre 2013 en fonction de la poursuite de la croissance économique de l'Eurozone, qui pourrait être suivie par une réduction finale de taux d'intérêt prévue pour le deuxième semestre. La Banque estime probable que le Sud de l'Europe et l'Irlande n'aboutiront que progressivement à des solutions communes durables en matière fiscale. Si les pays fondateurs ne sont plus déterminés à renforcer leur soutien aux États périphériques à l'avenir, ceci pourrait aboutir à un ensemble de restructurations de dette (avec probablement des échéances à plus long terme et des réductions de taux d'intérêt), mais probablement pas avant 2015.
		Dans la Division warrants et certificats, la concurrence devrait rester intense entre les principaux émetteurs. D'autres modifications de la réglementation devraient intervenir, qui devront être prises en compte en temps opportun pour l'activité.
		Compte tenu des prévisions faites par les différentes divisions et d'une approche restrictive de la gestion des coûts, la Banque s'attend à un maintien global des bénéfices au cours des exercices 2013 et 2014.
B.5	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur.	L'Émetteur est membre du sous-groupe allemand de Citigroup. En tant que société anonyme, il est géré par un conseil d'administration. L'Émetteur est entièrement détenu par une société holding allemande, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, une société en commandite domiciliée à Francfort-sur-le-Main.
		Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est également un associé passif de l'Émetteur, dans la mesure où il détient une participation passive (« Stille Einlage ») d'un montant total de 122 710 051,49 EUR au 30 novembre 2012. L'associé responsable de la société Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est la société

B.9	Lorsqu'une prévision ou une estimation du bénéfice est réalisée, en indiquer le montant.	Citigroup Global Markets Finance LLC (États-Unis). Le commanditaire unique est Citi Overseas Investment Bahamas Inc. Toutes les actions de Citigroup Global Markets Finance LLC sont détenues par Citi Overseas Investment Bahamas Inc., dont le seul actionnaire est Citibank Overseas Investment Corporation (États-Unis). Cette société est elle-même détenue à 100 % par Citibank, N.A. (États-Unis). Citibank, N.A. (États-Unis) est détenue à 100 % par Citicorp (États-Unis), qui est elle-même détenue à 100 % par Citigroup, Inc (États-Unis). Sans objet; l'Émetteur a décidé de ne publier aucune prévision de bénéfice ou estimation de bénéfice dans le Prospectus de Base.				
B.10	Décrire la nature des éventuelles réserves sur les informations financières historiques contenues dans le rapport d'audit.	Les états financiers annuels de l'Émetteur pour les exercices du 1 ^{er} décembre 2011 au 30 novembre 2012 et du 1 ^{er} décembre 2010 au 30 novembre 2011 ont été audités par l'auditeur statutaire de l'Émetteur et ont obtenu une mention sans réserve de la part de l'auditeur.				
B.12	Présenter les informations financières historiques clés sélectionnées pour l'émetteur, pour chaque exercice de la période couverte par ces informations financières historiques et pour toute période intermédiaire ultérieure,	Deutschland AG Le tableau ci-dessous présente une comparaison de certaines statist financières significatives fournies dans les états financiers audités de 2012 l'exercice budgétaire antérieur (exercice 2011) et l'exercice 2012 et rend compte du développement de l'activité de Citigroup Global Markets Deutschland AG Le tableau ci-dessous présente une comparaison de certaines statist financières audités de 2012 l'exercice budgétaire antérieur (exercice 2011) et l'exercice 2012 et rend compte du développement de l'activité de Citigroup Global Markets Deutschland AG Le tableau ci-dessous présente une comparaison de certaines statist financières audités de 2012 l'exercice budgétaire antérieur (exercice 2011) et l'exercice 2012 et rend compte du développement de l'activité de Citigroup Global Markets Deutschland AG AG: 30.11.2012 Exercice en millions précédent				
	accompagnées de			millions d'euros		
	données comparatives	Total du bilan	9.543	8.690		
	couvrant la même période de l'exercice	Volume d'activité	11.162	10.163		
	précédent; la	Fonds propres	590	588		
	présentation des bilans	Volume des prêts	5.365	5.196		
	de clôture suffit toutefois à remplir	Nombre d'employés	348	361		
	l'exigence	1 2			1	
	d'informations bilancielles comparables. Une déclaration		01.12.2011 - 30.11.2012 en millions d'euros	Exercice précédent (01.12.2010 – 30.11.2011) en millions d'euros		
	attestant qu'aucune détérioration significative n'a eue de	Revenus d'intérêt de l'exploitation	11	29		
	répercussions sur les	Commissions de courtage	111	96		
	perspectives de	Commissions d'opérations sur	18	17		

l'émetteur depuis la date de ses derniers états financiers vérifiés et publiés, ou une description de toute détérioration significative.

Une description des changements significatifs de la situation financière ou commerciale l'émetteur survenus après la période couverte par informations financières historiques.

valeurs mobilières		
Revenu net des opérations financières de négoce	25	60
Frais généraux et administratifs	161	137

À la date du bilan, les **fonds propres inscrits au bilan** comprennent les éléments suivants :

	30.11.2012 en millions d'euros (audité)	Exercice précédent (30.11.2011) en millions d'euros (audité)
Capital souscrit		
Capital social	210,6	210,6
Participation de l'associé passif	122,7	122,7
Réserves de capital	195,8	193,8
Réserve légale	33,0	33,0
Autres bénéfices mis en réserve	27,9	27,9

De plus, dans le cadre de l'intégration de nouvelles règles au titre de BilMoG en vertu du §340g du Code allemand du commerce (HGB), un nouveau poste séparé a été créé (« Fonds pour les risques bancaires généraux ») pour un montant de 9,4 millions d'euros (6,6 millions d'euros l'année précédente).

Le capital réglementaire imputé sous BIZ se compose d'un capital de base et de capital supplémentaire (passifs subordonnés) après approbation, comme suit :

	30.11.2012 en millions d'euros	Exercice précédent (30.11.2011) en millions d'euros
Fonds propres au bilan	590,0	588,0
Moins immobilisations	0	-1,2
Capital de base	599,3	594,3
Capitaux supplémentaires	0,0	0,0
Fonds propres	599,3	594,3
Ratios de capitaux		
Fonds propres Tier one en %	33,6	29,3
Ratio de capitaux totaux en %	33,6	29,3

En dépit de la crise de dette dans l'Eurozone et de la volatilité concomitante sur les marchés financiers internationaux, Citigroup Global Markets Deutschland AG

a de nouveau réussi à dégager un bénéfice au cours de l'exercice clôturé récemment.

Informations financières semestrielles clés de Citigroup Global Markets Deutschland AG

Le tableau ci-dessous présente une comparaison de certaines statistiques financières significatives pour le premier semestre de l'exercice financier fournies dans les états financiers non-audités de 2013 entre l'exercice budgétaire antérieur et/ou les chiffres des années précédentes et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG:

	31.05.2013 en million d'Euro	30.11.2012 en million d' Euro
Total du bilan	11.147	9.543
Volume d'activité	12.628	11.162
Fonds propres	590	590
Portefeuille des prêts	5.179	5.365
Nombre d'employés à la date du bilan	263	334

	01.12.2012 - 31.05.2013 en million d'Euro	01.12.2011 - 31.05.2012 en million d'Euro
Revenus d'intérêt de l'exploitation	3	7
Commissions de courtage	20	33
Commissions d'opérations sur valeurs mobilières	8	9
Revenu net des opérations financières de négoce	29	16
Frais généraux et administratifs	72	70

Etats en ce qui concerne l'information tendancielle et la situation financière et commerciale.

L'Emetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2012, aucune détérioration significative n'a affecté les perspectives de l'Emetteur.

En outre, l'Emetteur déclare que depuis la date des états financiers provisoires au 31 mai 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale de l'Emetteur.

B.13 Décrire tout événement récent propre à l'émetteur et présentant un intérêt significatif

Aucun événement présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur n'est identifié à ce moment. Cependant, Citigroup Global Markets Deutschland AG est actuellement sujet à un audit extraordinaire sur les retenues à la source fiscales par l'autorité fiscale Francfort-Hoeschst pour

	pour l'évaluation de sa solvabilité.	les années 2007-2008. Dans ce contexte l'autorité fiscale a explicité ses vues quant au fait que Citigroup Global Markets Deutschland AG aurait dû déduire et payer la retenue à la source des dividendes reçus en relation avec transactions communément appelées cum-ex transactions. S'appuyant sur ces observations l'autorité fiscale est actuellement de l'avis que Citigroup Global Markets Deutschland AG est responsable de la non déduction de la retenue à la source d'un montant supérieur à 706 Millions d'Euro pour les années 2007 et 2008. Dans le cas où l'autorité fiscale a raison, la responsabilité fiscale pour les années 2009 à 2011 pourrait se poser ce qui est impossible d'estimer pour le moment. The principal point de départ de l'action en responsabilité des autorités fiscales est de savoir si Citigroup Global Markets Deutschland AG est qualifié de banque allemande exécutant un transaction (die den Verkaufsauftrag ausführende Stelle) durant ces années. De plus, la méthode appliquée pour identifier le montant des dommages et intérêts est débattue comme celle de savoir si Citigroup Global Markets Deutschland AG peut être tenu responsable comme débiteur principal. De plus, il devrait être noté que . Citigroup envisage actuellement des mesures visant à optimiser sa structure d'organisation.
B.14	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur. Si l'émetteur est dépendant d'autres entités du groupe, ce fait doit être clairement stipulé.	Citigroup Global Markets Finance Corporation à titre de société holding allemande possède 100 % des actions de l'Émetteur. En vertu du § 17 (2) de la Loi allemande sur les sociétés par actions (<i>Aktiengesetz</i> , « AktG »), il est considéré qu'une société dont la majorité des actions est détenue par une autre société est dépendante de cette autre société.
B.15	Fournir une description des principales activités de l'émetteur.	L'Émetteur est une banque d'affaire et d'investissement qui propose des solutions financières complètes dans les secteurs des opérations bancaires de l'investissement, des titres à revenu fixe, des opérations de change, des valeurs mobilières et des dérivés ainsi que des services de transactions internationales aux entreprises, aux pouvoirs publics et aux investisseurs institutionnels; c'est en outre un émetteur majeur de warrants et de certificats dont les investisseurs finaux sont principalement des clients particuliers. Depuis la fin de l'année 2012, l'activité de l'Émetteur intègre également Citi Private Bank – Family Office Coverage Germany et Covered Bond Research.
B.16	Dans la mesure où ces informations sont connues de l'émetteur, indiquer si celui-ci est détenu ou contrôlé, directement ou indirectement, et par qui; décrire la nature de ce contrôle.	En plus de l'intégration de l'Émetteur dans le groupe de sociétés Citigroup Inc. mentionné ci-dessus, l'Émetteur est également partie liée à sa maison mère directe par un accord de transfert de pouvoir et de pertes et profits. En vertu de cet accord, l'Émetteur a conféré la gestion de ses affaires à sa maison mère directe. De ce fait, la société holding dont dépend directement l'Émetteur, a le droit de lui donner des instructions. L'accord impose également à l'Émetteur de transférer la totalité de son bénéfice à sa maison mère directe. En contrepartie, la maison mère directe est tenue de compenser toute perte annuelle éventuelle de l'Émetteur durant la période de validité de l'accord, comme prévu en détail par les § 302 (1) et (3) d'AktG.

Section C – Valeurs mobilières

C.1	Décrire la nature et la catégorie des valeurs mobilières offertes et/ou admises à la négociation et donner tout numéro d'identification des valeurs mobilières.	Type/forme des Warrants Les warrants sont des instruments dérivés qui peuvent comporter un droit d'option et qui peuvent donc présenter beaucoup de points communs avec les options. L'une des principales caractéristiques des Warrants est l'effet de levier: une évolution du cours du sous-jacent peut entraîner une variation disproportionnée du cours du Warrant. L'effet de levier du Warrant joue dans les deux sens — non seulement à l'avantage de l'investisseur en cas de bonnes performances des facteurs déterminant la valeur, mais également en sa défaveur en cas de performances défavorables. Le paiement du au titre d'un Warrant lors de son exercice ou de sa liquidation prématurée dépend de la valeur du sous-jacent à ce moment. Les Warrants seront émis sous une forme dématerialisée au porteur et seront enregistrés dans les livres du dépôt central des valeurs mobilières qui créditera les comptes des titulaires de compte. Aucun document physique attestant de la possession (notamment des certificats représentatifs conformément à l'Article R.211-7 du Code monétaire et financier français) ne sera émis concernant les Warrants. Numéro d'identification des titres ISIN: DE000CF6Z758
		Numéro d'identification local : 5158C
C.2	Indiquer dans quelle monnaie l'émission a eu lieu.	Euro
C.5	Décrire toute restriction imposée à la libre négociabilité des valeurs mobilières.	Chaque Warrant est transmissible selon les lois s'appliquant à chaque cas et, le cas échéant, les réglementations et les procédures respectives applicables du dépositaire central de titres dans les livres duquel le transfert est enregistré.
C.8	Décrire les droits	Loi applicable aux titres :
	attachés aux valeurs mobilières y compris leur rang, y compris toute restriction qui leur est applicable.	Les Warrants sont régis par la loi allemande. La constitution des Warrants peut être régie par les lois de la juridiction du dépositaire central de titres. Droits attachés aux Warrants Chaque Warrant confère à son détenteur le droit au montant en espèces détaillé
		à la section C.15.
		Statut des Warrants
		Les Warrants créent des obligations non garanties et non subordonnées de l'Émetteur qui se classent <i>pari passu</i> les unes par rapport aux autres et par rapport à toutes autres obligations actuelles et futures non garanties et non subordonnées de l'Émetteur, à l'exception des obligations qui ont priorité en raison de dispositions statutaires obligatoires.
		Limitations de droits

		L'Emetteur a le droit de résilier les Warrants et de modifier par voie d'avenant les termes et conditions en application des dispositions prévues aux termes et conditions des Warrants.
C.11	Indiquer si les valeurs mobilières offertes font ou feront l'objet d'une demande d'admission à la négociation, en vue de leur distribution sur un marché réglementé ou sur des marchés équivalents — les marchés en question devant alors être nommés.	Les Warrants ont été admis sur le marché réglementé à la bourse de valeurs de Eurolist, Euronext Paris S.A., qui est un marché réglementé au sens de la Directive 2004/39/CE.
C.15	Décrire comment la valeur de l'investissement est influencée par celle du ou des instrument(s) sous-jacent(s), sauf lorsque les valeurs mobilières ont une valeur nominale d'au moins 100 000 EUR.	Description des Warrants « Put » avec une modalité d'exercice européenne Les Warrants « Put » permettent aux investisseurs de participer avec un effet de levier à la performance négative de la valeur sous-jacente. En contrepartie, cependant, ils participent également sur une base à effet multiplicateur à toute performance positive de la valeur sous-jacente en prenant en plus le risque que le Warrant « Put » expire en perdant totalement sa valeur si le prix de référence de la valeur sous-jacente atteint ou dépasse le prix d'exercice. À la date d'échéance, le montant reçu par les investisseurs est égal au déficit, multiplié par le coefficient multiplicateur, entre le prix de référence de la valeur sous-jacente à la date d'évaluation et le prix d'exercice correspondant. Si le prix de référence est égal ou supérieur au prix d'exercice, le warrant « Put » expire sans valeur.
C.16	Indiquer la date d'expiration ou d'échéance des instruments dérivés ainsi que la date d'exercice ou la date finale de référence.	Date d'échéance: 25.09.2014 Date d'exercice: 18.09.2014 Date d'évaluation: 18.09.2014
C.17	Décrire la procédure de règlement des instruments dérivés.	Dans le cas de Warrants à exercice automatique, cà-d. d'une modalité d'exercice européenne, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au crédit des détenteurs du warrant enregistrés auprès du dépositaire central à la clôture du jour ouvrable bancaire précédent au siège social du dépositaire central de titres. Le dépositaire central de titres s'est engagé auprès de l'Émetteur à faire un transfert ultérieur correspondant.

C.18	Indiquer les modalités relatives au produit des instruments dérivés.	Dans le cas de Warrants à modalité d'exercice européenne, le droit d'option ne peut être exercé par le détenteur du warrant qu'à la date d'évaluation pour le warrant concerné. Si le montant en numéraire aboutit à une valeur positive, le droit d'option attaché au warrant concerné est considéré exercé à la date d'évaluation sans autres conditions préalables et sans soumission d'une notification explicite d'exercice (« Exercice Automatique »).
C.19	Indiquer le prix d'exercice ou le prix de référence final du sous-jacent.	Prix de référence à la date d'évaluation : Cours de clôture
C.20	Décrire le type de sous-jacent utilisé et indiquer où trouver les informations à son sujet.	Type: action ou titre représentant des actions WKN (Numéro d'identification des valeurs mobilières allemandes): 873403 ISIN: FR0000130809 Société: Société Générale S.A. Bourse de valeurs mobilières concernée: Euronext Paris Page de Reuters: SOGN.PA
		Site Web: www.societegenerale.com
Section	n D – Risques	
D.2	Fournir les informations clés concernant les principaux risques propres à l'émetteur.	Risque d'arrêt ou de restriction de la fixation du prix par l'Emetteur Si l'Émetteur devait limiter ou abandonner complètement son intention de fixer les prix de l'offre et de la demande, le danger existerait, au cas où les prix des Warrants ne seraient pas fixés par aucune autre partie, que les investisseurs doivent attendre l'échéance finale des Warrants ou, lorsque l'exercice est possible, qu'ils doivent exercer leur droit d'option.
		Risque de liquidité en dépit d'un accord de transfert de pouvoir et de pertes et profits
		L'Émetteur ne serait également pas en mesure d'honorer les obligations liées aux titres en dépit d'un accord de transfert de pouvoir et de pertes et profits si, dans le cas où l'Émetteur générait une perte nette, bien que la maison mère directe soit en principe tenue de prendre cette perte à son compte, il était incapable ou non disposé à se conformer à cet engagement contractuel en raison de ses propres difficultés de trésorerie ou de surendettement.
		Courtage de transactions pour d'autres sociétés du Groupe et répartition du travail au sein de Citigroup
		L'essentiel du revenu de commission de l'Émetteur se compose du revenu des prix de cession des transactions de courtage avec les sociétés apparentées. Les coûts pour l'Émetteur résultant de l'échange de services avec différentes sociétés du Groupe sont remboursés sur la base des accords existants en utilisant les prix de cession. À cette fin, le revenu et les dépenses, en particulier

le revenu de commission pour les transactions réalisées avec l'assistance de la banque à titre de conseiller dans le cadre de ses activités commerciales, sont déterminés et alloués aux différents secteurs fournissant les services. Les transactions se rapportent à la négociation sur les titres, les émissions d'obligations et la gestion financière d'entreprise ainsi qu'à la vente de produits structurés, dérivés de titres de sociétés et les produits de gestion de devises, et aux opérations bancaires internationales. Ce processus est coordonné étroitement dans l'ensemble des secteurs avec Citigroup Global Markets Limited, Londres, en particulier, et également avec Citibank, N.A., Londres.

Si une décision était prise au sein de Citigroup pour réaffecter les activités concernées à d'autres sociétés du Groupe, l'Émetteur pourrait perdre une importante source de revenu.

Les risques de l'activité de prêt

Le portefeuille de prêt de l'Émetteur consiste principalement en prêts accordés à des clients internationaux dans les secteurs de l'industrie et des services financiers ayant des notations de crédit de qualité. Les défauts de remboursement de prêt ont été évités ces dernières années grâce à cette politique commerciale. Le portefeuille de prêts consiste principalement en un nombre raisonnable d'unités empruntrices, comme le prescrit la loi allemande sur les opérations bancaires. Si des emprunteurs individuels importants du portefeuille de l'Émetteur n'étaient pas en mesure d'honorer leurs obligations, une forte hausse des provisions pour pertes sur prêt serait envisageable en principe et des défauts de remboursement sur prêts pourraient se produire.

Risque de taux d'intérêt

Le département des risques et trésorerie évalue et maîtrise le risque sur taux d'intérêt de l'Émetteur. L'exposition de l'Émetteur à des fluctuations des taux d'intérêt peut être un risque à moyen ou à long terme pour la détention de titres liquides si ceux-ci n'étaient pas à l'origine couverts par des transactions de couverture telles que des accords de swap de taux d'intérêt. Il en va de même pour les emprunts à moyen et long terme accordés par l'Émetteur. Un risque significatif de fluctuation des taux d'intérêt pourrait survenir lorsque les taux d'intérêt ne font pas l'objet d'un suivi attentif et en temps opportun, ce qui peut générer le danger concomitant qu'une mesure pour couvrir une telle exposition au risque de taux d'intérêt ne soit pas prise suffisamment tôt.

Risque opérationnel

L'Émetteur a transféré un certain nombre de domaines qui sont importants pour une gestion et un contrôle appropriés de ses activités économiques et les risques qui s'y rapportent à d'autres sociétés au sein et à l'extérieur de Citigroup. Au cas où les sociétés auxquelles ces domaines ont été transférés ne s'acquitteraient pas de leurs obligations contractuelles ou ne le feraient pas en temps opportun, la capacité de l'Émetteur à assumer ses propres obligations découlant des titres qu'il a émis aux dates prévues pourrait également être compromise.

Risque fiscal

Les décisions fiscales prises concernant l'Émetteur sont régulièrement soumises à un examen ultérieur sous forme d'audit fiscal externe ou d'arbitrage des affaires individuelles par les tribunaux compétents. Cette pratique est courante

et signifie qu'un rappel d'impôts peut être décidé par l'administration fiscale des années après l'évaluation initiale en raison d'un contrôle fiscal ou d'une décision à portée générale rendue par un tribunal fiscal.

Risques généraux liés à l'activité

• Risque de règlement

Le risque qu'une transaction soit traitée de manière incorrecte, ou qu'une transaction soit exécutée différemment des intentions et des attentes de la direction de l'Emetteur.

• Risque en matière d'information

Le risque que l'information, qui a été produite, reçue, transmise ou conservée au sein ou à l'extérieur du siège social de l'Émetteur ne soit plus accessible. En outre, de telles informations peuvent être de qualité médiocre ou avoir été mal exploitées ou encore avoir été obtenues sans autorisation. Le risque en matière d'information inclut également les risques provenant des systèmes en tant que tels et utilisés pour le traitement de l'information.

• Risque de réputation

Il représente le risque pour l'Emetteur que la relation avec ses clients se détériore si le niveau de qualité de ses services est insuffisant ou le risque que les transactions soient traitées de manière incorrecte. Ce risque inclut également le risque de développer des relations d'affaires avec des contreparties dont les pratiques ne sont pas conformes aux normes ou à l'éthique de l'Émetteur.

• Risque lié au personnel

L'Émetteur fait appel à des professionnels et des cadres dirigeants qualifiés. Le risque lié au personnel inclut le risque d'une rotation importante du personnel et le risque que l'Émetteur ne soit pas en mesure de retenir un personnel qualifié en nombre suffisant, mais également le risque que les employés de l'Émetteur enfreignent en connaissance de cause ou par négligence les règles fixées ou les standards éthiques de pratique établis par la société.

• Risques juridiques et réglementaires

L'Émetteur considère les risques juridiques comme tout risque résultant des contrats engageant sa responsabilité et de la loi applicable. Les risques réglementaires résultent de l'environnement juridique dans lequel l'Émetteur réalise ses opérations.

• Risques de fraude

Risques internes et externes de fraude tels que la corruption, le délit d'initié et le vol de données.

D 6	Fournir	les
D.0		100
	informations	clés
	concernant	les

Facteurs généraux de risque des Warrants

Risque de perte totale

principaux risques propres aux valeurs mobilières. Inclure un avertissement informant l'investisseur qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son investissement et/ou. si le risque encouru l'investisseur ne se limite pas à la valeur de investissement, une mention de ce fait, assortie d'une description des cas où ce surcroît de risque se matérialise ainsi que des effets financiers probables cette matérialisation.

Les Warrants constituent des instruments d'investissement particulièrement risqués. Ils impliquent un niveau de risque particulièrement élevé de perdre le capital investi, y compris une perte totale, plus les coûts de transaction encourus et tous les coûts d'emprunt.

Risque de défaillance de l'Émetteur des Warrants

Au cas où l'Émetteur deviendrait insolvable, les investisseurs pourraient subir une perte pouvant aller jusqu'à une perte totale. En tant que titres au porteur, les Warrants n'entrent pas dans le champ des dispositions prévues pour la protection des dépôts.

Risque résultant de fluctuations de prix des Warrants supérieures à la moyenne (effet de levier)

L'une des principales caractéristiques des Warrants est l'effet de levier : une évolution du cours de la valeur sous-jacente peut entraîner une variation disproportionnée du cours du Warrant. En même temps, les Warrants génèrent également des risques de perte supérieurs à la moyenne.

Risque d'absence ou de non-fonctionnement d'un marché secondaire de Warrants ou de manque de disponibilité du système de transactions électroniques de l'Émetteur

Les investisseurs ne devraient pas présumer qu'ils seront en mesure de vendre un Warrant à un moment particulier ou à un prix particulier pendant sa période de validité. Les investisseurs devraient plutôt partir de l'hypothèse que le prix en bourse ne peut se situer que dans les limites de la fourchette de prix acheteur et vendeur indiquée par l'Émetteur, si elle est disponible, et que leurs ordres d'achat ou de vente en bourse seront exécutés avec l'Émetteur en qualité de contrepartie directe ou indirecte.

Risque lié à la cessation du négoce sur le marché secondaire immédiatement avant une échéance finale

L'Emetteur et/ou le marché cessent de négocier les Warrants juste avant leur date d'évaluation. Cependant, le prix de référence de la valeur sous-jacente à la date d'évaluation et/ou le taux de change applicable, lesquels sont importants dans la détermination du montant des Warrants, peuvent varier entre le dernier jour de cotation et la date d'échéance, dans un sens défavorable à l'investisseur. Il existe un risque particulier que le prix de la valeur sous-jacente atteigne, chute au-dessous ou dépasse une barrière pour la première fois juste avant que le prix de référence à la date d'évaluation soit déterminé et après la clôture de la cotation sur le marché secondaire.

Risque sur la devise relatif à la valeur intrinsèque des Warrants

La performance de l'investissement est soumise à un risque sur la devise si la valeur sous-jacente sur laquelle les Warrants sont basés est libellée dans une devise autre que la devise dans laquelle le montant en numéraire est versé (devise de règlement).

Risques d'événements perturbant le fonctionnement du marché

En cas de survenue d'événements perturbant le fonctionnement du marché pour

la valeur sous-jacente, l'Émetteur a le droit de repousser la date d'évaluation du prix de référence de l'exercice. Ceci peut entraîner un risque supplémentaire pour les investisseurs si la valeur sous-jacente réalise une performance négative pendant la durée du report ou, le cas échéant, si le taux de change utilisé pour convertir la valeur intrinsèque en devise de règlement fluctue dans un sens défavorable à l'investisseur.

Facteurs de risque spécifiques au produit

Risque relatif à la perte de la valeur temps des Warrants en fonction de la durée résiduelle

Le prix des Warrants est calculé sur la base de deux composants du prix (la valeur intrinsèque et la valeur temps) La valeur intrinsèque des Warrants pendant leur période de validité est égale à la différence (si elle est positive), multipliée par le coefficient multiplicateur, entre le prix d'exercice et la valeur sous-jacente (warrants Put). Le montant de la valeur temps, d'autre part, est essentiellement déterminée en fonction de la durée résiduelle du Warrant et de la fréquence et de l'intensité des fluctuations du prix de la valeur sous-jacente attendues par l'Émetteur pendant la durée résiduelle du Warrant (volatilité implicite).

Risques relatifs à d'autres facteurs affectant la valeur comme les taux d'intérêt du marché monétaire, les dividendes attendus et les coûts de refinancement de l'Émetteur

Les autres facteurs affectant le prix des Warrants comprennent, notamment, les taux d'intérêt sur le marché monétaire pour la durée résiduelle, le revenu attendu des transactions de couverture de l'Émetteur concernant la valeur sousjacente et le niveau des coûts de refinancement de l'Émetteur pour réaliser ces transactions de couverture.

Même si le prix de la valeur sous-jacente s'élève, dans le cas d'une option call, ou chute, dans le cas d'une option put, la valeur du Warrant peut diminuer en raison des autres facteurs affectant la valeur. Compte tenu de la durée de validité limitée du Warrant, aucune garantie ne peut être donnée quant à une remontée du prix du Warrant dans les délais. Plus la durée résiduelle est courte, plus le risque est grand.

Section E - Offre

E.3

E.2b	Indiquer les raisons de
	l'offre et l'utilisation
	prévue du produit de
	celle-ci, lorsqu'il s'agit
	de raisons autres que la
	réalisation d'un
	bénéfice et/ou la
	couverture de certains
	risques.

Décrire les modalités et

Sans objet; les raisons de l'offre sont de réaliser des profits et/ou de prendre une couverture par rapport à certains risques et le produit net de l'émission de Warrants présentés dans le Prospectus de Base seront utilisés par l'Émetteur à des fins générales.

Méthode de présentation de l'offre, offreur et date d'émission des

	les conditions de	Warrants						
	l'offre.	Les Warrants sont offerts de gré à gré en continu.						
		L'offre des Warrants commence en France le 22.01.2014.						
		Les offreur des Warrants est: l'Émetteur						
		La date d'émission est: 22.01.2014						
		Restriction imposée à la libre négociabilité des valeurs mobilières						
		Les Warrants peuvent être offerts ou vendus seulement si l'ensemble des lois et règlementations relatives aux valeurs mobilières en vigueur dans la juridiction dans laquelle un achat, une offre, une vente ou une livraison de Warrants est effectué ou dans laquelle le présent document est diffusé ou conservé pour inspection ont été respectées, et si tous les consentements ou autorisations nécessaires pour l'achat, l'offre, la vente ou la livraison des Warrants conformément aux normes légales en vigueur dans cette juridiction ont été obtenus.						
		En particulier, les Warrants ne sont pas et ne seront pas enregistrés conformément à la Loi sur les valeurs mobilières des États-Unis (<i>United States Securities Act</i>) de 1933 telle qu'amendée. Ils ne peuvent être offerts, vendus, négociés ou livrés au sein des États-Unis directement ou indirectement par ou pour le compte d'un ressortissant des États-Unis (comme défini dans la Réglementation S conformément à la Loi sur les valeurs mobilières des États-Unis de 1933), excepté dans le cas d'exemption des conditions d'enregistrement de la Loi sur les valeurs mobilières. Toute personne recevant le montant de liquidités correspondant aux termes et conditions est considérée comme ayant fait une déclaration indiquant que la personne titulaire des droits découlant des Warrants n'est pas un ressortissant des États-Unis.						
		Prix d'émission, frais et taxes relatifs à l'achat						
		Le prix d'émission initial est de EUR 0,37.						
		Sans objet, l'achat de Warrants ne faisant supporter aucun coût ou taxe à l'Émetteur notamment pour les acheteurs ou les souscripteurs.						
E.4	Décrire tout intérêt, y compris les intérêts conflictuels, pouvant influer sensiblement sur l'émission/l'offre.	L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui agissent généralement en qualité d'agent de calcul des Warrants. Cette activité peut entraîner des conflits d'intérêt dans la mesure où les responsabilités de l'agent de calcul comprennent certaines déterminations et décisions qui pourraient avoir un effet négatif sur le prix des Warrants ou le montant des liquidités.						
		L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent s'engager dans des transactions de négoce sur la valeur sous-jacente, sur d'autres instruments qui s'y rapportent, ou sur des dérivés, des options boursières ou des contrats à terme en bourse, ou peuvent émettre d'autres valeurs et dérivés fondés sur la valeur sous-jacente. Les sociétés peuvent également intervenir dans l'acquisition de nouvelles parts ou d'autres titres de la valeur sous-jacente ou, dans le cas d'indices de valeurs, de sociétés individuelles incluses dans						

l'indice, ou agir en qualité de conseillers financiers pour les entités auxquelles il est fait référence ou collaborer avec elle dans le secteur de la banque d'affaires. Les sociétés sont tenues de s'acquitter de leurs obligations à ce titre, indépendamment des conséquences qui peuvent en résulter pour les détenteurs de warrants et, le cas échéant, devront prendre les mesures qu'elles considèrent nécessaires ou appropriées pour se protéger ou sauvegarder leurs intérêts dans le cadre de ces relations d'affaires. Les activités visées ci-dessus pourraient entraîner des conflits d'intérêt et avoir un effet négatif sur le prix de la valeur sous-jacente ou des titres qui lui sont associés comme les Warrants.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent émettre des titres dérivés supplémentaires fondés sur la valeur sous-jacente, ou sur des éléments constitutifs de la valeur sous-jacente, notamment des titres dont les caractéristiques sont identiques ou similaires à celles des Warrants. L'introduction de tels produits, qui concurrencent les Warrants, peuvent avoir un effet sur le prix de la valeur sous-jacente ou les éléments constitutifs de la valeur sous-jacente et donc aussi sur le prix des Warrants. L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent recevoir des informations de nature non publique se rapportant à la valeur sous-jacente, ou à des éléments constitutifs de la valeur sous-jacente, mais ne sont pas tenus de les communiquer aux détenteurs de warrants. De plus, les sociétés appartenant à Citigroup ou affiliées à lui peuvent publier des rapports de recherche se rapportant à la valeur sous-jacente ou aux éléments constitutifs de la valeur sous-jacente. Les activités de ce type peuvent créer certains conflits d'intérêt et affecter le prix des Warrants.

E.7 Donner une estimation des dépenses facturées à l'investisseur par l'émetteur ou l'offreur.

Les dépenses estimées pour les Warrants, y compris le coût d'admission à la négociation sont compris(es) dans le prix d'émission ou au prix de vente, le cas échéant. Si l'investisseur achète des Warrants auprès d'un distributeur, le prix d'achat à payer par l'investisseur pourra comprendre des commissions de vente devant être communiquées au distributeur.

Citigroup Global Markets Deutschland AG

Frankfurt am Main

(Issuer)

Final Terms dated

21 January 2014

to the

Tripartite Base Prospectus dated 13 May 2013 as amended (the "Tripartite Base Prospectus")

CALL OR PUT WARRANTS

referenced to the following underlying:

Technip

ISIN: DE000CF6Z766

The respective Final Terms to the Tripartite Base Prospectus will be made available as a separate document in paper form free of charge at the address of the relevant paying agent and published on the Issuer's website (www.citifirst.com).

The subject matter of the Final Terms is Call or Put Warrants (Product No. 1) (the "Warrants" or the "Series") based on a share or a security representing shares issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer").

The Final Terms were prepared in accordance with Article 5 (4) of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (as most recently amended by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010) (the "Prospectus Directive") and must be read in conjunction with the Tripartite Base Prospectus (consisting of the Summary and the Securities Note, each dated 13 May 2013, and the Registration Form of Citigroup Global Markets Deutschland AG dated 3 May 2013, including any supplements). Complete information about the Issuer and the offer of the Warrants can be obtained only from a synopsis of these Final Terms together with the Tripartite Base Prospectus (including all related supplements, if any).

The Final Terms to the Tripartite Base Prospectus take the form of a separate document within the meaning of Article 26 (5) of Commission Regulation (EC) No. 809/2004 of 29 April 2004 as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012 and Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012 (the "**Prospectus Regulation**").

An issue specific summary that has been completed for the Warrants is attached to these Final Terms.

INFORMATION ABOUT THE TERMS AND CONDITIONS – ISSUE SPECIFIC CONDITIONS

With respect to the Series of Warrants, the Issue Specific Conditions applicable to the Call or Put Warrants, as replicated in the following from the Tripartite Base Prospectus and supplemented by the information in the Annex to the Issue Specific Conditions as set out below, and the General Conditions contain the conditions applicable to the Warrants (referred to together as the "Conditions"). The Issue Specific Conditions should be read in conjunction with the General Conditions.

Part A. Product Specific Conditions

No. 1 Option Right

Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer") hereby grants the holder (each a "Warrant Holder") of Call or Put Warrants (the "Warrants"), based on the Underlying as specified in detail in each case in Table 1 and Table 2 of the Annex to the Issue Specific Conditions, the right (the "Option Right") to require the Issuer to pay the Cash Amount (No. 2 (1) of the Issue Specific Conditions) or the Termination Amount (No. 2 of the General Conditions) in accordance with these Terms and Conditions.

No. 2 Cash Amount; Definitions

- (1) The "Cash Amount" for each Warrant, subject to the early redemption of the Warrants by the Issuer (No. 2 of the General Conditions), shall be the Intrinsic Value of a Warrant, if the latter is already expressed in the Settlement Currency, or the Intrinsic Value of a Warrant converted into the Settlement Currency using the Reference Rate for Currency Conversion.
- (2) The "Intrinsic Value" of a Warrant shall be the difference, expressed in the Reference Currency and multiplied by the Multiplier, by which the Reference Price of the Underlying determined on the Valuation Date is higher than (Call Warrants) or lower than (Put Warrants) the respective Strike.
- (3) The following definitions shall apply in these Terms and Conditions:

"Additional Securities Euroclear System, Brussels; Clearstream Banking S.A.,

Depositaries": Luxembourg

"Auxiliary Location": London, United Kingdom

"Banking Day": Every day on which the commercial banks in Paris and

Frankfurt am Main are open for business, including trade in foreign currencies and the receipt of foreign currency deposits (except for Saturdays and Sundays), the

TARGET2-System is open and the Central Securities

Depositary settles payments. "TARGET2-System" shall mean the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) payment system or any successor system.

"Central Securities Depositary":

Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

France

"Clearing Territory of the

France

Central Securities Depositary":

"Currency Conversion Date": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Exchange Rate Reference

not applicable

Agent":

"Exercise Date":

I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

Valuation Date

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

The Banking Day at the respective place of the Exercise Agent pursuant to No. 3 (1), on which the exercise prerequisites pursuant to No. 3 (1) are met for the first time at 10:00 a.m. (local time at the place of the

respective Exercise Agent).

"Form of the Warrants": The Warrants will be issued in dematerialized bearer form

(au porteur) and inscribed in the books of the Central Securities Depositary which shall credit the accounts of the Account Holders. No physical document of title (including certificats représentatifs pursuant to Article R.211-7 of the French Monetary and Financial Code (Code monétaire et financier)) will be issued in respect of

the Warrants.

"Issue Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Issuer's Website": www.citifirst.com

"Maturity Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Minimum Exercise Volume": 100 Warrant(s) per ISIN or an integral multiple thereof

"Minimum Trading Volume": 1 Warrant(s) per ISIN or an integral multiple thereof

"Modified Exercise Date + 1": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

not applicable

"Modified Exercise Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

The first Exercise Date which is a Banking Day at the Auxiliary Location and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant Adjustment Exchange as specified in Table 2 of the Annex to the Issue Specific Conditions.

"Modified Valuation Date + 1": not applicable

"Modified Valuation Date": not applicable

"Multiplier": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Number": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Payment Date upon Exercise": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

At the latest the fifth common Banking Day following the Exercise Date at the registered office of the Issuer and the place of the Central Securities Depositary.

"**Reference Currency**": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"**Reference Price**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Reference Rate for Currency

Conversion":

not applicable

"Rollover Date": not applicable

"Settlement Currency": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Strike": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type of Exercise": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Underlying": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Valuation Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

As specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation

Date.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

In case of an exercise during the Exercise Period, the Valuation Date as specified in Table 2 of the Annex to the Issue Specific Conditions; in case of an Automatic Exercise, the Valuation Date as specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation Date.

No. 3 Exercise of the Option Rights

I. Applicable in the case of Warrants with a European Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

- (1) The Option Right may be exercised by the Warrant Holder only with effect as of the Valuation Date for the respective Warrant. If the Cash Amount results in a positive value, the Option Right attaching to the respective Warrant shall be deemed to be exercised on the Valuation Date without further preconditions and without the submission of an explicit Exercise Notice (referred to in the following as "Automatic Exercise").
- (2) The Issuer will transfer any positive Cash Amount to the Central Securities Depositary on the Maturity Date for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid.
- (3) The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer. In the event that the onward transfer of the Cash Amount or of the fair market value is not possible within three months after the Maturity Date ("Presentation Period"), the Issuer shall be entitled to deposit the relevant amounts with the Frankfurt am Main Local Court for the Warrant Holders at their risk and expense with a waiver of its right to reclaim those amounts. Upon the deposit of the relevant amounts with the Court, the claims of the Warrant Holders against the Issuer shall expire.
- (4) All taxes or other levies that may be incurred in connection with the payment of the Cash Amount or of the fair market value shall be borne by the Warrant Holders.
- (5) If the Valuation Date falls between the date on which the Issuer determines that there are grounds for making an Adjustment in accordance with No. 6 of the Issue Specific Conditions and the date on which the Issuer has given notice of the Adjustments (referred to in the following as the "Adjustment Period"), the Valuation Date shall be the first Banking Day common to the head office of the Issuer and to the location of the Central Securities Depositary following the date on which the Issuer has given notice of the Adjustments for the Valuation Date. The calculation of the Cash Amount in accordance with No. 2 of the Issue Specific Conditions shall be based on the relevant Reference Price of the Underlying on the Valuation Date together with the Adjustments made by the Issuer.
- (6) The Cash Amount and the fair market value shall be paid in the Settlement Currency without a requirement for the Issuer to give notice of any kind.
- (7) A declaration shall be deemed to have been made automatically that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell

or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell, resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the respective series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

(1) For the exercise of the Warrants to be effective, the holder of the respective Warrant must comply with the preconditions set out below with respect to the relevant Exercise Agent within the Exercise Period for the respective Warrant. The Exercise Period for the Warrants shall begin in each case on the third Banking Day after the Issue Date and shall end in each case at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the Valuation Date or, if the Reference Price of the Underlying is usually determined before 11.00 a.m. (local time at the location of the relevant Exercise Agent), the Exercise Period ends at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the last Trading Day preceding the last Valuation Date. The provisions of paragraphs (2) to (4) of this No. 3 II shall also apply.

If the Option Rights are exercised via the Exercise Agent in **France**, the Warrant Holder must submit to Citibank International plc., France (the "**Exercise Agent**") at the following address:

Citibank International plc. - Service Titres, 1-5 Rue Paul Cezanne, 75008 Paris, France a properly completed "Paris" Exercise Notice for the respective ISIN (International Securities Identification Number) using the form available from the Issuer (referred to in the following as "Exercise Notice") and must have transferred the Warrants which it is intended to exercise

- to the Issuer crediting its account No. 186 at Euroclear France, account nature 51 or its account No. 67098 at Clearstream Luxembourg.

The Exercise Notice must specify:

- the ISIN (International Securities Identification Number) of the Warrant series and the number of Warrants intended to be exercised and
- the account of the Warrant Holder with a bank in France into which the Cash Amount is to be paid. If the Exercise Notice does not specify an account or specifies an account outside France, a check for the Cash Amount will be sent to the Warrant Holder at his risk by normal post to the address given in the Exercise Notice within five (5) Banking Days in Frankfurt am Main and Paris following the Valuation Date.
- Confirmation must also be given that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell,

resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

- (2) The Exercise Notice shall become effective on the Exercise Date according to No. 2 (3) of the Issue Specific Conditions. The Exercise Notice may not be revoked, including during the period prior to the date on which it becomes effective. All of the preconditions set out in No. 3 (1) of the Issue Specific Conditions must be satisfied within five (5) Banking Days of the occurrence of the first precondition. In any other circumstances, the Issuer shall have the right to return any payments already made to the Warrant Holder without interest at his risk and expense; in this event the Exercise Notice shall not become effective.
- (3) Option Rights that have not been exercised effectively in accordance with paragraphs (1) and (2) shall be deemed, subject to early termination by means of extraordinary Termination pursuant to No. 2 of the General Conditions, to be exercised on the final day of the Exercise Period without further preconditions, if the Cash Amount is positive ("Automatic Exercise"). In the event of Automatic Exercise, the confirmation referred to in the last subparagraph of paragraph (1) shall be deemed to have been given automatically. In any other circumstances, all rights arising from the Warrants that have not been exercised effectively by then shall expire on that day and the Warrants shall become invalid.
- (4) All taxes or other levies that may be incurred in connection with the exercise of the Warrants shall be borne by the Warrant Holder. The exercise or settlement amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.
- (5) The Issuer will transfer any Cash Amount to the Central Securities Depositary on the Payment Date upon Exercise for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid. The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer.

No. 4 (not applicable)

Part B. Underlying Specific Conditions

No. 5 Underlying

- (1) The "**Underlying**" shall be the share or security representing shares specified as the Underlying in Table 2 of the Annex to the Issue Specific Conditions of the Company specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Company**").
- (2) The "Reference Price" of the Underlying shall correspond to the price specified as the Reference Price of the Underlying in Table 1 of the Annex to the Issue Specific Conditions,

as calculated and published on Trading Days on the Relevant Exchange specified in Table 2 of the Annex to the Issue Specific Conditions (the "Relevant Exchange"). "Trading Days" shall be days on which the Underlying is normally traded on the Relevant Exchange. "Trading Hours" shall be hours during which the Underlying is normally traded on the Relevant Exchange on Trading Days.

No. 6 Adjustments

(1) If an Adjustment Event pursuant to paragraph (2) of this No. 6 occurs, the Issuer shall determine whether the relevant Adjustment Event has a diluting, concentrative or other effect on the computed value of the Underlying and, if such is the case, shall if necessary make a corresponding Adjustment to the affected features of the Warrants, which in its reasonable discretion is appropriate in order to take account of the diluting, concentrative or other effect and to leave the Warrant Holders as far as possible in the same position in financial terms as they were in before the Adjustment Event took effect. The Adjustments may relate, inter alia, to the Strike, the Multiplier and other relevant features, as well as to the replacement of the Underlying by a basket of shares or other assets or, in the event of a merger, by an adjusted number of shares of the absorbing or newly formed company and, where relevant, the specification of a different exchange as the Relevant Exchange and/or a different currency as the Reference Currency. The Issuer may (but is not obliged to) base the determination of this appropriate Adjustment on the adjustment made in response to the relevant Adjustment Event by a futures exchange, on which options or futures contracts on the Underlying are traded at the time of the Adjustment Event, in respect of options or futures contracts on the relevant share traded on that futures exchange.

(2) An "Adjustment Event" shall be:

- (a) the subdivision (stock split), combination (reverse stock split) or reclassification of the respective shares or the distribution of dividends in the form of bonus shares or stock dividends or a comparable issue;
- (b) the increase in the capital of the Company by means of the issue of new shares in return for capital contributions, with the grant of a direct or indirect subscription right to its shareholders (capital increase for capital contributions);
- (c) the increase of the capital of the Company from its own financial resources (capital increase from corporate funds);
- (d) the grant by the Company to its shareholders of the right to subscribe for bonds or other securities with option or conversion rights (issue of securities with option or conversion rights);
- (e) the distribution of an extraordinary dividend;
- (f) the spin-off of a division of the Company in such a way that a new, independent company is formed or the division is absorbed by a third company, with the grant to the

- shareholders of the Company of shares in either the new company or the absorbing company for no consideration;
- (g) the permanent delisting of the Underlying on the Relevant Exchange as a result of a merger by absorption or new company formation or for another reason;
- (h) other comparable events that could have a diluting, concentrative or other effect on the calculated value of the Underlying.
- (3) The rules described in the preceding paragraphs shall apply analogously to securities representing shares as the Underlying (such as ADRs, ADSs or GDRs).
- (4) Changes in the method of calculating the Reference Price or other prices for the Underlying that are relevant in accordance with these Terms and Conditions, including a change in the Trading Days or Trading Hours relevant for the Underlying, shall entitle the Issuer to adjust the Option Right accordingly in its reasonable discretion. The Issuer shall determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change.
- (5) In the event that the Underlying is permanently delisted on the Relevant Exchange but continues to be listed on another exchange or another market which the Issuer in its reasonable discretion considers to be suitable (the "New Relevant Exchange"), then, subject to extraordinary Termination of the Warrants by the Issuer pursuant to No. 2 of the General Conditions, the Cash Amount shall be calculated on the basis of the corresponding prices for the Underlying calculated and published on the New Relevant Exchange. In addition, all references in these Terms and Conditions to the Relevant Exchange shall then be deemed, insofar as the context allows, to be references to the New Relevant Exchange.
- (6) In the event that a voluntary or compulsory liquidation, bankruptcy, insolvency, winding up, dissolution or comparable procedure affecting the Company is initiated, or in the event of a process as a result of which all of the shares in the Company or all or substantially all of the assets of the Company are nationalized or expropriated or required to be transferred in some other way to government bodies, authorities or institutions, or if following the occurrence of an event of another kind the Issuer reaches the conclusion that it is not possible to make an Adjustment that would reflect the changes that have occurred appropriately from a financial point of view, then the Issuer will terminate the Warrants pursuant to No. 2 of the General Conditions.
- (7) The Issuer shall give notice of the Adjustments and the date on which the Adjustments become effective in accordance with No. 4 of the General Conditions.

No. 7 Market Disruption Events

(1) If a Market Disruption Event in accordance with paragraph (2) of this No. 7 exists on the Valuation Date, then the Valuation Date shall be postponed to the next following day which fulfills the criteria for a Valuation Date in accordance with No. 2 of the Issue Specific Conditions and on which a Market Disruption Event no longer exists. The Issuer shall endeavor to give notice to the Warrant Holders without delay in accordance with No. 4 of the

General Conditions that a Market Disruption Event has occurred. However, there shall be no obligation to give notice. If, as a result of the provisions of this paragraph, the Valuation Date has been postponed for five (5) consecutive days that fulfill the criteria for a Valuation Date in accordance with No. 2 (3) of the Issue Specific Conditions and if the Market Disruption Event continues to exist on that day as well, then that day shall be deemed to be the Valuation Date and the Issuer shall determine the Cash Amount in its reasonable discretion taking account of the market conditions prevailing on any such deemed Valuation Date.

(2) "Market Disruption Event" shall mean

- (i) the suspension or restriction of trading in the Underlying on the Relevant Exchange, or
- (ii) the suspension or restriction of trading (including the lending market) in a futures or options contract based on the Underlying on a Futures Exchange on which futures or options contracts based on the Underlying are traded (the "Futures Exchange");

if that suspension or restriction occurs or exists in the last half-hour before the calculation of the closing price of the Underlying that would normally take place and is material as determined by the Issuer in its reasonable discretion. A change in the Trading Days or Trading Hours on or during which the Underlying is traded does not constitute a Market Disruption Event, provided that the change takes place as the result of a previously announced change in the trading regulations by the Relevant Exchange.

ANNEX TO THE ISSUE SPECIFIC CONDITIONS

Table 1 – supplementary to Part A. Product Specific Conditions

Issue Date: 22/01/2014

Initial value date in France: 27/01/2014

ISIN / Local Trading Code	Underlying	Туре	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike	Multiplier	Valuation Date / Maturity Date	Type of Exercise	Number	Reference Price of the Underlying ("Reference Price")
DE000CF6Z766 / 5159C	Technip	CALL	No	EUR 0.30	Euro (EUR)	EUR 65.00	0.1	20/03/2014 / 27/03/2014	European	3,000,000	Closing price

Table 2 – supplementary to Part B. Underlying Specific Conditions

Underlying (Company) / Share type	ISIN or Reuters	Relevant Stock Exchange /	Valuation Date /	Currency in which the	
	Code of the	Relevant Adjustment Exchange for the	Currency Conversion Date	Reference Price is expressed	
	Underlying	Underlying ("Adjustment Exchange")		("Reference Currency")	
Technip SA / Common Shares	FR0000131708	Euronext Paris / EUREX Frankfurt	See Table 1 / not applicable	Euro (EUR)	

The following specific meanings shall apply in this context:

Deutsche Börse AG, Frankfurt, Germany (XETRA®)

EUREX : EUREX, Frankfurt, Germany

STOXX Limited, Zurich : STOXX Limited, Zurich, Switzerland

Dow Jones & Company, Inc., New York, U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

Nikkei Inc. : Nikkei Inc., Tokyo, Japan

Standard & Poor's Corp., New York, N.Y., U.S.A.

AEX Options and Futures Exchange : AEX Options and Futures Exchange, Amsterdam, The Netherlands

Bolsa de Derivados Portugal, Lisbon, Portugal : Bolsa de Derivados Portugal, Lisbon, Portugal

EUREX : EUREX, Zurich, Switzerland

Euronext Amsterdam/ Euronext Lisbon/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Euronext Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Discrete Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Paris S.A., Paris, France

Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.) : Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.), Helsinki, Finland

Helsinki Derivatives Exchange (HEX Ltd.) : Helsinki Derivatives Exchange (HEX Ltd.), Helsinki, Finland

HSIL : Hang Seng Indexes Company Limited ("HSIL"), Hong Kong, China

Madrid stock exchange : Bolsa de Madrid, Madrid, Spain

MEFF
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
New York Stock Exchange, New York, NY, USA
OCC
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signatu

OSE : Osaka Securities Exchange, Osaka, Japan TSE : Tokyo Stock Exchange, Tokyo, Japan SIX Swiss Exchange, Swiss Exchange : SIX Swiss Exchange, Switzerland

RISK FACTORS

Investors should read carefully the risk factors set out under "I. Risk factors of Warrants" in the Securities Note and under 1. in the Registration Form.

In particular, the following optional risk factors that relate only to certain types of Warrants are applicable to these Warrants (please refer to "I. Risk factors of Warrants" in the Securities Note):

- Risk relating to the loss of time value of Warrants depending on the remaining term
- Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs

ADDITIONAL INFORMATION

Name and address of the paying agents and the calculation agent

Paying Agent(s):

Citigroup Global Markets Ltd., 1-5 Rue Paul Cézanne, 75008 Paris, France

Calculation Agent:

Citigroup Global Markets Deutschland AG, Frankfurter Welle, Reuterweg 16, D-60323 Frankfurt am Main, Federal Republic of Germany

Conflicts of interest

With respect to interests of natural and legal persons involved in the issue and resulting potential conflicts of interest, please refer to "4. Risk of conflicts of interest" under "I. Risk factors of Warrants" in the Securities Note.

Offer method

The Warrants are being offered over-the-counter on a continuous basis in one series.

The offer of the Warrants begins in France on 22/01/2014.

Stock exchange listing

The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.

Consent to the use of the Prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*, "WpPG").

Issue price, price calculation and costs and taxes on purchase

The initial issue price is specified in Table 1 of the annex to the Issue Specific Conditions.

Both the initial issue price and the bid and offered prices quoted by the Issuer during the term of the Warrants are calculated using theoretical pricing models. In this context, the bid and offered prices for the Warrants are determined on the basis, among other things, of the mathematical value of the Warrants, the costs of hedging and accepting risk and the expected return. Please see also the information provided under "Risk relating to the calculation of the warrant prices" and "4. Risk of conflicts of interest", both in Section "I. Risk factors of Warrants".

No costs or taxes of any kind for the warrant holders will be deducted by the Issuer whether the Warrants are purchased off-market (in countries where this is permitted by law) or via a stock exchange. Such costs or taxes should be distinguished from the fees and costs charged to the purchaser of the Warrants by his bank for executing the securities order, which are generally

shown separately on the statement for the purchase transaction in addition to the price of the Warrants. The latter costs depend solely on the particular terms of business of the warrant purchaser's bank. In the case of a purchase via a stock exchange, additional fees and expenses are also incurred. Furthermore, warrant holders are generally charged an individual fee in each case by their bank for managing the securities account. Notwithstanding the foregoing, profits arising from the Warrants or capital represented by the Warrants may be subject to taxation.

Information on the underlying

Website: www.technip.com

Disclaimers in relation to Share Prices used as Underlyings

Insofar as share prices are the underlying of Warrants issued by the issuer and described in this Final Terms document, the respective public limited company that has issued the relevant shares, to whose reference price the Warrants relate (the "Issuer of the Underlying"), does not express any recommendation for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main. The Issuer of the underlying neither directly nor indirectly assumes any liability for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main.

The Warrants are the sole obligation of Citigroup Global Markets Deutschland AG and do not involve liability on the part of the Issuer of the underlying. This is not an offer of shares. The Issuer of the underlying has not been and does not want to be involved, neither directly nor indirectly, in deciding the timing of the issue, or the preparation of this document, or the constitution of the option rights under these securities. Furthermore, the Warrant Holder will not have any right through the Warrant to any information, votes or dividends in the Issuer of the underlying.

Publication of additional information

The Issuer does not intend to provide any additional information about the underlying.

The Issuer will publish additional notices described in detail in the terms and conditions. Examples of such notices are adjustments of the features of the Warrants as a result of adjustments relating to the underlying which may, for example, affect the conditions for calculating the cash amount or a replacement of the underlying. A further example is the early redemption of the Warrants if an adjustment cannot be made.

Notices under these terms and conditions are generally published on the Issuer's website. If and to the extent that mandatory provisions of the applicable laws or exchange regulations require notices to be published elsewhere, they will also be published, where necessary, in the place prescribed in each case.

Selling restrictions

Information on selling restrictions can be found under "VI. Selling restrictions" in the Securities Note.

ANNEX – ISSUE SPECIFIC SUMMARY

Section A – Introduction and warnings

This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the A.1 "Issuer") and of the Warrants issued under the Tripartite Base Prospectus. The Summary is intended as an introduction to the Tripartite Base Prospectus, which comprises this Summary, the Registration Form of Citigroup Global Markets Deutschland AG dated 03 May 2013 including any supplements and the Securities Note of Citigroup Global Markets Deutschland AG dated 13 May 2013. Investors should therefore ensure that any decision to invest in the Warrants is based on a review of the entire Prospectus, including any supplements and the Final Terms. Where claims relating to the information contained in a base prospectus, any supplements, and the respective Final Terms are brought before a court, the investor acting as plaintiff may, as a result of the laws of individual member states of the European Economic Area, have to bear the costs of translating the base prospectus, any supplements, and the Final Terms into the language of the court prior to the commencement of legal proceedings. The Issuer can be held liable for the content of this Summary, including any translation prepared, but only in the event that the Summary is misleading, inaccurate or inconsistent when read in conjunction with the other parts of the Prospectus, or, when read in conjunction with the other parts of the Tripartite Base Prospectus, does not convey all of the key information required.

A.2 Consent to use the prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent) for offers in France (the "Offer State"). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (Wertpapierprospektgesetz, "WpPG").

In the event of an offer by a financial intermediary, the terms and conditions of the offer must be provided to investors at the time of the offer by the financial intermediary.

Sectio	Section B – Issuer and any guarantors		
B.1	The legal and commercial name of the issuer.	The legal and commercial name of the Issuer is Citigroup Global Markets Deutschland AG.	
B.2	The domicile and legal form of the issuer, the legislation under which the issuer operates and its country of incorporation.	Prankfurt am Main; the address of Citigroup Global Markets Deutschland AG is Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, Federal Republic of Germany (telephone +49 (0)69-1366-0). Legal form and jurisdiction The Issuer is a stock corporation (Aktiengesellschaft, "AG") under German law. Place of registration The Issuer is entered in the commercial register of the Frankfurt am Main Local Court under the number HRB 88301.	

	T.	
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Bank expects world economic growth in 2013 to increase slightly from 2.5 per cent to 2.6 per cent. In 2014 growth should increase to 3.2 per cent. The slowdown in worldwide economic growth was principally due to the slowdown of growth in the industrialized countries. The Bank expects moderate growth of 1.0 per cent for industrialized countries in 2013 and a modest increase to 1.6 per cent in 2014.
		Overall the Bank expects continued significant variations between different regions in the world.
		The Bank expects a mild recession in the Eurozone (the Bank's growth forecasts are for -0.6 per cent and -0.4 per cent for 2013 and 2014). This is seen to be due to the continuing sovereign debt crisis and the high level of private sector indebtedness in the peripheral European countries. The ECB is expected to continue to act to stabilise markets and to reduce interest rates in the second quarter of 2013 depending on further economic growth in the Eurozone, which could be followed by a forecast final interest rate reduction in the second half of the year. The Bank considers it likely that Southern Europe and Ireland will only gradually reach a common sustainable fiscal path. If the core countries in future are no longer prepared to increase their support for the peripheral states, this could lead to a raft of debt restructurings (with likely longer maturities and interest rate reductions), but probably not before 2015.
		In the Warrants and Certificates Division, the competition is expected to remain intense among leading issuers. Further regulatory challenges are expected, which have to be integrated into the business in a timely manner.
		Given the forecasts made by the individual business divisions and a restrictive cost management approach, the Bank is expecting continued overall profits in fiscal years 2013 and 2014.
B.5	If the issuer is part of a group, a description of the group and the issuer's position	The Issuer is a member of the German subgroup of Citigroup. As a public limited company, it is managed by the executive board. The Issuer is wholly-owned by the German holding company, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, a limited partnership with registered offices in Frankfurt/Main.
	within the group.	Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is also a silent partner of the Issuer, having a silent equity interest ("Stille Einlage") totalling EUR 122,710,051.49 as of 30 November 2012. The general partner of Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is Citigroup Global Markets Finance LLC (USA). The sole limited partner is Citi Overseas Investment Bahamas Inc.
		All shares of Citigroup Global Markets Finance LLC are held by Citi Overseas Investment Bahamas Inc., the sole shareholder of which is Citibank Overseas Investment Corporation (USA). This company is in turn 100 per cent owned by Citibank, N.A. (USA). Citibank, N.A. (USA) is a 100 per cent owned subsidiary of Citicorp (USA), which in turn is a 100 per cent owned subsidiary of Citigroup, Inc. (USA).
B.9	Where a profit	Not applicable; the Issuer has decided not to make any profit forecasts or profit

	forecast or estimate is made, state the figure.	estimates in the Base Prosp	ectus.		
B.10	A description of the nature of any qualifications in the audit report on the historical financial information.	The annual financial state December 2011 to 30 Nov 2011 were audited by the unqualified auditor's opinion	vember 2012 and ne Issuer's statuto	1 December 201	0 to 30 November
B.12	Selected historical key financial information regarding the issuer, presented for each financial year of the period	Key Annual Financial Deutschland AG The table below provides a which have been taken fro prior fiscal year (fiscal year business development of Ci	m the audited fin ar 2011) and fisca	ertain noteworthy ancial statements I year 2012 and	2012 between the thereby reveals the
	covered by the historical financial information and any		30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro	
	subsequent interim	Balance sheet total	9,543	8,690	
	financial period accompanied by	Business volume	11,162	10,163	
	comparative data	Equity capital	590	588	
	from the same	Loan portfolio	5,365	5,196	
	period in the prior financial year,	Number of employees	348	361	
	except that the	- Company of the comp			I
	requirement for comparative balance sheet information is satisfied by		01.12.2011 - 30.11.2012 in million Euro	prior fiscal year (01.12.2012 - 30.11.2011) in million Euro	
	presenting the year- end balance sheet	Interest income from operations	11	29	
	information. A statement that there	Commissions from brokerage business	111	96	
	has been no material adverse change in the	Commissions from securities business	18	17	
	prospects of the issuer since the date	Net income from financial trading operations	25	60	
	of its last published audited financial	General administrative expenses	161	137	
	statements or a description of any material adverse change.	As of the balance sheet da following components:	ate, the balance s	sheet equity cap	ital consists of the
	A description of				

significant changes in the financial or trading position of the issuer subsequent to the period covered by the historical financial information.

	30.11.2012 in million Euro (audited)	prior fiscal year (30.11.2011) in million Euro (audited)
Subscribed capital		
Share capital	210.6	210.6
Silent partner capital	122.7	122.7
Capital reserves	195.8	193.8
Legal reserves	33.0	33.0
Other earnings reserves	27.9	27.9

In addition, as part of incorporating the new rules under the BilMoG pursuant to § 340g of the German Commercial Code (HGB), a new separate item was created ("Fund for general banking risks") in the amount of EUR 9.4m (EUR 6.6m in the previous year).

The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows:

	30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro
Equity capital on balance sheet	590.0	588.0
Less intangible assets	0	-1.2
Core capital	599.3	594.3
Supplementary capital	0.0	0.0
Equity capital	599.3	594.3
Capital ratios		
Tier one capital in %	33.6	29.3
Total capital ratio in %	33.6	29.3

Despite the debt crisis in the Eurozone and the concomitant volatility on the international financial markets, Citigroup Global Markets Deutschland AG was once again able to earn a profit in the recently completed fiscal year.

Key Semi-Annual Financial Information of Citigroup Global Markets Deutschland AG

The table below provides a comparison of certain noteworthy financial statistics for the first half of the financial year 2013 which have been taken from the unaudited interim financial statements 2013 between the prior fiscal year and/or the previous year's figures and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

	31.05.2013	30.11.2012	
	in million Euro	in million Euro	

Balance sheet total	11,147	9,543
Business volume	12,628	11,162
Equity capital	590	590
Loan portfolio	5,179	5,365
Number of employees on the balance sheet date	263	334

	01.12.2012 - 31.05.2013 in million Euro	01.12.2011 - 31.05.2012 in million Euro
Interest income from operations	3	7
Commissions from brokerage business	20	33
Commissions from securities business	8	9
Net income from financial trading operations	29	16
General administrative expenses	72	70

Statements as regards trend information and financial or trading position

The Issuer declares that since the date of the last audited annual financial statements on 30 November 2012 no material adverse change in the prospects of the Issuer has occurred.

Furthermore, the Issuer declares that since the date of the last interim financial statements on 31 May 2013 no significant change has occurred in the financial or trading position of the Issuer.

B.13 A description of any recent events particular to the issuer which are to a material extent relevant to the evaluation of the issuer's solvency.

Significant events that may have a material impact on the assessment of the Issuer's solvency can not be determined at the moment. However, Citigroup Global Markets Deutschland AG is currently subject to an extra-ordinary audit on withholding taxes by the Frankfurt-Hoechst tax authority for the years 2007-2008. In this context the tax authority has expressed its view that Citigroup Global Markets Deutschland AG may not have deducted and paid withholding taxes from dividends received in connection with so called cum-ex transactions for shares held by it in custody for its clients as required. Based on these findings the tax authority is currently of the view that Citigroup Global Markets Deutschland AG is liable for non deducted withholding taxes in the amount of more than Euro 706 million for the years 2007 and 2008. In case the tax authority's view should succeed further tax liability for the years 2009 to 2011 may arise which can not be estimated at the moment.

The main starting point for the liability claim of the tax authorities is the question if Citigroup Global Markets Deutschland AG is to be qualified as a German bank

		executing the trade (<i>die den Verkaufsauftrag ausführende Stelle</i>) in the respective years. Furthermore, the method applied to identify the amount of the liability claim is debatable as well as the question if Citigroup Global Markets Deutschland AG can be held liable as principal debtor. Citigroup Global Markets Deutschland AG has obtained legal advice from a reputable tax consultant office as well as from a reputable accounting firm. Based thereon, the management of Citigroup Global Markets Deutschland AG is of the view that the likelihood to win any legal proceedings in this matter exceeds 50 per. cent. On this basis, Citigroup Global Markets Deutschland AG's management has decided to put up a reserve only for expected legal advice and litigation expenses, if any, and has decided that 2 million Euro is an adequate figure in this respect. Furthermore, it should be noted that Citigroup is currently evaluating measures to
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	optimize its organizational structure. Citigroup Global Markets Finance Corporation as the German holding company owns 100% of the shares of the Issuer. Pursuant to § 17 (2) of the German Stock Corporation Act (<i>Aktiengesetz</i> , "AktG"), it is assumed that a company in which a majority of the shares is held by another company is dependent upon that other company.
B.15	A description of the issuer's principal activities.	The Issuer is engaged in the business of corporate and investment banking and offers companies, governments and institutional investors comprehensive financial solutions in the areas of investment banking, fixed income, foreign exchange, equities and derivatives, and global transaction services; in addition it is a leading issuer of warrants and certificates whose end investors are predominantly retail clients. Since the end of 2012 the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.
B.16	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control.	In addition to the inclusion of the Issuer in the Citigroup Inc. group of companies referred to above, the Issuer is also party to a control and profit and loss transfer agreement with its immediate parent company. Under the terms of the agreement, the Issuer has placed the management of its business under the control of its immediate parent company. Accordingly, the immediate holding company has the right to give instructions to the Issuer. The agreement also requires the Issuer to transfer its entire profit to its immediate parent company. In return, the immediate parent company is required to make up any annual loss of the Issuer arising during the period of the agreement, as provided in detail by § 302 (1) and (3) AktG.

Section C – Securities		
C.1	•	Type/form of the Warrants
	type and the class of the securities being offered	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with

	and/or admitted to trading, including any security identification number.	options. One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. The leverage effect of the Warrant operates in both directions – not only to the investor's advantage in the event of the favorable performance of the factors determining the value, but also to the investor's disadvantage in the event of their unfavorable performance. The payment due under a Warrant on exercise or early termination depends on the value of the underlying at the relevant time.
		The Warrants will be issued in dematerialized bearer form (<i>au porteur</i>) and inscribed in the books of the central securities depositary which shall credit the accounts of the account holders. No physical document of title (including <i>certificats représentatifs</i> pursuant to Article R.211-7 of the French Monetary and Financial Code (<i>Code monétaire et financier</i>)) will be issued in respect of the Warrants.
		Security identification number
		ISIN: DE000CF6Z766
		Local Code: 5159C
C.2	Currency of the securities issue.	Euro
C.5	A description of any restrictions on the free transferability of the securities.	Each Warrant is transferable in accordance with the laws applying in each case and, where relevant, the respective applicable regulations and procedures of the securities depositary in whose records the transfer is registered.
C.8	A description of the	Applicable law for the securities
	rights attached to the securities including ranking and including limitations to those	The Warrants are subject to German law. The constituting of the Warrants may be governed by the laws of the jurisdiction of the central securities depository.
	rights.	Rights attached to the Warrants
		Each Warrant grants the holder the right to the cash amount as described in more detail under C.15.
		Status of the Warrants
		The Warrants create direct, unsecured and unsubordinated obligations of the Issuer that rank <i>pari passu</i> in relation to one another and in relation to all other current and future unsecured and unsubordinated obligations of the Issuer, with the exception of obligations that have priority due to mandatory statutory provisions.
		Limitations to the rights
		The Issuer has the right to terminate the Warrants and to amend the terms and conditions pursuant to the provisions specified in the terms and conditions of the Warrants.

C.11	An indication as to whether the securities offered are or will be the object of an application for admission to trading, with a view to their distribution in a regulated market or other equivalent markets with an indication of the markets in question.	The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.
C.15	A description of how	Description of Call Warrants with European type of exercise
	the value of the investment is affected by the value of the	Call Warrants enable investors to participate on a disproportionate (leveraged) basis in the positive performance of the underlying.
	underlying instrument(s), unless the securities have a denomination of at least EUR 100,000.	In return, however, they also participate on a leveraged basis in any negative performance of the underlying and in addition bear the risk that the Call Warrant may expire worthless if the reference price of the underlying reaches or falls below the strike.
		On the maturity date, the cash amount received by the investors is the difference, multiplied by the multiplier, by which the reference price of the underlying determined on the valuation date is higher than the respective strike. If the reference price is equal to or lower than the strike, the Call Warrant expires worthless.
C.16	The expiration or	Maturity date: 27/03/2014
	maturity date of the derivative securities –	Exercise date: 20/03/2014
	the exercise date or final reference date.	Valuation date: 20/03/2014
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants with automatic exercise, i.e. a European type of exercise, the Issuer will transfer any positive cash amount to the central securities depositary on the maturity date for the credit of the warrant holders registered with the central securities depositary at the close of business on the preceding banking day at the head office of the central securities depositary.
		The central securities depositary has given an undertaking to the Issuer to make a corresponding onward transfer.
C.18	A description of how the return on derivative securities takes place.	In the case of Warrants with a European type of exercise, the option right may be exercised by the warrant holder only with effect as of the valuation date for the respective Warrant. If the cash amount results in a positive value, the option right attaching to the respective Warrant is deemed to be exercised on the valuation date without further preconditions and without the submission of an explicit exercise notice ("Automatic Exercise").

C.19	The exercise price or the final reference price of the underlying.	Reference price on the valuation date: Closing price		
C.20	A description of the type of the underlying and where the information on the underlying can be found.	Type: share or security representing shares WKN: 891997 ISIN: FR0000131708 Company: Technip SA Relevant stock exchange: Euronext Paris Reuters page: TECF.PA Website: www.technip.com		
Section	D – Risks			
D.2	Key information on the key risks that are specific to the issuer.	Risk of the cessation or limitation of price-setting by the Issuer If the Issuer were to limit or completely abandon its voluntary intention to set bid and offered prices, there would be a danger, if prices for Warrants were not set by any other party that investors would have to wait for the final maturity of the Warrants or, where early exercise is possible, exercise the option right.		
		Liquidity risk despite control and profit and loss transfer agreement The Issuer would also be unable to meet its obligations arising from the securities despite the control and profit and loss transfer agreement if, in the event that the Issuer generated a net loss, while the immediate parent company would in principle be required to assume that loss, it was unable or unwilling to comply with this contractual obligation as a result of its own liquidity difficulties or overindebtedness.		
		Brokerage of transactions for other Group companies and allocation of work within Citigroup		
		The great majority of the Issuer's commission income consists of transfer pricing income from brokerage transactions with affiliated companies. The Issuer's costs arising from the exchange of services with individual Group companies are reimbursed on the basis of existing agreements using transfer prices. For this purpose, income and expenses, in particular commission income for transactions assisted by the bank in an advisory capacity in the context of its sales activities, are determined and allocated to the relevant areas providing the services. The transactions relate to equity trading, bond issues and corporate finance as well as to the sale of structured products, corporate derivatives and currency management products, and also global relationship banking. This process is coordinated closely across all areas with Citigroup Global Markets Limited, London, in particular, and also with Citibank, N.A., London.		

If a decision were made within Citigroup to reallocate the relevant activities to other Group companies, the Issuer could lose a material source of income.

Risks in the lending business

The Issuer's loan portfolio consists mainly of loans to international customers in the industrial and financial services sectors with investment grade credit ratings. Loan defaults have been avoided in recent years thanks to this business policy. The loan portfolio is mainly concentrated on a manageable number of borrower units, as defined by German banking law. If significant individual borrowers in the Issuer's portfolio were unable to meet their obligations, therefore, a substantial increase in loan loss provisions would be conceivable in principle and loan defaults could occur.

Interest rate risk

Risk-Treasury assesses and controls the Issuer's interest rate risk. The Issuer's exposure to changes in interest rates maybe a mid to long-term risk in holdings in liquid securities if these were not originally covered by hedging transactions like interest rate swap agreements. The same applies to medium and long-term loans granted by the Issuer. A significant risk from interest rate changes could arise where interest rates are not monitored in a timely or sensitive manner, which may produce the concomitant danger that action to cover such interest rate exposure is not taken early enough.

Operating risk

The Issuer has transferred a number of areas that are significant for the proper management and control of its business activities and the risks associated with them to other companies within and outside Citigroup. In the event that the companies to which these areas have been transferred do not fulfill their contractual obligations or do not do so at the proper time, the ability of the Issuer to meet its own obligations arising from the securities it has issued on the due dates could also be adversely affected.

Tax risks

The tax decisions issued to the Issuer are regularly subject to subsequent review in the form of an external tax audit or to the resolution of individual issues by the relevant courts. This is normal practice and means that an additional tax demand can be issued by the tax authorities years after the original assessment as a result of a tax audit or a generally applicable decision by a tax court.

General business risks

Settlement risk

The risk that a business transaction is incorrectly processed or that a transaction is executed which is different from the intentions and expectations of the Issuer's management.

Information risk

The risk that information, which was generated, received, transmitted or stored within or outside the Issuer's place of business, can no longer be accessed. Furthermore, such information may be of poor quality, or have been wrongly handled or improperly obtained. The information risk also includes risks that are generated by systems and used for processing information.

Reputation risk

This represents the Issuer's risk that its relations with its customers could be harmed if its services are poor or transactions are incorrectly executed. This risk also includes the risk of entering into business relations with counterparties, whose business practices do not conform to the standards or business ethics of the Issuer.

Personnel risk

The Issuer has a high demand for qualified and specially trained professionals and managers. Personnel risk entails the risk of high staff turnover and the risk that the Issuer will be unable to retain a sufficient staff of qualified personnel, as well as the risk that the Issuer's employees may knowingly or negligently violate established regulations or the firm's business ethics standards.

• Legal and regulatory risks

The Issuer views legal risks as any and all risks resulting from binding contracts and governing legislation. Regulatory risks result from the legal environment in which the Issuer does business.

· Risk of fraud

These are both internal and external risks of fraud such as bribery, insider trading and theft of data.

D.6 Ke

Key information on the key risks that are specific to the securities. This must include a risk warning effect that the investors may lose the value of their entire investment or part of it, as the case may be, and/or, if the investor's liability is not limited to value of investment, a statement of that fact, together with a description of the circumstances in which such additional liability

General risk factors of Warrants

Risk of total loss

Warrants represent particularly risky investment instruments. They entail a particularly high risk of losing the capital invested, up to and including a total loss, plus the transaction costs incurred and any borrowing costs.

Risk of default by the Issuer of the Warrants

In the event of the Issuer becoming insolvent, investors could suffer a loss up to and including a total loss. As bearer securities, Warrants do not fall within the scope of the deposit protection arrangements.

Risk arising from above-average fluctuations in the prices of Warrants (leverage effect)

One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. At the same time, Warrants also entail above-average arises and the likely financial effect.

risks of loss.

Risk of the absence or non-functioning of a secondary market in the Warrants or restricted availability of the Issuer's electronic trading system

Investors should not assume that they will be able to sell a Warrant at a particular time or at a particular price during its term. Investors should assume instead that pricing on the exchange can only take place within the spread of bid and offered prices quoted by the Issuer, if available, and that their buy or sell orders on the exchange will be executed with the Issuer as the direct or indirect counterparty.

Risk in connection with the cessation of secondary trading immediately prior to final maturity

The Issuer and/or the exchange cease trading in the Warrants shortly before their valuation date. However, the reference price of the underlying on the valuation date and/or the applicable exchange rate, both of which are important for the purpose of determining the cash amount of the Warrants, may still change between the last exchange trading day and the maturity date, which may be to the disadvantage of the investor. There is a particular risk that the price of the underlying may reach, fall below or exceed a barrier for the first time shortly before the reference price on the valuation date is determined and after trading in the secondary market has already finished.

Currency risk with respect to the intrinsic value of the Warrants

The performance of the investment is subject to a currency risk if the underlying on which the Warrants are based is expressed in a currency other than the currency in which the cash amount is paid out (settlement currency).

Risks relating to market disruption events

In the event of market disruption events with respect to the underlying, the Issuer has the right to postpone the valuation date for the reference price on exercise. This may result in an additional risk for investors if the underlying performs negatively during the time delay or, where applicable, if the exchange rate for converting the intrinsic value into the settlement currency moves in an unfavourable direction for the investor.

Product specific risk factors

Risk relating to the loss of time value of Warrants depending on the remaining term

The price of Warrants is calculated on the basis of two components of price (intrinsic value and time value). The intrinsic value of Warrants during their term is equal to the difference (if positive), multiplied by the multiplier, between the value of the underlying and the strike (Call Warrants). The amount of the time value, on the other hand, is essentially determined on the basis of the remaining term of the Warrant and the expected frequency

		and intensity of the fluctuations in the price of the underlying expected by the Issuer during the remaining term of the Warrant (implied volatility).
		Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs
		The other factors affecting the price of the Warrants include, <i>inter alia</i> , interest rates on the money market relating to the remaining term, expected income from the Issuer's hedging transactions in or related to the underlying and the level of the Issuer's refinancing costs for entering into those hedging transactions.
		Even if the price of the underlying rises in the case of a call option or falls in the case of a put option, therefore, the value of the Warrant may decline as a result of the other factors affecting value. Given the limited term of the Warrant, there is no guarantee that the price of the Warrant will recover in sufficient time. The shorter the remaining term, the greater the risk.
Section	E – Offer	
E.2b	Reasons for the offer and use of proceeds when different from making profit and/or hedging certain risks.	Not applicable; the reasons for the offer are making profit and/or hedging certain risks and the net proceeds from the issuance of Warrants presented in this base prospectus will be used by the Issuer for its general business purposes.
E.3	A description of the terms and conditions of	Offer method, offeror and issue date of the Warrants
	the offer.	The Warrants are being offered over-the-counter on a continuous basis
		The offer of the Warrants begins in France on 22/01/2014.
		The offeror of the Warrants is the Issuer.
		The issue date is: 22/01/2014
		Restrictions on the free transferability of the securities
		The Warrants may be offered or sold only if all applicable securities laws and regulations in force in the jurisdiction in which a purchase, offer, sale or delivery of Warrants is made or in which this document is circulated or kept for inspection have been complied with, and if all consents or authorizations required for the purchase, offer, sale or delivery of the Warrants in accordance with the legal norms in force in that jurisdiction have been obtained.
		In particular, the Warrants are not and will not be registered pursuant to the United States Securities Act of 1933 as amended. They may not be offered, sold, traded or delivered within the United States either directly or indirectly by or to or for the account of a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933), except in the case of exemption from the registration requirements of the

		Securities Act. Any person receiving the cash amount in accordance with		
		these terms and conditions is deemed to have made a declaration that the person entitled to the rights arising from the Warrants is not a US person.		
		Issue price and costs and taxes on purchase		
		The initial issue price is EUR 0.30.		
		The purchase of the Warrants incurs no costs or taxes that are specifically charged by the Issuer to the subscriber or purchaser.		
E.4	A description of any interest that is material to the issue/offer including conflicting interests.	The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it generally act as the calculation agent for the Warrants. This activity can lead to conflicts of interest since the responsibilities of the calculation agent include making certain determinations and decisions which could have a negative effect on the price of the Warrants or the level of the cash amount.		
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may engage in trading transactions in the underlying, other instruments linked to it, or derivatives, stock exchange options or stock exchange forward contracts, or may issue other securities and derivatives based on the underlying. The companies may also be involved in the acquisition of new shares or other securities of the underlying or, in the case of stock indices, of individual companies included in the index, or act as financial advisors to the entities referred to or work with them in the commercial banking business. The companies are required to fulfill their obligations arising in this connection irrespective of the consequences resulting for the warrant holders and, where necessary, to take actions they consider necessary or appropriate in order to protect themselves or safeguard their interests arising from these business relationships. The activities referred to above could lead to conflicts of interest and have a negative effect on the price of the underlying or securities linked to it such as the Warrants.		
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may issue additional derivative securities based on the respective underlying or constituents of the underlying, including securities whose features are the same as or similar to those of the Warrants. The introduction of such products that compete with the Warrants may impact the price of the underlying or the constituents of the underlying and thus also the price of the Warrants. The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may receive non-public information relating to the underlying or the constituents of the underlying, but are under no obligation to pass on such information to the warrant holders. Furthermore, companies belonging to Citigroup, Inc. or affiliated to it may publish research reports relating to the underlying or constituents of the underlying. These types of activities may entail certain conflicts of interest and affect the price of the Warrants.		
E.7	Estimated expenses charged to the investor	The estimated expenses for the Warrants, including the cost for admission to exchange trading, are included in the issue price or the selling price, as		

by the	issuer or	the	the case may be. If the investor purchases the Warrants from a distributor,
offeror.			the purchase price to be paid by the investor may include selling fees that
			have to be disclosed by the distributor.

ANNEXE - RÉSUMÉ EN FRANÇAIS

Section A – Introduction et mises en garde

A.1 Le présent Résumé présente les caractéristiques et les risques principaux de Citigroup Global Markets Deutschland AG (« l'**Émetteur** ») et les Warrants émis au titre de Prospectus Tripartite de Base. Le Résumé a pour finalité de servir d'introduction au Prospectus Tripartite de Base, qui comporte ce Résumé, le Formulaire d'Enregistrement de Citigroup Global Markets Deutschland AG daté du 3 mai 2013 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG daté du 13 mai 2013. Les investisseurs devraient donc veiller à ne prendre aucune décision d'investir dans les Warrants avant d'avoir pris connaissance du Prospectus dans sa totalité, y compris de tous les suppléments et des Conditions Définitives. Dans le cas où un recours relatif aux informations contenues dans un prospectus de base, dans tous les suppléments ou dans les Conditions Définitives respectives serait intenté auprès d'un tribunal, l'investisseur agissant en tant que plaignant pourrait, en vertu des lois de différents États membres de l'Espace économique européen, être contraint de prendre en charge le coût de la traduction du prospectus de base, de tous les suppléments et des Conditions Définitives, dans la langue de travail du tribunal avant le commencement de la procédure judiciaire. L'Émetteur peut être jugé responsable du contenu de ce Résumé, y compris de toute traduction en étant faite, mais seulement dans le cas où le Résumé serait trompeur, inexact ou contradictoire par rapport aux autres parties du Prospectus, ou, dans le cas où il est lu en même temps que les autres parties du Prospectus Tripartite de Base, s'il ne donne pas toutes les informations clés nécessaires.

A.2 – Consentement à l'utilisation du prospectus.

En ce qui concerne les Offres non-dispensées, en vertu de l'Article 3 (2) de la Directive Prospectus, l'Émetteur consent à l'utilisation du Prospectus par tous les intermédiaires financiers (consentement général) pour les offres faites en France (le ou les « État(s) concerné(s) par l'Offre »). Le consentement général à la revente ultérieure et au placement final des valeurs mobilières par le ou les intermédiaires financiers est donné en ce qui concerne France.

La revente ultérieure et le placement final des valeurs mobilières par les intermédiaires financiers peuvent être effectués pendant la période de validité du Prospectus Tripartite de Base en vertu du §9 de la Loi allemande sur les prospectus de valeurs mobilières (*Wertpapierprospektgesetz*, « WpPG »).

Dans le cas d'une offre faite par un intermédiaire financier, les modalités et conditions de l'offre doivent être précisées aux investisseurs au moment où l'offre est faite par l'intermédiaire financier.

Section B – Émetteur et garants

	1	
B.1	Indiquer la raison sociale et le nom commercial de l'émetteur.	La raison sociale et le nom commercial de l'Émetteur est Citigroup Global Markets Deutschland AG.
B.2	Indiquer le siège social et la forme juridique de l'émetteur, la législation régissant ses activités	Siège social Francfort-sur-le-Main; l'adresse de Citigroup Global Markets Deutschland AG est Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, République fédérale d'Allemagne (téléphone +49 (0)69-1366-0).

	ainsi que son pays	
	d'origine.	Forme juridique et législation régissant les activités
		L'Émetteur est une société anonyme (<i>Aktiengesellschaft</i> , « AG ») au sens de la législation allemande.
		Pays d'origine
		L'Émetteur est immatriculé au Registre de commerce du Tribunal local de Francfort-sur-le-Main sous le numéro HRB 88301.
B.4b	Décrire toute tendance connue ayant des répercussions sur l'émetteur et ses secteurs d'activité.	La Banque prévoit une légère accélération de la croissance économique mondiale en 2013, de 2,5% à 2,6 %. En 2014, la croissance devrait atteindre 3,2 %. Le ralentissement de la croissance économique mondiale observée est principalement imputable à la détérioration de la croissance des pays industrialisés. La Banque prévoit une croissance modérée de 1 pour cent pour les pays industrialisés en 2013 et une légère progression à 1,6 % en 2014.
		De façon générale, la Banque s'attend à un maintien d'écarts significatifs entre les différentes régions dans le monde.
		La Banque s'attend à une légère récession dans l'Eurozone (les prévisions de croissance de la Banque sont de -0,6 % et -0,4 % pour 2013 et 2014). Ceci est attribué à la poursuite de la crise de la dette souveraine et au niveau élevé de l'endettement du secteur privé dans les pays européens périphériques. La BCE devrait continuer à intervenir pour stabiliser les marchés et faire baisser les taux d'intérêt au cours du deuxième trimestre 2013 en fonction de la poursuite de la croissance économique de l'Eurozone, qui pourrait être suivie par une réduction finale de taux d'intérêt prévue pour le deuxième semestre. La Banque estime probable que le Sud de l'Europe et l'Irlande n'aboutiront que progressivement à des solutions communes durables en matière fiscale. Si les pays fondateurs ne sont plus déterminés à renforcer leur soutien aux États périphériques à l'avenir, ceci pourrait aboutir à un ensemble de restructurations de dette (avec probablement des échéances à plus long terme et des réductions de taux d'intérêt), mais probablement pas avant 2015.
		Dans la Division warrants et certificats, la concurrence devrait rester intense entre les principaux émetteurs. D'autres modifications de la réglementation devraient intervenir, qui devront être prises en compte en temps opportun pour l'activité.
		Compte tenu des prévisions faites par les différentes divisions et d'une approche restrictive de la gestion des coûts, la Banque s'attend à un maintien global des bénéfices au cours des exercices 2013 et 2014.
B.5	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur.	L'Émetteur est membre du sous-groupe allemand de Citigroup. En tant que société anonyme, il est géré par un conseil d'administration. L'Émetteur est entièrement détenu par une société holding allemande, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, une société en commandite domiciliée à Francfort-sur-le-Main.
		Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est également un associé passif de l'Émetteur, dans la mesure où il détient une participation passive (« Stille Einlage ») d'un montant total de 122 710 051,49 EUR au 30 novembre 2012. L'associé responsable de la société Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est la société

B.9	Lorsqu'une prévision ou une estimation du bénéfice est réalisée, en indiquer le montant.	Citigroup Global Markets Finance LLC (États-Unis). Le commanditaire unique est Citi Overseas Investment Bahamas Inc. Toutes les actions de Citigroup Global Markets Finance LLC sont détenues par Citi Overseas Investment Bahamas Inc., dont le seul actionnaire est Citibank Overseas Investment Corporation (États-Unis). Cette société est elle-même détenue à 100 % par Citibank, N.A. (États-Unis). Citibank, N.A. (États-Unis) est détenue à 100 % par Citicorp (États-Unis), qui est elle-même détenue à 100 % par Citigroup, Inc (États-Unis). Sans objet; l'Émetteur a décidé de ne publier aucune prévision de bénéfice ou estimation de bénéfice dans le Prospectus de Base.				
B.10	Décrire la nature des éventuelles réserves sur les informations financières historiques contenues dans le rapport d'audit.	Les états financiers annuels de l'Émetteur pour les exercices du 1 ^{er} décembre 2011 au 30 novembre 2012 et du 1 ^{er} décembre 2010 au 30 novembre 2011 ont été audités par l'auditeur statutaire de l'Émetteur et ont obtenu une mention sans réserve de la part de l'auditeur.				
B.12	Présenter les informations financières historiques clés sélectionnées pour l'émetteur, pour chaque exercice de la période couverte par ces informations financières historiques et pour toute période intermédiaire ultérieure,	Deutschland AG Le tableau ci-dessous présente une comparaison de certaines statis financières significatives fournies dans les états financiers audités de 2012 l'exercice budgétaire antérieur (exercice 2011) et l'exercice 2012 et rend compte du développement de l'activité de Citigroup Global Markets Deutschers oute 30.11.2012 Exercice				
	accompagnées de			millions d'euros		
	données comparatives	Total du bilan	9.543	8.690		
	couvrant la même période de l'exercice	Volume d'activité	11.162	10.163		
	précédent; la	Fonds propres	590	588		
	présentation des bilans	Volume des prêts	5.365	5.196		
	de clôture suffit toutefois à remplir	Nombre d'employés	348	361		
	l'exigence	1 2			1	
	d'informations bilancielles comparables. Une déclaration		01.12.2011 - 30.11.2012 en millions d'euros	Exercice précédent (01.12.2010 – 30.11.2011) en millions d'euros		
	attestant qu'aucune détérioration significative n'a eue de	Revenus d'intérêt de l'exploitation	11	29		
	répercussions sur les	Commissions de courtage	111	96		
	perspectives de	Commissions d'opérations sur	18	17		

l'émetteur depuis la date de ses derniers états financiers vérifiés et publiés, ou une description de toute détérioration significative.

Une description des changements significatifs de la situation financière ou commerciale l'émetteur survenus après la période couverte par informations financières historiques.

valeurs mobilières		
Revenu net des opérations financières de négoce	25	60
Frais généraux et administratifs	161	137

À la date du bilan, les **fonds propres inscrits au bilan** comprennent les éléments suivants :

	30.11.2012 en millions d'euros (audité)	Exercice précédent (30.11.2011) en millions d'euros (audité)
Capital souscrit		
Capital social	210,6	210,6
Participation de l'associé passif	122,7	122,7
Réserves de capital	195,8	193,8
Réserve légale	33,0	33,0
Autres bénéfices mis en réserve	27,9	27,9

De plus, dans le cadre de l'intégration de nouvelles règles au titre de BilMoG en vertu du §340g du Code allemand du commerce (HGB), un nouveau poste séparé a été créé (« Fonds pour les risques bancaires généraux ») pour un montant de 9,4 millions d'euros (6,6 millions d'euros l'année précédente).

Le capital réglementaire imputé sous BIZ se compose d'un capital de base et de capital supplémentaire (passifs subordonnés) après approbation, comme suit :

	30.11.2012 en millions d'euros	Exercice précédent (30.11.2011) en millions d'euros
Fonds propres au bilan	590,0	588,0
Moins immobilisations	0	-1,2
Capital de base	599,3	594,3
Capitaux supplémentaires	0,0	0,0
Fonds propres	599,3	594,3
Ratios de capitaux		
Fonds propres Tier one en %	33,6	29,3
Ratio de capitaux totaux en %	33,6	29,3

En dépit de la crise de dette dans l'Eurozone et de la volatilité concomitante sur les marchés financiers internationaux, Citigroup Global Markets Deutschland AG

a de nouveau réussi à dégager un bénéfice au cours de l'exercice clôturé récemment.

Informations financières semestrielles clés de Citigroup Global Markets Deutschland AG

Le tableau ci-dessous présente une comparaison de certaines statistiques financières significatives pour le premier semestre de l'exercice financier fournies dans les états financiers non-audités de 2013 entre l'exercice budgétaire antérieur et/ou les chiffres des années précédentes et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG:

	31.05.2013 en million d'Euro	30.11.2012 en million d' Euro
Total du bilan	11.147	9.543
Volume d'activité	12.628	11.162
Fonds propres	590	590
Portefeuille des prêts	5.179	5.365
Nombre d'employés à la date du bilan	263	334

	01.12.2012 - 31.05.2013 en million d'Euro	01.12.2011 - 31.05.2012 en million d'Euro
Revenus d'intérêt de l'exploitation	3	7
Commissions de courtage	20	33
Commissions d'opérations sur valeurs mobilières	8	9
Revenu net des opérations financières de négoce	29	16
Frais généraux et administratifs	72	70

Etats en ce qui concerne l'information tendancielle et la situation financière et commerciale.

L'Emetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2012, aucune détérioration significative n'a affecté les perspectives de l'Emetteur.

En outre, l'Emetteur déclare que depuis la date des états financiers provisoires au 31 mai 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale de l'Emetteur.

B.13 Décrire tout événement récent propre à l'émetteur et présentant un intérêt significatif

Aucun événement présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur n'est identifié à ce moment. Cependant, Citigroup Global Markets Deutschland AG est actuellement sujet à un audit extraordinaire sur les retenues à la source fiscales par l'autorité fiscale Francfort-Hoeschst pour

	pour l'évaluation de sa solvabilité.	les années 2007-2008. Dans ce contexte l'autorité fiscale a explicité ses vues quant au fait que Citigroup Global Markets Deutschland AG aurait dû déduire et payer la retenue à la source des dividendes reçus en relation avec transactions communément appelées cum-ex transactions. S'appuyant sur ces observations l'autorité fiscale est actuellement de l'avis que Citigroup Global Markets Deutschland AG est responsable de la non déduction de la retenue à la source d'un montant supérieur à 706 Millions d'Euro pour les années 2007 et 2008. Dans le cas où l'autorité fiscale a raison, la responsabilité fiscale pour les années 2009 à 2011 pourrait se poser ce qui est impossible d'estimer pour le moment. The principal point de départ de l'action en responsabilité des autorités fiscales est de savoir si Citigroup Global Markets Deutschland AG est qualifié de banque allemande exécutant un transaction (die den Verkaufsauftrag ausführende Stelle) durant ces années. De plus, la méthode appliquée pour identifier le montant des dommages et intérêts est débattue comme celle de savoir si Citigroup Global Markets Deutschland AG peut être tenu responsable comme débiteur principal. De plus, il devrait être noté que . Citigroup envisage actuellement des mesures visant à optimiser sa structure d'organisation.
B.14	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur. Si l'émetteur est dépendant d'autres entités du groupe, ce fait doit être clairement stipulé.	Citigroup Global Markets Finance Corporation à titre de société holding allemande possède 100 % des actions de l'Émetteur. En vertu du § 17 (2) de la Loi allemande sur les sociétés par actions (<i>Aktiengesetz</i> , « AktG »), il est considéré qu'une société dont la majorité des actions est détenue par une autre société est dépendante de cette autre société.
B.15	Fournir une description des principales activités de l'émetteur.	L'Émetteur est une banque d'affaire et d'investissement qui propose des solutions financières complètes dans les secteurs des opérations bancaires de l'investissement, des titres à revenu fixe, des opérations de change, des valeurs mobilières et des dérivés ainsi que des services de transactions internationales aux entreprises, aux pouvoirs publics et aux investisseurs institutionnels; c'est en outre un émetteur majeur de warrants et de certificats dont les investisseurs finaux sont principalement des clients particuliers. Depuis la fin de l'année 2012, l'activité de l'Émetteur intègre également Citi Private Bank – Family Office Coverage Germany et Covered Bond Research.
B.16	Dans la mesure où ces informations sont connues de l'émetteur, indiquer si celui-ci est détenu ou contrôlé, directement ou indirectement, et par qui; décrire la nature de ce contrôle.	En plus de l'intégration de l'Émetteur dans le groupe de sociétés Citigroup Inc. mentionné ci-dessus, l'Émetteur est également partie liée à sa maison mère directe par un accord de transfert de pouvoir et de pertes et profits. En vertu de cet accord, l'Émetteur a conféré la gestion de ses affaires à sa maison mère directe. De ce fait, la société holding dont dépend directement l'Émetteur, a le droit de lui donner des instructions. L'accord impose également à l'Émetteur de transférer la totalité de son bénéfice à sa maison mère directe. En contrepartie, la maison mère directe est tenue de compenser toute perte annuelle éventuelle de l'Émetteur durant la période de validité de l'accord, comme prévu en détail par les § 302 (1) et (3) d'AktG.

Section C – Valeurs mobilières

C.1	Décrire la nature et la catégorie des valeurs mobilières offertes et/ou admises à la négociation et donner tout numéro d'identification des valeurs mobilières.	Les warrants sont des instruments dérivés qui peuvent comporter un droit d'option et qui peuvent donc présenter beaucoup de points communs avec les options. L'une des principales caractéristiques des Warrants est l'effet de levier: une évolution du cours du sous-jacent peut entraîner une variation disproportionnée du cours du Warrant. L'effet de levier du Warrant joue dans les deux sens — non seulement à l'avantage de l'investisseur en cas de bonnes performances des facteurs déterminant la valeur, mais également en sa défaveur en cas de performances défavorables. Le paiement du au titre d'un Warrant lors de son exercice ou de sa liquidation prématurée dépend de la valeur du sous-jacent à ce moment.
		Les Warrants seront émis sous une forme dématerialisée au porteur et seront enregistrés dans les livres du dépôt central des valeurs mobilières qui créditera les comptes des titulaires de compte. Aucun document physique attestant de la possession (notamment des <i>certificats représentatifs</i> conformément à l'Article R.211-7 du Code monétaire et financier français) ne sera émis concernant les Warrants.
		Numéro d'identification des titres
		ISIN: DE000CF6Z766
		Numéro d'identification local : 5159C
C.2	Indiquer dans quelle monnaie l'émission a eu lieu.	Euro
C.5	Décrire toute restriction imposée à la libre négociabilité des valeurs mobilières.	Chaque Warrant est transmissible selon les lois s'appliquant à chaque cas et, le cas échéant, les réglementations et les procédures respectives applicables du dépositaire central de titres dans les livres duquel le transfert est enregistré.
C.8	Décrire les droits	Loi applicable aux titres :
	attachés aux valeurs mobilières y compris leur rang, y compris toute restriction qui leur est applicable.	Les Warrants sont régis par la loi allemande. La constitution des Warrants peut être régie par les lois de la juridiction du dépositaire central de titres. Droits attachés aux Warrants
		Chaque Warrant confère à son détenteur le droit au montant en espèces détaillé à la section C.15.
		Statut des Warrants
		Les Warrants créent des obligations non garanties et non subordonnées de l'Émetteur qui se classent <i>pari passu</i> les unes par rapport aux autres et par rapport à toutes autres obligations actuelles et futures non garanties et non subordonnées de l'Émetteur, à l'exception des obligations qui ont priorité en raison de dispositions statutaires obligatoires.
		Limitations de droits

		L'Emetteur a le droit de résilier les Warrants et de modifier par voie d'avenant les termes et conditions en application des dispositions prévues aux termes et
C.11	Indiquer si les valeurs mobilières offertes font ou feront l'objet d'une demande d'admission à la négociation, en vue de leur distribution sur un marché réglementé ou sur des marchés équivalents — les marchés en question devant alors être nommés.	conditions des Warrants. Les Warrants ont été admis sur le marché réglementé à la bourse de valeurs de Eurolist, Euronext Paris S.A., qui est un marché réglementé au sens de la Directive 2004/39/CE.
C.15	Décrire comment la valeur de l'investissement est influencée par celle du ou des instrument(s) sous-jacent(s), sauf lorsque les valeurs mobilières ont une valeur nominale d'au moins 100 000 EUR.	Description des Warrants « Call » avec une modalité d'exercice européenne Les Warrants « Call » permettent aux investisseurs de participer avec un effet de levier à la performance positive de la valeur sous-jacente. En contrepartie, cependant, ils participent également sur une base à effet multiplicateur à toute performance négative de la valeur sous-jacente en prenant en plus le risque que le Warrant « Call » expire en perdant totalement sa valeur si le prix de référence de la valeur sous-jacente chute au niveau ou au-dessous du prix d'exercice. À la date d'échéance, le montant reçu par les investisseurs est égal à l'excédent, multiplié par le coefficient multiplicateur, entre le prix de référence de la valeur sous-jacente à la date d'évaluation et le prix d'exercice correspondant. Si le prix de référence est égal ou inférieur au prix d'exercice, le Warrant « Call » expire sans valeur.
C.16	Indiquer la date d'expiration ou d'échéance des instruments dérivés ainsi que la date d'exercice ou la date finale de référence.	Date d'échéance: 27.03.2014 Date d'exercice: 20.03.2014 Date d'évaluation: 20.03.2014
C.17	Décrire la procédure de règlement des instruments dérivés.	Dans le cas de Warrants à exercice automatique, cà-d. d'une modalité d'exercice européenne, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au crédit des détenteurs du warrant enregistrés auprès du dépositaire central à la clôture du jour ouvrable bancaire précédent au siège social du dépositaire central de titres. Le dépositaire central de titres s'est engagé auprès de l'Émetteur à faire un transfert ultérieur correspondant.

C.18	Indiquer les modalités relatives au produit des instruments dérivés.	Dans le cas de Warrants à modalité d'exercice européenne, le droit d'option ne peut être exercé par le détenteur du warrant qu'à la date d'évaluation pour le warrant concerné. Si le montant en numéraire aboutit à une valeur positive, le droit d'option attaché au warrant concerné est considéré exercé à la date d'évaluation sans autres conditions préalables et sans soumission d'une notification explicite d'exercice (« Exercice Automatique »).
C.19	Indiquer le prix d'exercice ou le prix de référence final du sous-jacent.	Prix de référence à la date d'évaluation : Cours de clôture
C.20	Décrire le type de sous-jacent utilisé et indiquer où trouver les informations à son sujet.	Type: action ou titre représentant des actions WKN (Numéro d'identification des valeurs mobilières allemandes): 891997 ISIN: FR0000131708 Société: Technip SA Bourse de valeurs mobilières concernée: Euronext Paris Page de Reuters: TECF.PA
		Site Web: www.technip.com
Section	n D – Risques	
D.2	Fournir les informations clés concernant les principaux risques propres à l'émetteur.	Risque d'arrêt ou de restriction de la fixation du prix par l'Emetteur Si l'Émetteur devait limiter ou abandonner complètement son intention de fixer les prix de l'offre et de la demande, le danger existerait, au cas où les prix des Warrants ne seraient pas fixés par aucune autre partie, que les investisseurs doivent attendre l'échéance finale des Warrants ou, lorsque l'exercice est possible, qu'ils doivent exercer leur droit d'option.
		Risque de liquidité en dépit d'un accord de transfert de pouvoir et de pertes et profits
		L'Émetteur ne serait également pas en mesure d'honorer les obligations liées aux titres en dépit d'un accord de transfert de pouvoir et de pertes et profits si, dans le cas où l'Émetteur générait une perte nette, bien que la maison mère directe soit en principe tenue de prendre cette perte à son compte, il était incapable ou non disposé à se conformer à cet engagement contractuel en raison de ses propres difficultés de trésorerie ou de surendettement.
		Courtage de transactions pour d'autres sociétés du Groupe et répartition du travail au sein de Citigroup
		L'essentiel du revenu de commission de l'Émetteur se compose du revenu des prix de cession des transactions de courtage avec les sociétés apparentées. Les coûts pour l'Émetteur résultant de l'échange de services avec différentes sociétés du Groupe sont remboursés sur la base des accords existants en utilisant les prix de cession. À cette fin, le revenu et les dépenses, en particulier

le revenu de commission pour les transactions réalisées avec l'assistance de la banque à titre de conseiller dans le cadre de ses activités commerciales, sont déterminés et alloués aux différents secteurs fournissant les services. Les transactions se rapportent à la négociation sur les titres, les émissions d'obligations et la gestion financière d'entreprise ainsi qu'à la vente de produits structurés, dérivés de titres de sociétés et les produits de gestion de devises, et aux opérations bancaires internationales. Ce processus est coordonné étroitement dans l'ensemble des secteurs avec Citigroup Global Markets Limited, Londres, en particulier, et également avec Citibank, N.A., Londres.

Si une décision était prise au sein de Citigroup pour réaffecter les activités concernées à d'autres sociétés du Groupe, l'Émetteur pourrait perdre une importante source de revenu.

Les risques de l'activité de prêt

Le portefeuille de prêt de l'Émetteur consiste principalement en prêts accordés à des clients internationaux dans les secteurs de l'industrie et des services financiers ayant des notations de crédit de qualité. Les défauts de remboursement de prêt ont été évités ces dernières années grâce à cette politique commerciale. Le portefeuille de prêts consiste principalement en un nombre raisonnable d'unités empruntrices, comme le prescrit la loi allemande sur les opérations bancaires. Si des emprunteurs individuels importants du portefeuille de l'Émetteur n'étaient pas en mesure d'honorer leurs obligations, une forte hausse des provisions pour pertes sur prêt serait envisageable en principe et des défauts de remboursement sur prêts pourraient se produire.

Risque de taux d'intérêt

Le département des risques et trésorerie évalue et maîtrise le risque sur taux d'intérêt de l'Émetteur. L'exposition de l'Émetteur à des fluctuations des taux d'intérêt peut être un risque à moyen ou à long terme pour la détention de titres liquides si ceux-ci n'étaient pas à l'origine couverts par des transactions de couverture telles que des accords de swap de taux d'intérêt. Il en va de même pour les emprunts à moyen et long terme accordés par l'Émetteur. Un risque significatif de fluctuation des taux d'intérêt pourrait survenir lorsque les taux d'intérêt ne font pas l'objet d'un suivi attentif et en temps opportun, ce qui peut générer le danger concomitant qu'une mesure pour couvrir une telle exposition au risque de taux d'intérêt ne soit pas prise suffisamment tôt.

Risque opérationnel

L'Émetteur a transféré un certain nombre de domaines qui sont importants pour une gestion et un contrôle appropriés de ses activités économiques et les risques qui s'y rapportent à d'autres sociétés au sein et à l'extérieur de Citigroup. Au cas où les sociétés auxquelles ces domaines ont été transférés ne s'acquitteraient pas de leurs obligations contractuelles ou ne le feraient pas en temps opportun, la capacité de l'Émetteur à assumer ses propres obligations découlant des titres qu'il a émis aux dates prévues pourrait également être compromise.

Risque fiscal

Les décisions fiscales prises concernant l'Émetteur sont régulièrement soumises à un examen ultérieur sous forme d'audit fiscal externe ou d'arbitrage des affaires individuelles par les tribunaux compétents. Cette pratique est courante

et signifie qu'un rappel d'impôts peut être décidé par l'administration fiscale des années après l'évaluation initiale en raison d'un contrôle fiscal ou d'une décision à portée générale rendue par un tribunal fiscal.

Risques généraux liés à l'activité

• Risque de règlement

Le risque qu'une transaction soit traitée de manière incorrecte, ou qu'une transaction soit exécutée différemment des intentions et des attentes de la direction de l'Emetteur.

• Risque en matière d'information

Le risque que l'information, qui a été produite, reçue, transmise ou conservée au sein ou à l'extérieur du siège social de l'Émetteur ne soit plus accessible. En outre, de telles informations peuvent être de qualité médiocre ou avoir été mal exploitées ou encore avoir été obtenues sans autorisation. Le risque en matière d'information inclut également les risques provenant des systèmes en tant que tels et utilisés pour le traitement de l'information.

• Risque de réputation

Il représente le risque pour l'Emetteur que la relation avec ses clients se détériore si le niveau de qualité de ses services est insuffisant ou le risque que les transactions soient traitées de manière incorrecte. Ce risque inclut également le risque de développer des relations d'affaires avec des contreparties dont les pratiques ne sont pas conformes aux normes ou à l'éthique de l'Émetteur.

• Risque lié au personnel

L'Émetteur fait appel à des professionnels et des cadres dirigeants qualifiés. Le risque lié au personnel inclut le risque d'une rotation importante du personnel et le risque que l'Émetteur ne soit pas en mesure de retenir un personnel qualifié en nombre suffisant, mais également le risque que les employés de l'Émetteur enfreignent en connaissance de cause ou par négligence les règles fixées ou les standards éthiques de pratique établis par la société.

• Risques juridiques et réglementaires

L'Émetteur considère les risques juridiques comme tout risque résultant des contrats engageant sa responsabilité et de la loi applicable. Les risques réglementaires résultent de l'environnement juridique dans lequel l'Émetteur réalise ses opérations.

• Risques de fraude

Risques internes et externes de fraude tels que la corruption, le délit d'initié et le vol de données.

D 6	Fournir	les
D.0		100
	informations	clés
	concernant	les

Facteurs généraux de risque des Warrants

Risque de perte totale

principaux risques propres aux valeurs mobilières. Inclure un avertissement informant l'investisseur qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son investissement et/ou. si le risque encouru l'investisseur ne se limite pas à la valeur de investissement, une mention de ce fait, assortie d'une description des cas où ce surcroît de risque se matérialise ainsi que des effets financiers probables cette matérialisation.

Les Warrants constituent des instruments d'investissement particulièrement risqués. Ils impliquent un niveau de risque particulièrement élevé de perdre le capital investi, y compris une perte totale, plus les coûts de transaction encourus et tous les coûts d'emprunt.

Risque de défaillance de l'Émetteur des Warrants

Au cas où l'Émetteur deviendrait insolvable, les investisseurs pourraient subir une perte pouvant aller jusqu'à une perte totale. En tant que titres au porteur, les Warrants n'entrent pas dans le champ des dispositions prévues pour la protection des dépôts.

Risque résultant de fluctuations de prix des Warrants supérieures à la moyenne (effet de levier)

L'une des principales caractéristiques des Warrants est l'effet de levier : une évolution du cours de la valeur sous-jacente peut entraîner une variation disproportionnée du cours du Warrant. En même temps, les Warrants génèrent également des risques de perte supérieurs à la moyenne.

Risque d'absence ou de non-fonctionnement d'un marché secondaire de Warrants ou de manque de disponibilité du système de transactions électroniques de l'Émetteur

Les investisseurs ne devraient pas présumer qu'ils seront en mesure de vendre un Warrant à un moment particulier ou à un prix particulier pendant sa période de validité. Les investisseurs devraient plutôt partir de l'hypothèse que le prix en bourse ne peut se situer que dans les limites de la fourchette de prix acheteur et vendeur indiquée par l'Émetteur, si elle est disponible, et que leurs ordres d'achat ou de vente en bourse seront exécutés avec l'Émetteur en qualité de contrepartie directe ou indirecte.

Risque lié à la cessation du négoce sur le marché secondaire immédiatement avant une échéance finale

L'Emetteur et/ou le marché cessent de négocier les Warrants juste avant leur date d'évaluation. Cependant, le prix de référence de la valeur sous-jacente à la date d'évaluation et/ou le taux de change applicable, lesquels sont importants dans la détermination du montant des Warrants, peuvent varier entre le dernier jour de cotation et la date d'échéance, dans un sens défavorable à l'investisseur. Il existe un risque particulier que le prix de la valeur sous-jacente atteigne, chute au-dessous ou dépasse une barrière pour la première fois juste avant que le prix de référence à la date d'évaluation soit déterminé et après la clôture de la cotation sur le marché secondaire.

Risque sur la devise relatif à la valeur intrinsèque des Warrants

La performance de l'investissement est soumise à un risque sur la devise si la valeur sous-jacente sur laquelle les Warrants sont basés est libellée dans une devise autre que la devise dans laquelle le montant en numéraire est versé (devise de règlement).

Risques d'événements perturbant le fonctionnement du marché

En cas de survenue d'événements perturbant le fonctionnement du marché pour

la valeur sous-jacente, l'Émetteur a le droit de repousser la date d'évaluation du prix de référence de l'exercice. Ceci peut entraîner un risque supplémentaire pour les investisseurs si la valeur sous-jacente réalise une performance négative pendant la durée du report ou, le cas échéant, si le taux de change utilisé pour convertir la valeur intrinsèque en devise de règlement fluctue dans un sens défavorable à l'investisseur.

Facteurs de risque spécifiques au produit

Risque relatif à la perte de la valeur temps des Warrants en fonction de la durée résiduelle

Le prix des Warrants est calculé sur la base de deux composants du prix (la valeur intrinsèque et la valeur temps) La valeur intrinsèque des Warrants pendant leur période de validité est égale à la différence (si elle est positive), multipliée par le coefficient multiplicateur, entre la valeur sous-jacente et le prix d'exercice (warrants Call). Le montant de la valeur temps, d'autre part, est essentiellement déterminée en fonction de la durée résiduelle du Warrant et de la fréquence et de l'intensité des fluctuations du prix de la valeur sous-jacente attendues par l'Émetteur pendant la durée résiduelle du Warrant (volatilité implicite).

Risques relatifs à d'autres facteurs affectant la valeur comme les taux d'intérêt du marché monétaire, les dividendes attendus et les coûts de refinancement de l'Émetteur

Les autres facteurs affectant le prix des Warrants comprennent, notamment, les taux d'intérêt sur le marché monétaire pour la durée résiduelle, le revenu attendu des transactions de couverture de l'Émetteur concernant la valeur sousjacente et le niveau des coûts de refinancement de l'Émetteur pour réaliser ces transactions de couverture.

Même si le prix de la valeur sous-jacente s'élève, dans le cas d'une option call, ou chute, dans le cas d'une option put, la valeur du Warrant peut diminuer en raison des autres facteurs affectant la valeur. Compte tenu de la durée de validité limitée du Warrant, aucune garantie ne peut être donnée quant à une remontée du prix du Warrant dans les délais. Plus la durée résiduelle est courte, plus le risque est grand.

Section E - Offre

E.2b	Indiquer les raisons de l'offre et l'utilisation
	prévue du produit de
	celle-ci, lorsqu'il s'agit
	de raisons autres que la
	réalisation d'un
	bénéfice et/ou la
	couverture de certains
	risques.

Sans objet; les raisons de l'offre sont de réaliser des profits et/ou de prendre une couverture par rapport à certains risques et le produit net de l'émission de Warrants présentés dans le Prospectus de Base seront utilisés par l'Émetteur à des fins générales.

E.3 Décrire les modalités et Méthode de présentation de l'offre, offreur et date d'émission des

	les conditions de	Warrants
	l'offre.	Les Warrants sont offerts de gré à gré en continu.
		L'offre des Warrants commence en France le 22.01.2014.
		Les offreur des Warrants est: l'Émetteur
		La date d'émission est: 22.01.2014
		Restriction imposée à la libre négociabilité des valeurs mobilières
		Les Warrants peuvent être offerts ou vendus seulement si l'ensemble des lois et règlementations relatives aux valeurs mobilières en vigueur dans la juridiction dans laquelle un achat, une offre, une vente ou une livraison de Warrants est effectué ou dans laquelle le présent document est diffusé ou conservé pour inspection ont été respectées, et si tous les consentements ou autorisations nécessaires pour l'achat, l'offre, la vente ou la livraison des Warrants conformément aux normes légales en vigueur dans cette juridiction ont été obtenus.
		En particulier, les Warrants ne sont pas et ne seront pas enregistrés conformément à la Loi sur les valeurs mobilières des États-Unis (<i>United States Securities Act</i>) de 1933 telle qu'amendée. Ils ne peuvent être offerts, vendus, négociés ou livrés au sein des États-Unis directement ou indirectement par ou pour le compte d'un ressortissant des États-Unis (comme défini dans la Réglementation S conformément à la Loi sur les valeurs mobilières des États-Unis de 1933), excepté dans le cas d'exemption des conditions d'enregistrement de la Loi sur les valeurs mobilières. Toute personne recevant le montant de liquidités correspondant aux termes et conditions est considérée comme ayant fait une déclaration indiquant que la personne titulaire des droits découlant des Warrants n'est pas un ressortissant des États-Unis.
		Prix d'émission, frais et taxes relatifs à l'achat
		Le prix d'émission initial est de EUR 0,30.
		Sans objet, l'achat de Warrants ne faisant supporter aucun coût ou taxe à l'Émetteur notamment pour les acheteurs ou les souscripteurs.
E.4	Décrire tout intérêt, y compris les intérêts conflictuels, pouvant influer sensiblement sur l'émission/l'offre.	L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui agissent généralement en qualité d'agent de calcul des Warrants. Cette activité peut entraîner des conflits d'intérêt dans la mesure où les responsabilités de l'agent de calcul comprennent certaines déterminations et décisions qui pourraient avoir un effet négatif sur le prix des Warrants ou le montant des liquidités.
		L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent s'engager dans des transactions de négoce sur la valeur sous-jacente, sur d'autres instruments qui s'y rapportent, ou sur des dérivés, des options boursières ou des contrats à terme en bourse, ou peuvent émettre d'autres valeurs et dérivés fondés sur la valeur sous-jacente. Les sociétés peuvent également intervenir dans l'acquisition de nouvelles parts ou d'autres titres de la valeur sous-jacente ou, dans le cas d'indices de valeurs, de sociétés individuelles incluses dans

l'indice, ou agir en qualité de conseillers financiers pour les entités auxquelles il est fait référence ou collaborer avec elle dans le secteur de la banque d'affaires. Les sociétés sont tenues de s'acquitter de leurs obligations à ce titre, indépendamment des conséquences qui peuvent en résulter pour les détenteurs de warrants et, le cas échéant, devront prendre les mesures qu'elles considèrent nécessaires ou appropriées pour se protéger ou sauvegarder leurs intérêts dans le cadre de ces relations d'affaires. Les activités visées ci-dessus pourraient entraîner des conflits d'intérêt et avoir un effet négatif sur le prix de la valeur sous-jacente ou des titres qui lui sont associés comme les Warrants.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent émettre des titres dérivés supplémentaires fondés sur la valeur sous-jacente, ou sur des éléments constitutifs de la valeur sous-jacente, notamment des titres dont les caractéristiques sont identiques ou similaires à celles des Warrants. L'introduction de tels produits, qui concurrencent les Warrants, peuvent avoir un effet sur le prix de la valeur sous-jacente ou les éléments constitutifs de la valeur sous-jacente et donc aussi sur le prix des Warrants. L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent recevoir des informations de nature non publique se rapportant à la valeur sous-jacente, ou à des éléments constitutifs de la valeur sous-jacente, mais ne sont pas tenus de les communiquer aux détenteurs de warrants. De plus, les sociétés appartenant à Citigroup ou affiliées à lui peuvent publier des rapports de recherche se rapportant à la valeur sous-jacente ou aux éléments constitutifs de la valeur sous-jacente. Les activités de ce type peuvent créer certains conflits d'intérêt et affecter le prix des Warrants.

E.7 Donner une estimation des dépenses facturées à l'investisseur par l'émetteur ou l'offreur.

Les dépenses estimées pour les Warrants, y compris le coût d'admission à la négociation sont compris(es) dans le prix d'émission ou au prix de vente, le cas échéant. Si l'investisseur achète des Warrants auprès d'un distributeur, le prix d'achat à payer par l'investisseur pourra comprendre des commissions de vente devant être communiquées au distributeur.

Citigroup Global Markets Deutschland AG

Frankfurt am Main

(Issuer)

Final Terms dated

21 January 2014

to the

Tripartite Base Prospectus dated 13 May 2013 as amended (the "Tripartite Base Prospectus")

CALL OR PUT WARRANTS

referenced to the following underlying:

Technip

ISIN: DE000CF6Z774

The respective Final Terms to the Tripartite Base Prospectus will be made available as a separate document in paper form free of charge at the address of the relevant paying agent and published on the Issuer's website (www.citifirst.com).

The subject matter of the Final Terms is Call or Put Warrants (Product No. 1) (the "Warrants" or the "Series") based on a share or a security representing shares issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer").

The Final Terms were prepared in accordance with Article 5 (4) of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (as most recently amended by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010) (the "Prospectus Directive") and must be read in conjunction with the Tripartite Base Prospectus (consisting of the Summary and the Securities Note, each dated 13 May 2013, and the Registration Form of Citigroup Global Markets Deutschland AG dated 3 May 2013, including any supplements). Complete information about the Issuer and the offer of the Warrants can be obtained only from a synopsis of these Final Terms together with the Tripartite Base Prospectus (including all related supplements, if any).

The Final Terms to the Tripartite Base Prospectus take the form of a separate document within the meaning of Article 26 (5) of Commission Regulation (EC) No. 809/2004 of 29 April 2004 as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012 and Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012 (the "**Prospectus Regulation**").

An issue specific summary that has been completed for the Warrants is attached to these Final Terms.

INFORMATION ABOUT THE TERMS AND CONDITIONS – ISSUE SPECIFIC CONDITIONS

With respect to the Series of Warrants, the Issue Specific Conditions applicable to the Call or Put Warrants, as replicated in the following from the Tripartite Base Prospectus and supplemented by the information in the Annex to the Issue Specific Conditions as set out below, and the General Conditions contain the conditions applicable to the Warrants (referred to together as the "Conditions"). The Issue Specific Conditions should be read in conjunction with the General Conditions.

Part A. Product Specific Conditions

No. 1 Option Right

Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer") hereby grants the holder (each a "Warrant Holder") of Call or Put Warrants (the "Warrants"), based on the Underlying as specified in detail in each case in Table 1 and Table 2 of the Annex to the Issue Specific Conditions, the right (the "Option Right") to require the Issuer to pay the Cash Amount (No. 2 (1) of the Issue Specific Conditions) or the Termination Amount (No. 2 of the General Conditions) in accordance with these Terms and Conditions.

No. 2 Cash Amount; Definitions

- (1) The "Cash Amount" for each Warrant, subject to the early redemption of the Warrants by the Issuer (No. 2 of the General Conditions), shall be the Intrinsic Value of a Warrant, if the latter is already expressed in the Settlement Currency, or the Intrinsic Value of a Warrant converted into the Settlement Currency using the Reference Rate for Currency Conversion.
- (2) The "Intrinsic Value" of a Warrant shall be the difference, expressed in the Reference Currency and multiplied by the Multiplier, by which the Reference Price of the Underlying determined on the Valuation Date is higher than (Call Warrants) or lower than (Put Warrants) the respective Strike.
- (3) The following definitions shall apply in these Terms and Conditions:

"Additional Securities Euroclear System, Brussels; Clearstream Banking S.A.,

Depositaries": Luxembourg

"Auxiliary Location": London, United Kingdom

"Banking Day": Every day on which the commercial banks in Paris and

Frankfurt am Main are open for business, including trade in foreign currencies and the receipt of foreign currency deposits (except for Saturdays and Sundays), the

TARGET2-System is open and the Central Securities

Depositary settles payments. "TARGET2-System" shall mean the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) payment system or any successor system.

"Central Securities Depositary":

Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

France

"Clearing Territory of the

France

Central Securities Depositary":

"Currency Conversion Date": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Exchange Rate Reference

Agent":

not applicable

"Exercise Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

Valuation Date

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

The Banking Day at the respective place of the Exercise Agent pursuant to No. 3 (1), on which the exercise prerequisites pursuant to No. 3 (1) are met for the first time at 10:00 a.m. (local time at the place of the

respective Exercise Agent).

"Form of the Warrants": The Warrants will be issued in dematerialized bearer form

(au porteur) and inscribed in the books of the Central Securities Depositary which shall credit the accounts of the Account Holders. No physical document of title (including certificats représentatifs pursuant to Article R.211-7 of the French Monetary and Financial Code (Code monétaire et financier)) will be issued in respect of

the Warrants.

"Issue Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Issuer's Website": www.citifirst.com

"Maturity Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Minimum Exercise Volume": 100 Warrant(s) per ISIN or an integral multiple thereof

"Minimum Trading Volume": 1 Warrant(s) per ISIN or an integral multiple thereof

"Modified Exercise Date + 1": I. Applicable in the case of Warrants with a European

> Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

not applicable

"Modified Exercise Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

The first Exercise Date which is a Banking Day at the Auxiliary Location and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant Adjustment Exchange as specified in Table 2 of the Annex to the Issue Specific Conditions.

"Modified Valuation Date + 1": not applicable

"Modified Valuation Date": not applicable

"Multiplier": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Number": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Payment Date upon Exercise": I. Applicable in the case of Warrants with a European

> Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

At the latest the fifth common Banking Day following the Exercise Date at the registered office of the Issuer and the place of the Central Securities Depositary.

"**Reference Currency**": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"**Reference Price**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Reference Rate for Currency

Conversion":

not applicable

"Rollover Date": not applicable

"Settlement Currency": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Strike": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type of Exercise": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Underlying": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Valuation Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

As specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation

Date.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

In case of an exercise during the Exercise Period, the Valuation Date as specified in Table 2 of the Annex to the Issue Specific Conditions; in case of an Automatic Exercise, the Valuation Date as specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation Date.

No. 3 Exercise of the Option Rights

I. Applicable in the case of Warrants with a European Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

- (1) The Option Right may be exercised by the Warrant Holder only with effect as of the Valuation Date for the respective Warrant. If the Cash Amount results in a positive value, the Option Right attaching to the respective Warrant shall be deemed to be exercised on the Valuation Date without further preconditions and without the submission of an explicit Exercise Notice (referred to in the following as "Automatic Exercise").
- (2) The Issuer will transfer any positive Cash Amount to the Central Securities Depositary on the Maturity Date for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid.
- (3) The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer. In the event that the onward transfer of the Cash Amount or of the fair market value is not possible within three months after the Maturity Date ("Presentation Period"), the Issuer shall be entitled to deposit the relevant amounts with the Frankfurt am Main Local Court for the Warrant Holders at their risk and expense with a waiver of its right to reclaim those amounts. Upon the deposit of the relevant amounts with the Court, the claims of the Warrant Holders against the Issuer shall expire.
- (4) All taxes or other levies that may be incurred in connection with the payment of the Cash Amount or of the fair market value shall be borne by the Warrant Holders.
- (5) If the Valuation Date falls between the date on which the Issuer determines that there are grounds for making an Adjustment in accordance with No. 6 of the Issue Specific Conditions and the date on which the Issuer has given notice of the Adjustments (referred to in the following as the "Adjustment Period"), the Valuation Date shall be the first Banking Day common to the head office of the Issuer and to the location of the Central Securities Depositary following the date on which the Issuer has given notice of the Adjustments for the Valuation Date. The calculation of the Cash Amount in accordance with No. 2 of the Issue Specific Conditions shall be based on the relevant Reference Price of the Underlying on the Valuation Date together with the Adjustments made by the Issuer.
- (6) The Cash Amount and the fair market value shall be paid in the Settlement Currency without a requirement for the Issuer to give notice of any kind.
- (7) A declaration shall be deemed to have been made automatically that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell

or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell, resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the respective series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

(1) For the exercise of the Warrants to be effective, the holder of the respective Warrant must comply with the preconditions set out below with respect to the relevant Exercise Agent within the Exercise Period for the respective Warrant. The Exercise Period for the Warrants shall begin in each case on the third Banking Day after the Issue Date and shall end in each case at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the Valuation Date or, if the Reference Price of the Underlying is usually determined before 11.00 a.m. (local time at the location of the relevant Exercise Agent), the Exercise Period ends at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the last Trading Day preceding the last Valuation Date. The provisions of paragraphs (2) to (4) of this No. 3 II shall also apply.

If the Option Rights are exercised via the Exercise Agent in **France**, the Warrant Holder must submit to Citibank International plc., France (the "**Exercise Agent**") at the following address:

Citibank International plc. - Service Titres, 1-5 Rue Paul Cezanne, 75008 Paris, France a properly completed "Paris" Exercise Notice for the respective ISIN (International Securities Identification Number) using the form available from the Issuer (referred to in the following as "Exercise Notice") and must have transferred the Warrants which it is intended to exercise

- to the Issuer crediting its account No. 186 at Euroclear France, account nature 51 or its account No. 67098 at Clearstream Luxembourg.

The Exercise Notice must specify:

- the ISIN (International Securities Identification Number) of the Warrant series and the number of Warrants intended to be exercised and
- the account of the Warrant Holder with a bank in France into which the Cash Amount is to be paid. If the Exercise Notice does not specify an account or specifies an account outside France, a check for the Cash Amount will be sent to the Warrant Holder at his risk by normal post to the address given in the Exercise Notice within five (5) Banking Days in Frankfurt am Main and Paris following the Valuation Date.
- Confirmation must also be given that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell,

resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

- (2) The Exercise Notice shall become effective on the Exercise Date according to No. 2 (3) of the Issue Specific Conditions. The Exercise Notice may not be revoked, including during the period prior to the date on which it becomes effective. All of the preconditions set out in No. 3 (1) of the Issue Specific Conditions must be satisfied within five (5) Banking Days of the occurrence of the first precondition. In any other circumstances, the Issuer shall have the right to return any payments already made to the Warrant Holder without interest at his risk and expense; in this event the Exercise Notice shall not become effective.
- (3) Option Rights that have not been exercised effectively in accordance with paragraphs (1) and (2) shall be deemed, subject to early termination by means of extraordinary Termination pursuant to No. 2 of the General Conditions, to be exercised on the final day of the Exercise Period without further preconditions, if the Cash Amount is positive ("Automatic Exercise"). In the event of Automatic Exercise, the confirmation referred to in the last subparagraph of paragraph (1) shall be deemed to have been given automatically. In any other circumstances, all rights arising from the Warrants that have not been exercised effectively by then shall expire on that day and the Warrants shall become invalid.
- (4) All taxes or other levies that may be incurred in connection with the exercise of the Warrants shall be borne by the Warrant Holder. The exercise or settlement amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.
- (5) The Issuer will transfer any Cash Amount to the Central Securities Depositary on the Payment Date upon Exercise for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid. The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer.

No. 4 (not applicable)

Part B. Underlying Specific Conditions

No. 5 Underlying

- (1) The "**Underlying**" shall be the share or security representing shares specified as the Underlying in Table 2 of the Annex to the Issue Specific Conditions of the Company specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Company**").
- (2) The "Reference Price" of the Underlying shall correspond to the price specified as the Reference Price of the Underlying in Table 1 of the Annex to the Issue Specific Conditions,

as calculated and published on Trading Days on the Relevant Exchange specified in Table 2 of the Annex to the Issue Specific Conditions (the "Relevant Exchange"). "Trading Days" shall be days on which the Underlying is normally traded on the Relevant Exchange. "Trading Hours" shall be hours during which the Underlying is normally traded on the Relevant Exchange on Trading Days.

No. 6 Adjustments

(1) If an Adjustment Event pursuant to paragraph (2) of this No. 6 occurs, the Issuer shall determine whether the relevant Adjustment Event has a diluting, concentrative or other effect on the computed value of the Underlying and, if such is the case, shall if necessary make a corresponding Adjustment to the affected features of the Warrants, which in its reasonable discretion is appropriate in order to take account of the diluting, concentrative or other effect and to leave the Warrant Holders as far as possible in the same position in financial terms as they were in before the Adjustment Event took effect. The Adjustments may relate, inter alia, to the Strike, the Multiplier and other relevant features, as well as to the replacement of the Underlying by a basket of shares or other assets or, in the event of a merger, by an adjusted number of shares of the absorbing or newly formed company and, where relevant, the specification of a different exchange as the Relevant Exchange and/or a different currency as the Reference Currency. The Issuer may (but is not obliged to) base the determination of this appropriate Adjustment on the adjustment made in response to the relevant Adjustment Event by a futures exchange, on which options or futures contracts on the Underlying are traded at the time of the Adjustment Event, in respect of options or futures contracts on the relevant share traded on that futures exchange.

(2) An "Adjustment Event" shall be:

- (a) the subdivision (stock split), combination (reverse stock split) or reclassification of the respective shares or the distribution of dividends in the form of bonus shares or stock dividends or a comparable issue;
- (b) the increase in the capital of the Company by means of the issue of new shares in return for capital contributions, with the grant of a direct or indirect subscription right to its shareholders (capital increase for capital contributions);
- (c) the increase of the capital of the Company from its own financial resources (capital increase from corporate funds);
- (d) the grant by the Company to its shareholders of the right to subscribe for bonds or other securities with option or conversion rights (issue of securities with option or conversion rights);
- (e) the distribution of an extraordinary dividend;
- (f) the spin-off of a division of the Company in such a way that a new, independent company is formed or the division is absorbed by a third company, with the grant to the

- shareholders of the Company of shares in either the new company or the absorbing company for no consideration;
- (g) the permanent delisting of the Underlying on the Relevant Exchange as a result of a merger by absorption or new company formation or for another reason;
- (h) other comparable events that could have a diluting, concentrative or other effect on the calculated value of the Underlying.
- (3) The rules described in the preceding paragraphs shall apply analogously to securities representing shares as the Underlying (such as ADRs, ADSs or GDRs).
- (4) Changes in the method of calculating the Reference Price or other prices for the Underlying that are relevant in accordance with these Terms and Conditions, including a change in the Trading Days or Trading Hours relevant for the Underlying, shall entitle the Issuer to adjust the Option Right accordingly in its reasonable discretion. The Issuer shall determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change.
- (5) In the event that the Underlying is permanently delisted on the Relevant Exchange but continues to be listed on another exchange or another market which the Issuer in its reasonable discretion considers to be suitable (the "New Relevant Exchange"), then, subject to extraordinary Termination of the Warrants by the Issuer pursuant to No. 2 of the General Conditions, the Cash Amount shall be calculated on the basis of the corresponding prices for the Underlying calculated and published on the New Relevant Exchange. In addition, all references in these Terms and Conditions to the Relevant Exchange shall then be deemed, insofar as the context allows, to be references to the New Relevant Exchange.
- (6) In the event that a voluntary or compulsory liquidation, bankruptcy, insolvency, winding up, dissolution or comparable procedure affecting the Company is initiated, or in the event of a process as a result of which all of the shares in the Company or all or substantially all of the assets of the Company are nationalized or expropriated or required to be transferred in some other way to government bodies, authorities or institutions, or if following the occurrence of an event of another kind the Issuer reaches the conclusion that it is not possible to make an Adjustment that would reflect the changes that have occurred appropriately from a financial point of view, then the Issuer will terminate the Warrants pursuant to No. 2 of the General Conditions.
- (7) The Issuer shall give notice of the Adjustments and the date on which the Adjustments become effective in accordance with No. 4 of the General Conditions.

No. 7 Market Disruption Events

(1) If a Market Disruption Event in accordance with paragraph (2) of this No. 7 exists on the Valuation Date, then the Valuation Date shall be postponed to the next following day which fulfills the criteria for a Valuation Date in accordance with No. 2 of the Issue Specific Conditions and on which a Market Disruption Event no longer exists. The Issuer shall endeavor to give notice to the Warrant Holders without delay in accordance with No. 4 of the

General Conditions that a Market Disruption Event has occurred. However, there shall be no obligation to give notice. If, as a result of the provisions of this paragraph, the Valuation Date has been postponed for five (5) consecutive days that fulfill the criteria for a Valuation Date in accordance with No. 2 (3) of the Issue Specific Conditions and if the Market Disruption Event continues to exist on that day as well, then that day shall be deemed to be the Valuation Date and the Issuer shall determine the Cash Amount in its reasonable discretion taking account of the market conditions prevailing on any such deemed Valuation Date.

(2) "Market Disruption Event" shall mean

- (i) the suspension or restriction of trading in the Underlying on the Relevant Exchange, or
- (ii) the suspension or restriction of trading (including the lending market) in a futures or options contract based on the Underlying on a Futures Exchange on which futures or options contracts based on the Underlying are traded (the "Futures Exchange");

if that suspension or restriction occurs or exists in the last half-hour before the calculation of the closing price of the Underlying that would normally take place and is material as determined by the Issuer in its reasonable discretion. A change in the Trading Days or Trading Hours on or during which the Underlying is traded does not constitute a Market Disruption Event, provided that the change takes place as the result of a previously announced change in the trading regulations by the Relevant Exchange.

ANNEX TO THE ISSUE SPECIFIC CONDITIONS

Table 1 – supplementary to Part A. Product Specific Conditions

Issue Date: 22/01/2014

Initial value date in France: 27/01/2014

ISIN / Local Trading Code	Underlying	Туре	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike	Multiplier	Valuation Date / Maturity Date	Type of Exercise	Number	Reference Price of the Underlying ("Reference Price")
DE000CF6Z774 / 5160C	Technip	CALL	No	EUR 0.15	Euro (EUR)	EUR 70.00	0.1	19/06/2014 / 26/06/2014	European	3,000,000	Closing price

Table 2 – supplementary to Part B. Underlying Specific Conditions

Underlying (Company) / Share type	ISIN or Reuters	Relevant Stock Exchange /	Valuation Date /	Currency in which the
	Code of the	Relevant Adjustment Exchange for the	Currency Conversion Date	Reference Price is expressed
	Underlying	Underlying ("Adjustment Exchange")		("Reference Currency")
Technip SA / Common Shares	FR0000131708	Euronext Paris / EUREX Frankfurt	See Table 1 / not applicable	Euro (EUR)

The following specific meanings shall apply in this context:

Deutsche Börse AG, Frankfurt, Germany (XETRA®)

EUREX : EUREX, Frankfurt, Germany

STOXX Limited, Zurich : STOXX Limited, Zurich, Switzerland

Dow Jones & Company, Inc., New York, U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

Nikkei Inc. : Nikkei Inc., Tokyo, Japan

Standard & Poor's Corp., New York, N.Y., U.S.A.

AEX Options and Futures Exchange : AEX Options and Futures Exchange, Amsterdam, The Netherlands

Bolsa de Derivados Portugal : Bolsa de Derivados Portugal, Lisbon, Portugal

EUREX : EUREX, Zurich, Switzerland

Euronext Amsterdam/ Euronext Lisbon/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Euronext Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Discrete Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Paris S.A., Paris, France

Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.) : Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.), Helsinki, Finland

Helsinki Derivatives Exchange (HEX Ltd.) : Helsinki Derivatives Exchange (HEX Ltd.), Helsinki, Finland

HSIL : Hang Seng Indexes Company Limited ("HSIL"), Hong Kong, China

Madrid stock exchange : Bolsa de Madrid, Madrid, Spain

MEFF
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
New York Stock Exchange, New York, NY, USA
OCC
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signatu

OSE : Osaka Securities Exchange, Osaka, Japan
TSE : Tokyo Stock Exchange, Tokyo, Japan
SIX Swiss Exchange, Swiss Exchange : SIX Swiss Exchange, Switzerland

RISK FACTORS

Investors should read carefully the risk factors set out under "I. Risk factors of Warrants" in the Securities Note and under 1. in the Registration Form.

In particular, the following optional risk factors that relate only to certain types of Warrants are applicable to these Warrants (please refer to "I. Risk factors of Warrants" in the Securities Note):

- Risk relating to the loss of time value of Warrants depending on the remaining term
- Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs

ADDITIONAL INFORMATION

Name and address of the paying agents and the calculation agent

Paying Agent(s):

Citigroup Global Markets Ltd., 1-5 Rue Paul Cézanne, 75008 Paris, France

Calculation Agent:

Citigroup Global Markets Deutschland AG, Frankfurter Welle, Reuterweg 16, D-60323 Frankfurt am Main, Federal Republic of Germany

Conflicts of interest

With respect to interests of natural and legal persons involved in the issue and resulting potential conflicts of interest, please refer to "4. Risk of conflicts of interest" under "I. Risk factors of Warrants" in the Securities Note.

Offer method

The Warrants are being offered over-the-counter on a continuous basis in one series.

The offer of the Warrants begins in France on 22/01/2014.

Stock exchange listing

The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.

Consent to the use of the Prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*, "WpPG").

Issue price, price calculation and costs and taxes on purchase

The initial issue price is specified in Table 1 of the annex to the Issue Specific Conditions.

Both the initial issue price and the bid and offered prices quoted by the Issuer during the term of the Warrants are calculated using theoretical pricing models. In this context, the bid and offered prices for the Warrants are determined on the basis, among other things, of the mathematical value of the Warrants, the costs of hedging and accepting risk and the expected return. Please see also the information provided under "Risk relating to the calculation of the warrant prices" and "4. Risk of conflicts of interest", both in Section "I. Risk factors of Warrants".

No costs or taxes of any kind for the warrant holders will be deducted by the Issuer whether the Warrants are purchased off-market (in countries where this is permitted by law) or via a stock exchange. Such costs or taxes should be distinguished from the fees and costs charged to the purchaser of the Warrants by his bank for executing the securities order, which are generally

shown separately on the statement for the purchase transaction in addition to the price of the Warrants. The latter costs depend solely on the particular terms of business of the warrant purchaser's bank. In the case of a purchase via a stock exchange, additional fees and expenses are also incurred. Furthermore, warrant holders are generally charged an individual fee in each case by their bank for managing the securities account. Notwithstanding the foregoing, profits arising from the Warrants or capital represented by the Warrants may be subject to taxation.

Information on the underlying

Website: www.technip.com

Disclaimers in relation to Share Prices used as Underlyings

Insofar as share prices are the underlying of Warrants issued by the issuer and described in this Final Terms document, the respective public limited company that has issued the relevant shares, to whose reference price the Warrants relate (the "Issuer of the Underlying"), does not express any recommendation for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main. The Issuer of the underlying neither directly nor indirectly assumes any liability for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main.

The Warrants are the sole obligation of Citigroup Global Markets Deutschland AG and do not involve liability on the part of the Issuer of the underlying. This is not an offer of shares. The Issuer of the underlying has not been and does not want to be involved, neither directly nor indirectly, in deciding the timing of the issue, or the preparation of this document, or the constitution of the option rights under these securities. Furthermore, the Warrant Holder will not have any right through the Warrant to any information, votes or dividends in the Issuer of the underlying.

Publication of additional information

The Issuer does not intend to provide any additional information about the underlying.

The Issuer will publish additional notices described in detail in the terms and conditions. Examples of such notices are adjustments of the features of the Warrants as a result of adjustments relating to the underlying which may, for example, affect the conditions for calculating the cash amount or a replacement of the underlying. A further example is the early redemption of the Warrants if an adjustment cannot be made.

Notices under these terms and conditions are generally published on the Issuer's website. If and to the extent that mandatory provisions of the applicable laws or exchange regulations require notices to be published elsewhere, they will also be published, where necessary, in the place prescribed in each case.

Selling restrictions

Information on selling restrictions can be found under "VI. Selling restrictions" in the Securities Note.

ANNEX – ISSUE SPECIFIC SUMMARY

Section A – Introduction and warnings

This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the A.1 "Issuer") and of the Warrants issued under the Tripartite Base Prospectus. The Summary is intended as an introduction to the Tripartite Base Prospectus, which comprises this Summary, the Registration Form of Citigroup Global Markets Deutschland AG dated 03 May 2013 including any supplements and the Securities Note of Citigroup Global Markets Deutschland AG dated 13 May 2013. Investors should therefore ensure that any decision to invest in the Warrants is based on a review of the entire Prospectus, including any supplements and the Final Terms. Where claims relating to the information contained in a base prospectus, any supplements, and the respective Final Terms are brought before a court, the investor acting as plaintiff may, as a result of the laws of individual member states of the European Economic Area, have to bear the costs of translating the base prospectus, any supplements, and the Final Terms into the language of the court prior to the commencement of legal proceedings. The Issuer can be held liable for the content of this Summary, including any translation prepared, but only in the event that the Summary is misleading, inaccurate or inconsistent when read in conjunction with the other parts of the Prospectus, or, when read in conjunction with the other parts of the Tripartite Base Prospectus, does not convey all of the key information required.

A.2 Consent to use the prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent) for offers in France (the "Offer State"). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (Wertpapierprospektgesetz, "WpPG").

In the event of an offer by a financial intermediary, the terms and conditions of the offer must be provided to investors at the time of the offer by the financial intermediary.

Sectio	n B – Issuer and any g	B – Issuer and any guarantors				
B.1	The legal and commercial name of the issuer.	The legal and commercial name of the Issuer is Citigroup Global Markets Deutschland AG.				
B.2	The domicile and legal form of the issuer, the legislation under which the issuer operates and its country of incorporation.	Prankfurt am Main; the address of Citigroup Global Markets Deutschland AG is Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, Federal Republic of Germany (telephone +49 (0)69-1366-0). Legal form and jurisdiction The Issuer is a stock corporation (Aktiengesellschaft, "AG") under German law. Place of registration The Issuer is entered in the commercial register of the Frankfurt am Main Local Court under the number HRB 88301.				

	T.	
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Bank expects world economic growth in 2013 to increase slightly from 2.5 per cent to 2.6 per cent. In 2014 growth should increase to 3.2 per cent. The slowdown in worldwide economic growth was principally due to the slowdown of growth in the industrialized countries. The Bank expects moderate growth of 1.0 per cent for industrialized countries in 2013 and a modest increase to 1.6 per cent in 2014.
		Overall the Bank expects continued significant variations between different regions in the world.
		The Bank expects a mild recession in the Eurozone (the Bank's growth forecasts are for -0.6 per cent and -0.4 per cent for 2013 and 2014). This is seen to be due to the continuing sovereign debt crisis and the high level of private sector indebtedness in the peripheral European countries. The ECB is expected to continue to act to stabilise markets and to reduce interest rates in the second quarter of 2013 depending on further economic growth in the Eurozone, which could be followed by a forecast final interest rate reduction in the second half of the year. The Bank considers it likely that Southern Europe and Ireland will only gradually reach a common sustainable fiscal path. If the core countries in future are no longer prepared to increase their support for the peripheral states, this could lead to a raft of debt restructurings (with likely longer maturities and interest rate reductions), but probably not before 2015.
		In the Warrants and Certificates Division, the competition is expected to remain intense among leading issuers. Further regulatory challenges are expected, which have to be integrated into the business in a timely manner.
		Given the forecasts made by the individual business divisions and a restrictive cost management approach, the Bank is expecting continued overall profits in fiscal years 2013 and 2014.
B.5	If the issuer is part of a group, a description of the group and the issuer's position	The Issuer is a member of the German subgroup of Citigroup. As a public limited company, it is managed by the executive board. The Issuer is wholly-owned by the German holding company, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, a limited partnership with registered offices in Frankfurt/Main.
	within the group.	Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is also a silent partner of the Issuer, having a silent equity interest ("Stille Einlage") totalling EUR 122,710,051.49 as of 30 November 2012. The general partner of Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is Citigroup Global Markets Finance LLC (USA). The sole limited partner is Citi Overseas Investment Bahamas Inc.
		All shares of Citigroup Global Markets Finance LLC are held by Citi Overseas Investment Bahamas Inc., the sole shareholder of which is Citibank Overseas Investment Corporation (USA). This company is in turn 100 per cent owned by Citibank, N.A. (USA). Citibank, N.A. (USA) is a 100 per cent owned subsidiary of Citicorp (USA), which in turn is a 100 per cent owned subsidiary of Citigroup, Inc. (USA).
B.9	Where a profit	Not applicable; the Issuer has decided not to make any profit forecasts or profit

	forecast or estimate is made, state the figure.	estimates in the Base Prosp	ectus.		
B.10	A description of the nature of any qualifications in the audit report on the historical financial information.	The annual financial state December 2011 to 30 Nov 2011 were audited by the unqualified auditor's opinion	vember 2012 and ne Issuer's statute	1 December 201	0 to 30 November
B.12	Selected historical key financial information regarding the issuer, presented for each financial year of the period	Key Annual Financial Deutschland AG The table below provides a which have been taken fro prior fiscal year (fiscal year business development of Ci	m the audited fin ar 2011) and fisca	ertain noteworthy ancial statements I year 2012 and	2012 between the thereby reveals the
	covered by the historical financial information and any		30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro	
	subsequent interim	Balance sheet total	9,543	8,690	
	financial period accompanied by	Business volume	11,162	10,163	
	comparative data	Equity capital	590	588	
	from the same	Loan portfolio	5,365	5,196	
	period in the prior financial year,	Number of employees	348	361	
	except that the	- Company of the comp			I
	requirement for comparative balance sheet information is satisfied by		01.12.2011 - 30.11.2012 in million Euro	prior fiscal year (01.12.2012 - 30.11.2011) in million Euro	
	presenting the year- end balance sheet	Interest income from operations	11	29	
	information. A statement that there	Commissions from brokerage business	111	96	
	has been no material adverse change in the	Commissions from securities business	18	17	
	prospects of the issuer since the date	Net income from financial trading operations	25	60	
	of its last published audited financial	General administrative expenses	161	137	
	statements or a description of any material adverse change.	As of the balance sheet da following components:	ate, the balance s	sheet equity cap	ital consists of the
	A description of				

significant changes in the financial or trading position of the issuer subsequent to the period covered by the historical financial information.

	30.11.2012 in million Euro (audited)	prior fiscal year (30.11.2011) in million Euro (audited)
Subscribed capital		
Share capital	210.6	210.6
Silent partner capital	122.7	122.7
Capital reserves	195.8	193.8
Legal reserves	33.0	33.0
Other earnings reserves	27.9	27.9

In addition, as part of incorporating the new rules under the BilMoG pursuant to § 340g of the German Commercial Code (HGB), a new separate item was created ("Fund for general banking risks") in the amount of EUR 9.4m (EUR 6.6m in the previous year).

The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows:

	30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro
Equity capital on balance sheet	590.0	588.0
Less intangible assets	0	-1.2
Core capital	599.3	594.3
Supplementary capital	0.0	0.0
Equity capital	599.3	594.3
Capital ratios		
Tier one capital in %	33.6	29.3
Total capital ratio in %	33.6	29.3

Despite the debt crisis in the Eurozone and the concomitant volatility on the international financial markets, Citigroup Global Markets Deutschland AG was once again able to earn a profit in the recently completed fiscal year.

Key Semi-Annual Financial Information of Citigroup Global Markets Deutschland AG

The table below provides a comparison of certain noteworthy financial statistics for the first half of the financial year 2013 which have been taken from the unaudited interim financial statements 2013 between the prior fiscal year and/or the previous year's figures and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

	31.05.2013	30.11.2012	
	in million Euro	in million Euro	

Balance sheet total	11,147	9,543
Business volume	12,628	11,162
Equity capital	590	590
Loan portfolio	5,179	5,365
Number of employees on the balance sheet date	263	334

	01.12.2012 - 31.05.2013 in million Euro	01.12.2011 - 31.05.2012 in million Euro
Interest income from operations	3	7
Commissions from brokerage business	20	33
Commissions from securities business	8	9
Net income from financial trading operations	29	16
General administrative expenses	72	70

Statements as regards trend information and financial or trading position

The Issuer declares that since the date of the last audited annual financial statements on 30 November 2012 no material adverse change in the prospects of the Issuer has occurred.

Furthermore, the Issuer declares that since the date of the last interim financial statements on 31 May 2013 no significant change has occurred in the financial or trading position of the Issuer.

B.13 A description of any recent events particular to the issuer which are to a material extent relevant to the evaluation of the issuer's solvency.

Significant events that may have a material impact on the assessment of the Issuer's solvency can not be determined at the moment. However, Citigroup Global Markets Deutschland AG is currently subject to an extra-ordinary audit on withholding taxes by the Frankfurt-Hoechst tax authority for the years 2007-2008. In this context the tax authority has expressed its view that Citigroup Global Markets Deutschland AG may not have deducted and paid withholding taxes from dividends received in connection with so called cum-ex transactions for shares held by it in custody for its clients as required. Based on these findings the tax authority is currently of the view that Citigroup Global Markets Deutschland AG is liable for non deducted withholding taxes in the amount of more than Euro 706 million for the years 2007 and 2008. In case the tax authority's view should succeed further tax liability for the years 2009 to 2011 may arise which can not be estimated at the moment.

The main starting point for the liability claim of the tax authorities is the question if Citigroup Global Markets Deutschland AG is to be qualified as a German bank

		executing the trade (<i>die den Verkaufsauftrag ausführende Stelle</i>) in the respective years. Furthermore, the method applied to identify the amount of the liability claim is debatable as well as the question if Citigroup Global Markets Deutschland AG can be held liable as principal debtor. Citigroup Global Markets Deutschland AG has obtained legal advice from a reputable tax consultant office as well as from a reputable accounting firm. Based thereon, the management of Citigroup Global Markets Deutschland AG is of the view that the likelihood to win any legal proceedings in this matter exceeds 50 per. cent. On this basis, Citigroup Global Markets Deutschland AG's management has decided to put up a reserve only for expected legal advice and litigation expenses, if any, and has decided that 2 million Euro is an adequate figure in this respect. Furthermore, it should be noted that Citigroup is currently evaluating measures to
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	optimize its organizational structure. Citigroup Global Markets Finance Corporation as the German holding company owns 100% of the shares of the Issuer. Pursuant to § 17 (2) of the German Stock Corporation Act (<i>Aktiengesetz</i> , "AktG"), it is assumed that a company in which a majority of the shares is held by another company is dependent upon that other company.
B.15	A description of the issuer's principal activities.	The Issuer is engaged in the business of corporate and investment banking and offers companies, governments and institutional investors comprehensive financial solutions in the areas of investment banking, fixed income, foreign exchange, equities and derivatives, and global transaction services; in addition it is a leading issuer of warrants and certificates whose end investors are predominantly retail clients. Since the end of 2012 the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.
B.16	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control.	In addition to the inclusion of the Issuer in the Citigroup Inc. group of companies referred to above, the Issuer is also party to a control and profit and loss transfer agreement with its immediate parent company. Under the terms of the agreement, the Issuer has placed the management of its business under the control of its immediate parent company. Accordingly, the immediate holding company has the right to give instructions to the Issuer. The agreement also requires the Issuer to transfer its entire profit to its immediate parent company. In return, the immediate parent company is required to make up any annual loss of the Issuer arising during the period of the agreement, as provided in detail by § 302 (1) and (3) AktG.

Section (Section C – Securities				
C.1	•	Type/form of the Warrants			
	type and the class of the securities being offered	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with			

	and/or admitted to trading, including any security identification number.	options. One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. The leverage effect of the Warrant operates in both directions – not only to the investor's advantage in the event of the favorable performance of the factors determining the value, but also to the investor's disadvantage in the event of their unfavorable performance. The payment due under a Warrant on exercise or early termination depends on the value of the underlying at the relevant time.
		The Warrants will be issued in dematerialized bearer form (<i>au porteur</i>) and inscribed in the books of the central securities depositary which shall credit the accounts of the account holders. No physical document of title (including <i>certificats représentatifs</i> pursuant to Article R.211-7 of the French Monetary and Financial Code (<i>Code monétaire et financier</i>)) will be issued in respect of the Warrants.
		Security identification number
		ISIN: DE000CF6Z774
		Local Code: 5160C
C.2	Currency of the securities issue.	Euro
C.5	A description of any restrictions on the free transferability of the securities.	Each Warrant is transferable in accordance with the laws applying in each case and, where relevant, the respective applicable regulations and procedures of the securities depositary in whose records the transfer is registered.
C.8	A description of the	Applicable law for the securities
	rights attached to the securities including ranking and including limitations to those	The Warrants are subject to German law. The constituting of the Warrants may be governed by the laws of the jurisdiction of the central securities depository.
	rights.	Rights attached to the Warrants
		Each Warrant grants the holder the right to the cash amount as described in more detail under C.15.
		Status of the Warrants
		The Warrants create direct, unsecured and unsubordinated obligations of the Issuer that rank <i>pari passu</i> in relation to one another and in relation to all other current and future unsecured and unsubordinated obligations of the Issuer, with the exception of obligations that have priority due to mandatory statutory provisions.
		Limitations to the rights
		The Issuer has the right to terminate the Warrants and to amend the terms and conditions pursuant to the provisions specified in the terms and conditions of the Warrants.

C.11	An indication as to whether the securities offered are or will be the object of an application for admission to trading, with a view to their distribution in a regulated market or other equivalent markets with an indication of the markets in question.	The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.
C.15	A description of how	Description of Call Warrants with European type of exercise
	the value of the investment is affected by the value of the	Call Warrants enable investors to participate on a disproportionate (leveraged) basis in the positive performance of the underlying.
	underlying instrument(s), unless the securities have a denomination of at least EUR 100,000.	In return, however, they also participate on a leveraged basis in any negative performance of the underlying and in addition bear the risk that the Call Warrant may expire worthless if the reference price of the underlying reaches or falls below the strike.
		On the maturity date, the cash amount received by the investors is the difference, multiplied by the multiplier, by which the reference price of the underlying determined on the valuation date is higher than the respective strike. If the reference price is equal to or lower than the strike, the Call Warrant expires worthless.
C.16	The expiration or	Maturity date: 26/06/2014
	maturity date of the derivative securities –	Exercise date: 19/06/2014
	the exercise date or final reference date.	Valuation date: 19/06/2014
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants with automatic exercise, i.e. a European type of exercise, the Issuer will transfer any positive cash amount to the central securities depositary on the maturity date for the credit of the warrant holders registered with the central securities depositary at the close of business on the preceding banking day at the head office of the central securities depositary.
		The central securities depositary has given an undertaking to the Issuer to make a corresponding onward transfer.
C.18	A description of how the return on derivative securities takes place.	In the case of Warrants with a European type of exercise, the option right may be exercised by the warrant holder only with effect as of the valuation date for the respective Warrant. If the cash amount results in a positive value, the option right attaching to the respective Warrant is deemed to be exercised on the valuation date without further preconditions and without the submission of an explicit exercise notice ("Automatic Exercise").

C.19	The exercise price or the final reference price of the underlying.	Reference price on the valuation date: Closing price	
C.20	A description of the type of the underlying and where the information on the underlying can be found.	Type: share or security representing shares WKN: 891997 ISIN: FR0000131708 Company: Technip SA Relevant stock exchange: Euronext Paris Reuters page: TECF.PA Website: www.technip.com	
Section	D – Risks		
D.2	Key information on the key risks that are specific to the issuer.	Risk of the cessation or limitation of price-setting by the Issuer If the Issuer were to limit or completely abandon its voluntary intention to set bid and offered prices, there would be a danger, if prices for Warrants were not set by any other party that investors would have to wait for the final maturity of the Warrants or, where early exercise is possible, exercise the option right. Liquidity risk despite control and profit and loss transfer agreement The Issuer would also be unable to meet its obligations arising from the	
		securities despite the control and profit and loss transfer agreement if, in the event that the Issuer generated a net loss, while the immediate parent company would in principle be required to assume that loss, it was unable or unwilling to comply with this contractual obligation as a result of its own liquidity difficulties or overindebtedness. Brokerage of transactions for other Group companies and allocation of	
		work within Citigroup	
		The great majority of the Issuer's commission income consists of transfer pricing income from brokerage transactions with affiliated companies. The Issuer's costs arising from the exchange of services with individual Group companies are reimbursed on the basis of existing agreements using transfer prices. For this purpose, income and expenses, in particular commission income for transactions assisted by the bank in an advisory capacity in the context of its sales activities, are determined and allocated to the relevant areas providing the services. The transactions relate to equity trading, bond issues and corporate finance as well as to the sale of structured products, corporate derivatives and currency management products, and also global relationship banking. This process is coordinated closely across all areas with Citigroup Global Markets Limited, London, in particular, and also with Citibank, N.A., London.	

If a decision were made within Citigroup to reallocate the relevant activities to other Group companies, the Issuer could lose a material source of income.

Risks in the lending business

The Issuer's loan portfolio consists mainly of loans to international customers in the industrial and financial services sectors with investment grade credit ratings. Loan defaults have been avoided in recent years thanks to this business policy. The loan portfolio is mainly concentrated on a manageable number of borrower units, as defined by German banking law. If significant individual borrowers in the Issuer's portfolio were unable to meet their obligations, therefore, a substantial increase in loan loss provisions would be conceivable in principle and loan defaults could occur.

Interest rate risk

Risk-Treasury assesses and controls the Issuer's interest rate risk. The Issuer's exposure to changes in interest rates maybe a mid to long-term risk in holdings in liquid securities if these were not originally covered by hedging transactions like interest rate swap agreements. The same applies to medium and long-term loans granted by the Issuer. A significant risk from interest rate changes could arise where interest rates are not monitored in a timely or sensitive manner, which may produce the concomitant danger that action to cover such interest rate exposure is not taken early enough.

Operating risk

The Issuer has transferred a number of areas that are significant for the proper management and control of its business activities and the risks associated with them to other companies within and outside Citigroup. In the event that the companies to which these areas have been transferred do not fulfill their contractual obligations or do not do so at the proper time, the ability of the Issuer to meet its own obligations arising from the securities it has issued on the due dates could also be adversely affected.

Tax risks

The tax decisions issued to the Issuer are regularly subject to subsequent review in the form of an external tax audit or to the resolution of individual issues by the relevant courts. This is normal practice and means that an additional tax demand can be issued by the tax authorities years after the original assessment as a result of a tax audit or a generally applicable decision by a tax court.

General business risks

Settlement risk

The risk that a business transaction is incorrectly processed or that a transaction is executed which is different from the intentions and expectations of the Issuer's management.

Information risk

The risk that information, which was generated, received, transmitted or stored within or outside the Issuer's place of business, can no longer be accessed. Furthermore, such information may be of poor quality, or have been wrongly handled or improperly obtained. The information risk also includes risks that are generated by systems and used for processing information.

Reputation risk

This represents the Issuer's risk that its relations with its customers could be harmed if its services are poor or transactions are incorrectly executed. This risk also includes the risk of entering into business relations with counterparties, whose business practices do not conform to the standards or business ethics of the Issuer.

Personnel risk

The Issuer has a high demand for qualified and specially trained professionals and managers. Personnel risk entails the risk of high staff turnover and the risk that the Issuer will be unable to retain a sufficient staff of qualified personnel, as well as the risk that the Issuer's employees may knowingly or negligently violate established regulations or the firm's business ethics standards.

• Legal and regulatory risks

The Issuer views legal risks as any and all risks resulting from binding contracts and governing legislation. Regulatory risks result from the legal environment in which the Issuer does business.

· Risk of fraud

These are both internal and external risks of fraud such as bribery, insider trading and theft of data.

D.6 Ke

Key information on the key risks that are specific to the securities. This must include a risk warning effect that the investors may lose the value of their entire investment or part of it, as the case may be, and/or, if the investor's liability is not limited to value of investment, a statement of that fact, together with a description of the circumstances in which such additional liability

General risk factors of Warrants

Risk of total loss

Warrants represent particularly risky investment instruments. They entail a particularly high risk of losing the capital invested, up to and including a total loss, plus the transaction costs incurred and any borrowing costs.

Risk of default by the Issuer of the Warrants

In the event of the Issuer becoming insolvent, investors could suffer a loss up to and including a total loss. As bearer securities, Warrants do not fall within the scope of the deposit protection arrangements.

Risk arising from above-average fluctuations in the prices of Warrants (leverage effect)

One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. At the same time, Warrants also entail above-average arises and the likely financial effect.

risks of loss.

Risk of the absence or non-functioning of a secondary market in the Warrants or restricted availability of the Issuer's electronic trading system

Investors should not assume that they will be able to sell a Warrant at a particular time or at a particular price during its term. Investors should assume instead that pricing on the exchange can only take place within the spread of bid and offered prices quoted by the Issuer, if available, and that their buy or sell orders on the exchange will be executed with the Issuer as the direct or indirect counterparty.

Risk in connection with the cessation of secondary trading immediately prior to final maturity

The Issuer and/or the exchange cease trading in the Warrants shortly before their valuation date. However, the reference price of the underlying on the valuation date and/or the applicable exchange rate, both of which are important for the purpose of determining the cash amount of the Warrants, may still change between the last exchange trading day and the maturity date, which may be to the disadvantage of the investor. There is a particular risk that the price of the underlying may reach, fall below or exceed a barrier for the first time shortly before the reference price on the valuation date is determined and after trading in the secondary market has already finished.

Currency risk with respect to the intrinsic value of the Warrants

The performance of the investment is subject to a currency risk if the underlying on which the Warrants are based is expressed in a currency other than the currency in which the cash amount is paid out (settlement currency).

Risks relating to market disruption events

In the event of market disruption events with respect to the underlying, the Issuer has the right to postpone the valuation date for the reference price on exercise. This may result in an additional risk for investors if the underlying performs negatively during the time delay or, where applicable, if the exchange rate for converting the intrinsic value into the settlement currency moves in an unfavourable direction for the investor.

Product specific risk factors

Risk relating to the loss of time value of Warrants depending on the remaining term

The price of Warrants is calculated on the basis of two components of price (intrinsic value and time value). The intrinsic value of Warrants during their term is equal to the difference (if positive), multiplied by the multiplier, between the value of the underlying and the strike (Call Warrants). The amount of the time value, on the other hand, is essentially determined on the basis of the remaining term of the Warrant and the expected frequency

		and intensity of the fluctuations in the price of the underlying expected by the Issuer during the remaining term of the Warrant (implied volatility).		
		Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs		
		The other factors affecting the price of the Warrants include, <i>inter alia</i> , interest rates on the money market relating to the remaining term, expected income from the Issuer's hedging transactions in or related to the underlying and the level of the Issuer's refinancing costs for entering into those hedging transactions.		
		Even if the price of the underlying rises in the case of a call option or falls in the case of a put option, therefore, the value of the Warrant may decline as a result of the other factors affecting value. Given the limited term of the Warrant, there is no guarantee that the price of the Warrant will recover in sufficient time. The shorter the remaining term, the greater the risk.		
Section	E – Offer			
E.2b	Reasons for the offer and use of proceeds when different from making profit and/or hedging certain risks.	certain risks and the net proceeds from the issuance of Warrants presented in this base prospectus will be used by the Issuer for its general business		
E.3	A description of the terms and conditions of	Offer method, offeror and issue date of the Warrants		
	the offer.	The Warrants are being offered over-the-counter on a continuous basis		
		The offer of the Warrants begins in France on 22/01/2014.		
		The offeror of the Warrants is the Issuer.		
		The issue date is: 22/01/2014		
		Restrictions on the free transferability of the securities		
		The Warrants may be offered or sold only if all applicable securities laws and regulations in force in the jurisdiction in which a purchase, offer, sale or delivery of Warrants is made or in which this document is circulated or kept for inspection have been complied with, and if all consents or authorizations required for the purchase, offer, sale or delivery of the Warrants in accordance with the legal norms in force in that jurisdiction have been obtained.		
		In particular, the Warrants are not and will not be registered pursuant to the United States Securities Act of 1933 as amended. They may not be offered, sold, traded or delivered within the United States either directly or indirectly by or to or for the account of a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933), except in the case of exemption from the registration requirements of the		

		Securities Act. Any person receiving the cash amount in accordance with these terms and conditions is deemed to have made a declaration that the person entitled to the rights arising from the Warrants is not a US person. Issue price and costs and taxes on purchase The initial issue price is EUR 0.15. The purchase of the Warrants incurs no costs or taxes that are specifically charged by the Issuer to the subscriber or purchaser.
E.4	A description of any interest that is material to the issue/offer including conflicting interests.	The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it generally act as the calculation agent for the Warrants. This activity can lead to conflicts of interest since the responsibilities of the calculation agent include making certain determinations and decisions which could have a negative effect on the price of the Warrants or the level of the cash amount.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may engage in trading transactions in the underlying, other instruments linked to it, or derivatives, stock exchange options or stock exchange forward contracts, or may issue other securities and derivatives based on the underlying. The companies may also be involved in the acquisition of new shares or other securities of the underlying or, in the case of stock indices, of individual companies included in the index, or act as financial advisors to the entities referred to or work with them in the commercial banking business. The companies are required to fulfill their obligations arising in this connection irrespective of the consequences resulting for the warrant holders and, where necessary, to take actions they consider necessary or appropriate in order to protect themselves or safeguard their interests arising from these business relationships. The activities referred to above could lead to conflicts of interest and have a negative effect on the price of the underlying or securities linked to it such as the Warrants.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may issue additional derivative securities based on the respective underlying or constituents of the underlying, including securities whose features are the same as or similar to those of the Warrants. The introduction of such products that compete with the Warrants may impact the price of the underlying or the constituents of the underlying and thus also the price of the Warrants. The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may receive non-public information relating to the underlying or the constituents of the underlying, but are under no obligation to pass on such information to the warrant holders. Furthermore, companies belonging to Citigroup, Inc. or affiliated to it may publish research reports relating to the underlying or constituents of the underlying. These types of activities may entail certain conflicts of interest and affect the price of the Warrants.
E.7	Estimated expenses charged to the investor	The estimated expenses for the Warrants, including the cost for admission to exchange trading, are included in the issue price or the selling price, as

by the	issuer or	the	the case may be. If the investor purchases the Warrants from a distributor,	
offeror.			the purchase price to be paid by the investor may include selling fees that	
			have to be disclosed by the distributor.	

ANNEXE - RÉSUMÉ EN FRANÇAIS

Section A – Introduction et mises en garde

A.1 Le présent Résumé présente les caractéristiques et les risques principaux de Citigroup Global Markets Deutschland AG (« l'**Émetteur** ») et les Warrants émis au titre de Prospectus Tripartite de Base. Le Résumé a pour finalité de servir d'introduction au Prospectus Tripartite de Base, qui comporte ce Résumé, le Formulaire d'Enregistrement de Citigroup Global Markets Deutschland AG daté du 3 mai 2013 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG daté du 13 mai 2013. Les investisseurs devraient donc veiller à ne prendre aucune décision d'investir dans les Warrants avant d'avoir pris connaissance du Prospectus dans sa totalité, y compris de tous les suppléments et des Conditions Définitives. Dans le cas où un recours relatif aux informations contenues dans un prospectus de base, dans tous les suppléments ou dans les Conditions Définitives respectives serait intenté auprès d'un tribunal, l'investisseur agissant en tant que plaignant pourrait, en vertu des lois de différents États membres de l'Espace économique européen, être contraint de prendre en charge le coût de la traduction du prospectus de base, de tous les suppléments et des Conditions Définitives, dans la langue de travail du tribunal avant le commencement de la procédure judiciaire. L'Émetteur peut être jugé responsable du contenu de ce Résumé, y compris de toute traduction en étant faite, mais seulement dans le cas où le Résumé serait trompeur, inexact ou contradictoire par rapport aux autres parties du Prospectus, ou, dans le cas où il est lu en même temps que les autres parties du Prospectus Tripartite de Base, s'il ne donne pas toutes les informations clés nécessaires.

A.2 – Consentement à l'utilisation du prospectus.

En ce qui concerne les Offres non-dispensées, en vertu de l'Article 3 (2) de la Directive Prospectus, l'Émetteur consent à l'utilisation du Prospectus par tous les intermédiaires financiers (consentement général) pour les offres faites en France (le ou les « État(s) concerné(s) par l'Offre »). Le consentement général à la revente ultérieure et au placement final des valeurs mobilières par le ou les intermédiaires financiers est donné en ce qui concerne France.

La revente ultérieure et le placement final des valeurs mobilières par les intermédiaires financiers peuvent être effectués pendant la période de validité du Prospectus Tripartite de Base en vertu du §9 de la Loi allemande sur les prospectus de valeurs mobilières (*Wertpapierprospektgesetz*, « WpPG »).

Dans le cas d'une offre faite par un intermédiaire financier, les modalités et conditions de l'offre doivent être précisées aux investisseurs au moment où l'offre est faite par l'intermédiaire financier.

Section B – Émetteur et garants

	1	
B.1	Indiquer la raison sociale et le nom commercial de l'émetteur.	La raison sociale et le nom commercial de l'Émetteur est Citigroup Global Markets Deutschland AG.
B.2	Indiquer le siège social et la forme juridique de l'émetteur, la législation régissant ses activités	Siège social Francfort-sur-le-Main; l'adresse de Citigroup Global Markets Deutschland AG est Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, République fédérale d'Allemagne (téléphone +49 (0)69-1366-0).

	ainsi que son pays	
	d'origine.	Forme juridique et législation régissant les activités
		L'Émetteur est une société anonyme (<i>Aktiengesellschaft</i> , « AG ») au sens de la législation allemande.
		Pays d'origine
		L'Émetteur est immatriculé au Registre de commerce du Tribunal local de Francfort-sur-le-Main sous le numéro HRB 88301.
B.4b	Décrire toute tendance connue ayant des répercussions sur l'émetteur et ses secteurs d'activité.	La Banque prévoit une légère accélération de la croissance économique mondiale en 2013, de 2,5% à 2,6 %. En 2014, la croissance devrait atteindre 3,2 %. Le ralentissement de la croissance économique mondiale observée est principalement imputable à la détérioration de la croissance des pays industrialisés. La Banque prévoit une croissance modérée de 1 pour cent pour les pays industrialisés en 2013 et une légère progression à 1,6 % en 2014.
		De façon générale, la Banque s'attend à un maintien d'écarts significatifs entre les différentes régions dans le monde.
		La Banque s'attend à une légère récession dans l'Eurozone (les prévisions de croissance de la Banque sont de -0,6 % et -0,4 % pour 2013 et 2014). Ceci est attribué à la poursuite de la crise de la dette souveraine et au niveau élevé de l'endettement du secteur privé dans les pays européens périphériques. La BCE devrait continuer à intervenir pour stabiliser les marchés et faire baisser les taux d'intérêt au cours du deuxième trimestre 2013 en fonction de la poursuite de la croissance économique de l'Eurozone, qui pourrait être suivie par une réduction finale de taux d'intérêt prévue pour le deuxième semestre. La Banque estime probable que le Sud de l'Europe et l'Irlande n'aboutiront que progressivement à des solutions communes durables en matière fiscale. Si les pays fondateurs ne sont plus déterminés à renforcer leur soutien aux États périphériques à l'avenir, ceci pourrait aboutir à un ensemble de restructurations de dette (avec probablement des échéances à plus long terme et des réductions de taux d'intérêt), mais probablement pas avant 2015.
		Dans la Division warrants et certificats, la concurrence devrait rester intense entre les principaux émetteurs. D'autres modifications de la réglementation devraient intervenir, qui devront être prises en compte en temps opportun pour l'activité.
		Compte tenu des prévisions faites par les différentes divisions et d'une approche restrictive de la gestion des coûts, la Banque s'attend à un maintien global des bénéfices au cours des exercices 2013 et 2014.
B.5	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur.	L'Émetteur est membre du sous-groupe allemand de Citigroup. En tant que société anonyme, il est géré par un conseil d'administration. L'Émetteur est entièrement détenu par une société holding allemande, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, une société en commandite domiciliée à Francfort-sur-le-Main.
		Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est également un associé passif de l'Émetteur, dans la mesure où il détient une participation passive (« Stille Einlage ») d'un montant total de 122 710 051,49 EUR au 30 novembre 2012. L'associé responsable de la société Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est la société

B.9	Lorsqu'une prévision ou une estimation du bénéfice est réalisée, en indiquer le montant.	Citigroup Global Markets Finance LLC (États-Unis). Le commanditaire unique est Citi Overseas Investment Bahamas Inc. Toutes les actions de Citigroup Global Markets Finance LLC sont détenues par Citi Overseas Investment Bahamas Inc., dont le seul actionnaire est Citibank Overseas Investment Corporation (États-Unis). Cette société est elle-même détenue à 100 % par Citibank, N.A. (États-Unis). Citibank, N.A. (États-Unis) est détenue à 100 % par Citicorp (États-Unis), qui est elle-même détenue à 100 % par Citigroup, Inc (États-Unis). Sans objet; l'Émetteur a décidé de ne publier aucune prévision de bénéfice ou estimation de bénéfice dans le Prospectus de Base.			
B.10	Décrire la nature des éventuelles réserves sur les informations financières historiques contenues dans le rapport d'audit.	Les états financiers annuels de l'Émetteur pour les exercices du 1 ^{er} décembre 2011 au 30 novembre 2012 et du 1 ^{er} décembre 2010 au 30 novembre 2011 ont été audités par l'auditeur statutaire de l'Émetteur et ont obtenu une mention sans réserve de la part de l'auditeur.			
B.12	informations financières historiques clés sélectionnées pour l'émetteur, pour chaque exercice de la période couverte par ces informations financières historiques et pour toute période intermédiaire Deutschland AG Le tableau ci-dessous présente une comparaison de certaines s' financières significatives fournies dans les états financiers audités de 2 l'exercice budgétaire antérieur (exercice 2011) et l'exercice 2012 et recompte du développement de l'activité de Citigroup Global Markets De AG: 30.11.2012 Exercice en millions précédent d'aures (30.11.2011) en l'exercice de la période intermédiaire				
	ultérieure, accompagnées de			millions d'euros	
	données comparatives	Total du bilan	9.543	8.690	
	couvrant la même période de l'exercice	Volume d'activité	11.162	10.163	
	précédent; la	Fonds propres	590	588	
	présentation des bilans	Volume des prêts	5.365	5.196	
	de clôture suffit toutefois à remplir	Nombre d'employés	348	361	
	l'exigence	1 2			1
	d'informations bilancielles comparables. Une déclaration		01.12.2011 - 30.11.2012 en millions d'euros	Exercice précédent (01.12.2010 – 30.11.2011) en millions d'euros	
	attestant qu'aucune détérioration significative n'a eue de	Revenus d'intérêt de l'exploitation	11	29	
	répercussions sur les	Commissions de courtage	111	96	
	perspectives de	Commissions d'opérations sur	18	17	

l'émetteur depuis la date de ses derniers états financiers vérifiés et publiés, ou une description de toute détérioration significative.

Une description des changements significatifs de la situation financière ou commerciale l'émetteur survenus après la période couverte par informations financières historiques.

valeurs mobilières		
Revenu net des opérations financières de négoce	25	60
Frais généraux et administratifs	161	137

À la date du bilan, les **fonds propres inscrits au bilan** comprennent les éléments suivants :

	30.11.2012 en millions d'euros (audité)	Exercice précédent (30.11.2011) en millions d'euros (audité)
Capital souscrit		
Capital social	210,6	210,6
Participation de l'associé passif	122,7	122,7
Réserves de capital	195,8	193,8
Réserve légale	33,0	33,0
Autres bénéfices mis en réserve	27,9	27,9

De plus, dans le cadre de l'intégration de nouvelles règles au titre de BilMoG en vertu du §340g du Code allemand du commerce (HGB), un nouveau poste séparé a été créé (« Fonds pour les risques bancaires généraux ») pour un montant de 9,4 millions d'euros (6,6 millions d'euros l'année précédente).

Le capital réglementaire imputé sous BIZ se compose d'un capital de base et de capital supplémentaire (passifs subordonnés) après approbation, comme suit :

	30.11.2012 en millions d'euros	Exercice précédent (30.11.2011) en millions d'euros
Fonds propres au bilan	590,0	588,0
Moins immobilisations	0	-1,2
Capital de base	599,3	594,3
Capitaux supplémentaires	0,0	0,0
Fonds propres	599,3	594,3
Ratios de capitaux		
Fonds propres Tier one en %	33,6	29,3
Ratio de capitaux totaux en %	33,6	29,3

En dépit de la crise de dette dans l'Eurozone et de la volatilité concomitante sur les marchés financiers internationaux, Citigroup Global Markets Deutschland AG

a de nouveau réussi à dégager un bénéfice au cours de l'exercice clôturé récemment.

Informations financières semestrielles clés de Citigroup Global Markets Deutschland AG

Le tableau ci-dessous présente une comparaison de certaines statistiques financières significatives pour le premier semestre de l'exercice financier fournies dans les états financiers non-audités de 2013 entre l'exercice budgétaire antérieur et/ou les chiffres des années précédentes et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG:

	31.05.2013 en million d'Euro	30.11.2012 en million d' Euro
Total du bilan	11.147	9.543
Volume d'activité	12.628	11.162
Fonds propres	590	590
Portefeuille des prêts	5.179	5.365
Nombre d'employés à la date du bilan	263	334

	01.12.2012 - 31.05.2013 en million d'Euro	01.12.2011 - 31.05.2012 en million d'Euro
Revenus d'intérêt de l'exploitation	3	7
Commissions de courtage	20	33
Commissions d'opérations sur valeurs mobilières	8	9
Revenu net des opérations financières de négoce	29	16
Frais généraux et administratifs	72	70

Etats en ce qui concerne l'information tendancielle et la situation financière et commerciale.

L'Emetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2012, aucune détérioration significative n'a affecté les perspectives de l'Emetteur.

En outre, l'Emetteur déclare que depuis la date des états financiers provisoires au 31 mai 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale de l'Emetteur.

B.13 Décrire tout événement récent propre à l'émetteur et présentant un intérêt significatif

Aucun événement présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur n'est identifié à ce moment. Cependant, Citigroup Global Markets Deutschland AG est actuellement sujet à un audit extraordinaire sur les retenues à la source fiscales par l'autorité fiscale Francfort-Hoeschst pour

	pour l'évaluation de sa solvabilité.	les années 2007-2008. Dans ce contexte l'autorité fiscale a explicité ses vues quant au fait que Citigroup Global Markets Deutschland AG aurait dû déduire et payer la retenue à la source des dividendes reçus en relation avec transactions communément appelées cum-ex transactions. S'appuyant sur ces observations l'autorité fiscale est actuellement de l'avis que Citigroup Global Markets Deutschland AG est responsable de la non déduction de la retenue à la source d'un montant supérieur à 706 Millions d'Euro pour les années 2007 et 2008. Dans le cas où l'autorité fiscale a raison, la responsabilité fiscale pour les années 2009 à 2011 pourrait se poser ce qui est impossible d'estimer pour le moment. The principal point de départ de l'action en responsabilité des autorités fiscales est de savoir si Citigroup Global Markets Deutschland AG est qualifié de banque allemande exécutant un transaction (die den Verkaufsauftrag ausführende Stelle) durant ces années. De plus, la méthode appliquée pour identifier le montant des dommages et intérêts est débattue comme celle de savoir si Citigroup Global Markets Deutschland AG peut être tenu responsable comme débiteur principal. De plus, il devrait être noté que . Citigroup envisage actuellement des mesures visant à optimiser sa structure d'organisation.
B.14	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur. Si l'émetteur est dépendant d'autres entités du groupe, ce fait doit être clairement stipulé.	Citigroup Global Markets Finance Corporation à titre de société holding allemande possède 100 % des actions de l'Émetteur. En vertu du § 17 (2) de la Loi allemande sur les sociétés par actions (<i>Aktiengesetz</i> , « AktG »), il est considéré qu'une société dont la majorité des actions est détenue par une autre société est dépendante de cette autre société.
B.15	Fournir une description des principales activités de l'émetteur.	L'Émetteur est une banque d'affaire et d'investissement qui propose des solutions financières complètes dans les secteurs des opérations bancaires de l'investissement, des titres à revenu fixe, des opérations de change, des valeurs mobilières et des dérivés ainsi que des services de transactions internationales aux entreprises, aux pouvoirs publics et aux investisseurs institutionnels; c'est en outre un émetteur majeur de warrants et de certificats dont les investisseurs finaux sont principalement des clients particuliers. Depuis la fin de l'année 2012, l'activité de l'Émetteur intègre également Citi Private Bank – Family Office Coverage Germany et Covered Bond Research.
B.16	Dans la mesure où ces informations sont connues de l'émetteur, indiquer si celui-ci est détenu ou contrôlé, directement ou indirectement, et par qui; décrire la nature de ce contrôle.	En plus de l'intégration de l'Émetteur dans le groupe de sociétés Citigroup Inc. mentionné ci-dessus, l'Émetteur est également partie liée à sa maison mère directe par un accord de transfert de pouvoir et de pertes et profits. En vertu de cet accord, l'Émetteur a conféré la gestion de ses affaires à sa maison mère directe. De ce fait, la société holding dont dépend directement l'Émetteur, a le droit de lui donner des instructions. L'accord impose également à l'Émetteur de transférer la totalité de son bénéfice à sa maison mère directe. En contrepartie, la maison mère directe est tenue de compenser toute perte annuelle éventuelle de l'Émetteur durant la période de validité de l'accord, comme prévu en détail par les § 302 (1) et (3) d'AktG.

Section C – Valeurs mobilières

C.1	Décrire la nature et la catégorie des valeurs mobilières offertes et/ou admises à la négociation et donner tout numéro d'identification des valeurs mobilières.	Type/forme des Warrants Les warrants sont des instruments dérivés qui peuvent comporter un droit d'option et qui peuvent donc présenter beaucoup de points communs avec les options. L'une des principales caractéristiques des Warrants est l'effet de levier: une évolution du cours du sous-jacent peut entraîner une variation disproportionnée du cours du Warrant. L'effet de levier du Warrant joue dans les deux sens – non seulement à l'avantage de l'investisseur en cas de bonnes performances des facteurs déterminant la valeur, mais également en sa défaveur en cas de performances défavorables. Le paiement du au titre d'un Warrant lors de son exercice ou de sa liquidation prématurée dépend de la valeur du sous-jacent à ce moment. Les Warrants seront émis sous une forme dématerialisée au porteur et seront enregistrés dans les livres du dépôt central des valeurs mobilières qui créditera les comptes des titulaires de compte. Aucun document physique attestant de la possession (notamment des certificats représentatifs conformément à l'Article R.211-7 du Code monétaire et financier français) ne sera émis concernant les Warrants. Numéro d'identification des titres ISIN: DE000CF6Z774
C.2	Indiquer dans quelle monnaie l'émission a eu lieu.	Numéro d'identification local : 5160C Euro
C.5	Décrire toute restriction imposée à la libre négociabilité des valeurs mobilières.	Chaque Warrant est transmissible selon les lois s'appliquant à chaque cas et, le cas échéant, les réglementations et les procédures respectives applicables du dépositaire central de titres dans les livres duquel le transfert est enregistré.
C.8	Décrire les droits attachés aux valeurs mobilières y compris leur rang, y compris toute restriction qui leur est applicable.	Loi applicable aux titres: Les Warrants sont régis par la loi allemande. La constitution des Warrants peut être régie par les lois de la juridiction du dépositaire central de titres. Droits attachés aux Warrants Chaque Warrant confère à son détenteur le droit au montant en espèces détaillé à la section C.15. Statut des Warrants Les Warrants créent des obligations non garanties et non subordonnées de l'Émetteur qui se classent pari passu les unes par rapport aux autres et par rapport à toutes autres obligations actuelles et futures non garanties et non subordonnées de l'Émetteur, à l'exception des obligations qui ont priorité en raison de dispositions statutaires obligatoires. Limitations de droits

		L'Emetteur a le droit de résilier les Warrants et de modifier par voie d'avenant les termes et conditions en application des dispositions prévues aux termes et
C.11	Indiquer si les valeurs mobilières offertes font ou feront l'objet d'une demande d'admission à la négociation, en vue de leur distribution sur un marché réglementé ou sur des marchés équivalents — les marchés en question devant alors être nommés.	conditions des Warrants. Les Warrants ont été admis sur le marché réglementé à la bourse de valeurs de Eurolist, Euronext Paris S.A., qui est un marché réglementé au sens de la Directive 2004/39/CE.
C.15	Décrire comment la valeur de l'investissement est influencée par celle du ou des instrument(s) sous-jacent(s), sauf lorsque les valeurs mobilières ont une valeur nominale d'au moins 100 000 EUR.	Description des Warrants « Call » avec une modalité d'exercice européenne Les Warrants « Call » permettent aux investisseurs de participer avec un effet de levier à la performance positive de la valeur sous-jacente. En contrepartie, cependant, ils participent également sur une base à effet multiplicateur à toute performance négative de la valeur sous-jacente en prenant en plus le risque que le Warrant « Call » expire en perdant totalement sa valeur si le prix de référence de la valeur sous-jacente chute au niveau ou au-dessous du prix d'exercice. À la date d'échéance, le montant reçu par les investisseurs est égal à l'excédent, multiplié par le coefficient multiplicateur, entre le prix de référence de la valeur sous-jacente à la date d'évaluation et le prix d'exercice correspondant. Si le prix de référence est égal ou inférieur au prix d'exercice, le Warrant « Call » expire sans valeur.
C.16	Indiquer la date d'expiration ou d'échéance des instruments dérivés ainsi que la date d'exercice ou la date finale de référence.	Date d'échéance: 26.06.2014 Date d'exercice: 19.06.2014 Date d'évaluation: 19.06.2014
C.17	Décrire la procédure de règlement des instruments dérivés.	Dans le cas de Warrants à exercice automatique, cà-d. d'une modalité d'exercice européenne, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au crédit des détenteurs du warrant enregistrés auprès du dépositaire central à la clôture du jour ouvrable bancaire précédent au siège social du dépositaire central de titres. Le dépositaire central de titres s'est engagé auprès de l'Émetteur à faire un transfert ultérieur correspondant.

C.18	Indiquer les modalités relatives au produit des instruments dérivés.	Dans le cas de Warrants à modalité d'exercice européenne, le droit d'option ne peut être exercé par le détenteur du warrant qu'à la date d'évaluation pour le warrant concerné. Si le montant en numéraire aboutit à une valeur positive, le droit d'option attaché au warrant concerné est considéré exercé à la date d'évaluation sans autres conditions préalables et sans soumission d'une notification explicite d'exercice (« Exercice Automatique »).
C.19	Indiquer le prix d'exercice ou le prix de référence final du sous-jacent.	Prix de référence à la date d'évaluation : Cours de clôture
C.20	Décrire le type de sous-jacent utilisé et indiquer où trouver les informations à son sujet.	Type: action ou titre représentant des actions WKN (Numéro d'identification des valeurs mobilières allemandes): 891997 ISIN: FR0000131708 Société: Technip SA Bourse de valeurs mobilières concernée: Euronext Paris Page de Reuters: TECF.PA
		Site Web: www.technip.com
Section	n D – Risques	
D.2	Fournir les informations clés concernant les principaux risques propres à l'émetteur.	Risque d'arrêt ou de restriction de la fixation du prix par l'Emetteur Si l'Émetteur devait limiter ou abandonner complètement son intention de fixer les prix de l'offre et de la demande, le danger existerait, au cas où les prix des Warrants ne seraient pas fixés par aucune autre partie, que les investisseurs doivent attendre l'échéance finale des Warrants ou, lorsque l'exercice est possible, qu'ils doivent exercer leur droit d'option.
		Risque de liquidité en dépit d'un accord de transfert de pouvoir et de pertes et profits
		L'Émetteur ne serait également pas en mesure d'honorer les obligations liées aux titres en dépit d'un accord de transfert de pouvoir et de pertes et profits si, dans le cas où l'Émetteur générait une perte nette, bien que la maison mère directe soit en principe tenue de prendre cette perte à son compte, il était incapable ou non disposé à se conformer à cet engagement contractuel en raison de ses propres difficultés de trésorerie ou de surendettement.
		Courtage de transactions pour d'autres sociétés du Groupe et répartition du travail au sein de Citigroup
		L'essentiel du revenu de commission de l'Émetteur se compose du revenu des prix de cession des transactions de courtage avec les sociétés apparentées. Les coûts pour l'Émetteur résultant de l'échange de services avec différentes sociétés du Groupe sont remboursés sur la base des accords existants en utilisant les prix de cession. À cette fin, le revenu et les dépenses, en particulier

le revenu de commission pour les transactions réalisées avec l'assistance de la banque à titre de conseiller dans le cadre de ses activités commerciales, sont déterminés et alloués aux différents secteurs fournissant les services. Les transactions se rapportent à la négociation sur les titres, les émissions d'obligations et la gestion financière d'entreprise ainsi qu'à la vente de produits structurés, dérivés de titres de sociétés et les produits de gestion de devises, et aux opérations bancaires internationales. Ce processus est coordonné étroitement dans l'ensemble des secteurs avec Citigroup Global Markets Limited, Londres, en particulier, et également avec Citibank, N.A., Londres.

Si une décision était prise au sein de Citigroup pour réaffecter les activités concernées à d'autres sociétés du Groupe, l'Émetteur pourrait perdre une importante source de revenu.

Les risques de l'activité de prêt

Le portefeuille de prêt de l'Émetteur consiste principalement en prêts accordés à des clients internationaux dans les secteurs de l'industrie et des services financiers ayant des notations de crédit de qualité. Les défauts de remboursement de prêt ont été évités ces dernières années grâce à cette politique commerciale. Le portefeuille de prêts consiste principalement en un nombre raisonnable d'unités empruntrices, comme le prescrit la loi allemande sur les opérations bancaires. Si des emprunteurs individuels importants du portefeuille de l'Émetteur n'étaient pas en mesure d'honorer leurs obligations, une forte hausse des provisions pour pertes sur prêt serait envisageable en principe et des défauts de remboursement sur prêts pourraient se produire.

Risque de taux d'intérêt

Le département des risques et trésorerie évalue et maîtrise le risque sur taux d'intérêt de l'Émetteur. L'exposition de l'Émetteur à des fluctuations des taux d'intérêt peut être un risque à moyen ou à long terme pour la détention de titres liquides si ceux-ci n'étaient pas à l'origine couverts par des transactions de couverture telles que des accords de swap de taux d'intérêt. Il en va de même pour les emprunts à moyen et long terme accordés par l'Émetteur. Un risque significatif de fluctuation des taux d'intérêt pourrait survenir lorsque les taux d'intérêt ne font pas l'objet d'un suivi attentif et en temps opportun, ce qui peut générer le danger concomitant qu'une mesure pour couvrir une telle exposition au risque de taux d'intérêt ne soit pas prise suffisamment tôt.

Risque opérationnel

L'Émetteur a transféré un certain nombre de domaines qui sont importants pour une gestion et un contrôle appropriés de ses activités économiques et les risques qui s'y rapportent à d'autres sociétés au sein et à l'extérieur de Citigroup. Au cas où les sociétés auxquelles ces domaines ont été transférés ne s'acquitteraient pas de leurs obligations contractuelles ou ne le feraient pas en temps opportun, la capacité de l'Émetteur à assumer ses propres obligations découlant des titres qu'il a émis aux dates prévues pourrait également être compromise.

Risque fiscal

Les décisions fiscales prises concernant l'Émetteur sont régulièrement soumises à un examen ultérieur sous forme d'audit fiscal externe ou d'arbitrage des affaires individuelles par les tribunaux compétents. Cette pratique est courante

et signifie qu'un rappel d'impôts peut être décidé par l'administration fiscale des années après l'évaluation initiale en raison d'un contrôle fiscal ou d'une décision à portée générale rendue par un tribunal fiscal.

Risques généraux liés à l'activité

• Risque de règlement

Le risque qu'une transaction soit traitée de manière incorrecte, ou qu'une transaction soit exécutée différemment des intentions et des attentes de la direction de l'Emetteur.

• Risque en matière d'information

Le risque que l'information, qui a été produite, reçue, transmise ou conservée au sein ou à l'extérieur du siège social de l'Émetteur ne soit plus accessible. En outre, de telles informations peuvent être de qualité médiocre ou avoir été mal exploitées ou encore avoir été obtenues sans autorisation. Le risque en matière d'information inclut également les risques provenant des systèmes en tant que tels et utilisés pour le traitement de l'information.

• Risque de réputation

Il représente le risque pour l'Emetteur que la relation avec ses clients se détériore si le niveau de qualité de ses services est insuffisant ou le risque que les transactions soient traitées de manière incorrecte. Ce risque inclut également le risque de développer des relations d'affaires avec des contreparties dont les pratiques ne sont pas conformes aux normes ou à l'éthique de l'Émetteur.

• Risque lié au personnel

L'Émetteur fait appel à des professionnels et des cadres dirigeants qualifiés. Le risque lié au personnel inclut le risque d'une rotation importante du personnel et le risque que l'Émetteur ne soit pas en mesure de retenir un personnel qualifié en nombre suffisant, mais également le risque que les employés de l'Émetteur enfreignent en connaissance de cause ou par négligence les règles fixées ou les standards éthiques de pratique établis par la société.

• Risques juridiques et réglementaires

L'Émetteur considère les risques juridiques comme tout risque résultant des contrats engageant sa responsabilité et de la loi applicable. Les risques réglementaires résultent de l'environnement juridique dans lequel l'Émetteur réalise ses opérations.

• Risques de fraude

Risques internes et externes de fraude tels que la corruption, le délit d'initié et le vol de données.

D 6	Fournir	les
D.0		100
	informations	clés
	concernant	les

Facteurs généraux de risque des Warrants

Risque de perte totale

principaux risques propres aux valeurs mobilières. Inclure un avertissement informant l'investisseur qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son investissement et/ou. si le risque encouru l'investisseur ne se limite pas à la valeur de investissement, une mention de ce fait, assortie d'une description des cas où ce surcroît de risque se matérialise ainsi que des effets financiers probables cette matérialisation.

Les Warrants constituent des instruments d'investissement particulièrement risqués. Ils impliquent un niveau de risque particulièrement élevé de perdre le capital investi, y compris une perte totale, plus les coûts de transaction encourus et tous les coûts d'emprunt.

Risque de défaillance de l'Émetteur des Warrants

Au cas où l'Émetteur deviendrait insolvable, les investisseurs pourraient subir une perte pouvant aller jusqu'à une perte totale. En tant que titres au porteur, les Warrants n'entrent pas dans le champ des dispositions prévues pour la protection des dépôts.

Risque résultant de fluctuations de prix des Warrants supérieures à la moyenne (effet de levier)

L'une des principales caractéristiques des Warrants est l'effet de levier : une évolution du cours de la valeur sous-jacente peut entraîner une variation disproportionnée du cours du Warrant. En même temps, les Warrants génèrent également des risques de perte supérieurs à la moyenne.

Risque d'absence ou de non-fonctionnement d'un marché secondaire de Warrants ou de manque de disponibilité du système de transactions électroniques de l'Émetteur

Les investisseurs ne devraient pas présumer qu'ils seront en mesure de vendre un Warrant à un moment particulier ou à un prix particulier pendant sa période de validité. Les investisseurs devraient plutôt partir de l'hypothèse que le prix en bourse ne peut se situer que dans les limites de la fourchette de prix acheteur et vendeur indiquée par l'Émetteur, si elle est disponible, et que leurs ordres d'achat ou de vente en bourse seront exécutés avec l'Émetteur en qualité de contrepartie directe ou indirecte.

Risque lié à la cessation du négoce sur le marché secondaire immédiatement avant une échéance finale

L'Emetteur et/ou le marché cessent de négocier les Warrants juste avant leur date d'évaluation. Cependant, le prix de référence de la valeur sous-jacente à la date d'évaluation et/ou le taux de change applicable, lesquels sont importants dans la détermination du montant des Warrants, peuvent varier entre le dernier jour de cotation et la date d'échéance, dans un sens défavorable à l'investisseur. Il existe un risque particulier que le prix de la valeur sous-jacente atteigne, chute au-dessous ou dépasse une barrière pour la première fois juste avant que le prix de référence à la date d'évaluation soit déterminé et après la clôture de la cotation sur le marché secondaire.

Risque sur la devise relatif à la valeur intrinsèque des Warrants

La performance de l'investissement est soumise à un risque sur la devise si la valeur sous-jacente sur laquelle les Warrants sont basés est libellée dans une devise autre que la devise dans laquelle le montant en numéraire est versé (devise de règlement).

Risques d'événements perturbant le fonctionnement du marché

En cas de survenue d'événements perturbant le fonctionnement du marché pour

la valeur sous-jacente, l'Émetteur a le droit de repousser la date d'évaluation du prix de référence de l'exercice. Ceci peut entraîner un risque supplémentaire pour les investisseurs si la valeur sous-jacente réalise une performance négative pendant la durée du report ou, le cas échéant, si le taux de change utilisé pour convertir la valeur intrinsèque en devise de règlement fluctue dans un sens défavorable à l'investisseur.

Facteurs de risque spécifiques au produit

Risque relatif à la perte de la valeur temps des Warrants en fonction de la durée résiduelle

Le prix des Warrants est calculé sur la base de deux composants du prix (la valeur intrinsèque et la valeur temps) La valeur intrinsèque des Warrants pendant leur période de validité est égale à la différence (si elle est positive), multipliée par le coefficient multiplicateur, entre la valeur sous-jacente et le prix d'exercice (warrants Call). Le montant de la valeur temps, d'autre part, est essentiellement déterminée en fonction de la durée résiduelle du Warrant et de la fréquence et de l'intensité des fluctuations du prix de la valeur sous-jacente attendues par l'Émetteur pendant la durée résiduelle du Warrant (volatilité implicite).

Risques relatifs à d'autres facteurs affectant la valeur comme les taux d'intérêt du marché monétaire, les dividendes attendus et les coûts de refinancement de l'Émetteur

Les autres facteurs affectant le prix des Warrants comprennent, notamment, les taux d'intérêt sur le marché monétaire pour la durée résiduelle, le revenu attendu des transactions de couverture de l'Émetteur concernant la valeur sousjacente et le niveau des coûts de refinancement de l'Émetteur pour réaliser ces transactions de couverture.

Même si le prix de la valeur sous-jacente s'élève, dans le cas d'une option call, ou chute, dans le cas d'une option put, la valeur du Warrant peut diminuer en raison des autres facteurs affectant la valeur. Compte tenu de la durée de validité limitée du Warrant, aucune garantie ne peut être donnée quant à une remontée du prix du Warrant dans les délais. Plus la durée résiduelle est courte, plus le risque est grand.

Section E - Offre

E.2b	Indiquer les raisons de l'offre et l'utilisation
	prévue du produit de
	celle-ci, lorsqu'il s'agit
	de raisons autres que la
	réalisation d'un
	bénéfice et/ou la
	couverture de certains
	risques.

Sans objet; les raisons de l'offre sont de réaliser des profits et/ou de prendre une couverture par rapport à certains risques et le produit net de l'émission de Warrants présentés dans le Prospectus de Base seront utilisés par l'Émetteur à des fins générales.

E.3 Décrire les modalités et Méthode de présentation de l'offre, offreur et date d'émission des

	les conditions de	Warrants			
	l'offre.	Les Warrants sont offerts de gré à gré en continu.			
		L'offre des Warrants commence en France le 22.01.2014.			
		Les offreur des Warrants est: l'Émetteur			
		La date d'émission est: 22.01.2014			
		Restriction imposée à la libre négociabilité des valeurs mobilières			
		Les Warrants peuvent être offerts ou vendus seulement si l'ensemble des lois et règlementations relatives aux valeurs mobilières en vigueur dans la juridiction dans laquelle un achat, une offre, une vente ou une livraison de Warrants est effectué ou dans laquelle le présent document est diffusé ou conservé pour inspection ont été respectées, et si tous les consentements ou autorisations nécessaires pour l'achat, l'offre, la vente ou la livraison des Warrants conformément aux normes légales en vigueur dans cette juridiction ont été obtenus.			
		En particulier, les Warrants ne sont pas et ne seront pas enregistrés conformément à la Loi sur les valeurs mobilières des États-Unis (<i>United States Securities Act</i>) de 1933 telle qu'amendée. Ils ne peuvent être offerts, vendus, négociés ou livrés au sein des États-Unis directement ou indirectement par ou pour le compte d'un ressortissant des États-Unis (comme défini dans la Réglementation S conformément à la Loi sur les valeurs mobilières des États-Unis de 1933), excepté dans le cas d'exemption des conditions d'enregistrement de la Loi sur les valeurs mobilières. Toute personne recevant le montant de liquidités correspondant aux termes et conditions est considérée comme ayant fait une déclaration indiquant que la personne titulaire des droits découlant des Warrants n'est pas un ressortissant des États-Unis.			
		Prix d'émission, frais et taxes relatifs à l'achat			
		Le prix d'émission initial est de EUR 0,15.			
		Sans objet, l'achat de Warrants ne faisant supporter aucun coût ou taxe à l'Émetteur notamment pour les acheteurs ou les souscripteurs.			
E.4	Décrire tout intérêt, y compris les intérêts conflictuels, pouvant influer sensiblement sur l'émission/l'offre.	L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui agissent généralement en qualité d'agent de calcul des Warrants. Cette activité peut entraîner des conflits d'intérêt dans la mesure où les responsabilités de l'agent de calcul comprennent certaines déterminations et décisions qui pourraient avoir un effet négatif sur le prix des Warrants ou le montant des liquidités.			
		L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent s'engager dans des transactions de négoce sur la valeur sous-jacente, sur d'autres instruments qui s'y rapportent, ou sur des dérivés, des options boursières ou des contrats à terme en bourse, ou peuvent émettre d'autres valeurs et dérivés fondés sur la valeur sous-jacente. Les sociétés peuvent également intervenir dans l'acquisition de nouvelles parts ou d'autres titres de la valeur sous-jacente ou, dans le cas d'indices de valeurs, de sociétés individuelles incluses dans			

l'indice, ou agir en qualité de conseillers financiers pour les entités auxquelles il est fait référence ou collaborer avec elle dans le secteur de la banque d'affaires. Les sociétés sont tenues de s'acquitter de leurs obligations à ce titre, indépendamment des conséquences qui peuvent en résulter pour les détenteurs de warrants et, le cas échéant, devront prendre les mesures qu'elles considèrent nécessaires ou appropriées pour se protéger ou sauvegarder leurs intérêts dans le cadre de ces relations d'affaires. Les activités visées ci-dessus pourraient entraîner des conflits d'intérêt et avoir un effet négatif sur le prix de la valeur sous-jacente ou des titres qui lui sont associés comme les Warrants.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent émettre des titres dérivés supplémentaires fondés sur la valeur sous-jacente, ou sur des éléments constitutifs de la valeur sous-jacente, notamment des titres dont les caractéristiques sont identiques ou similaires à celles des Warrants. L'introduction de tels produits, qui concurrencent les Warrants, peuvent avoir un effet sur le prix de la valeur sous-jacente ou les éléments constitutifs de la valeur sous-jacente et donc aussi sur le prix des Warrants. L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent recevoir des informations de nature non publique se rapportant à la valeur sous-jacente, ou à des éléments constitutifs de la valeur sous-jacente, mais ne sont pas tenus de les communiquer aux détenteurs de warrants. De plus, les sociétés appartenant à Citigroup ou affiliées à lui peuvent publier des rapports de recherche se rapportant à la valeur sous-jacente ou aux éléments constitutifs de la valeur sous-jacente. Les activités de ce type peuvent créer certains conflits d'intérêt et affecter le prix des Warrants.

E.7 Donner une estimation des dépenses facturées à l'investisseur par l'émetteur ou l'offreur.

Les dépenses estimées pour les Warrants, y compris le coût d'admission à la négociation sont compris(es) dans le prix d'émission ou au prix de vente, le cas échéant. Si l'investisseur achète des Warrants auprès d'un distributeur, le prix d'achat à payer par l'investisseur pourra comprendre des commissions de vente devant être communiquées au distributeur.

Citigroup Global Markets Deutschland AG

Frankfurt am Main

(Issuer)

Final Terms dated

21 January 2014

to the

Tripartite Base Prospectus dated 13 May 2013 as amended (the "Tripartite Base Prospectus")

CALL OR PUT WARRANTS

referenced to the following underlying:

Technip

ISIN: DE000CF6Z782

The respective Final Terms to the Tripartite Base Prospectus will be made available as a separate document in paper form free of charge at the address of the relevant paying agent and published on the Issuer's website (www.citifirst.com).

The subject matter of the Final Terms is Call or Put Warrants (Product No. 1) (the "Warrants" or the "Series") based on a share or a security representing shares issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer").

The Final Terms were prepared in accordance with Article 5 (4) of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (as most recently amended by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010) (the "Prospectus Directive") and must be read in conjunction with the Tripartite Base Prospectus (consisting of the Summary and the Securities Note, each dated 13 May 2013, and the Registration Form of Citigroup Global Markets Deutschland AG dated 3 May 2013, including any supplements). Complete information about the Issuer and the offer of the Warrants can be obtained only from a synopsis of these Final Terms together with the Tripartite Base Prospectus (including all related supplements, if any).

The Final Terms to the Tripartite Base Prospectus take the form of a separate document within the meaning of Article 26 (5) of Commission Regulation (EC) No. 809/2004 of 29 April 2004 as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012 and Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012 (the "**Prospectus Regulation**").

An issue specific summary that has been completed for the Warrants is attached to these Final Terms.

INFORMATION ABOUT THE TERMS AND CONDITIONS – ISSUE SPECIFIC CONDITIONS

With respect to the Series of Warrants, the Issue Specific Conditions applicable to the Call or Put Warrants, as replicated in the following from the Tripartite Base Prospectus and supplemented by the information in the Annex to the Issue Specific Conditions as set out below, and the General Conditions contain the conditions applicable to the Warrants (referred to together as the "Conditions"). The Issue Specific Conditions should be read in conjunction with the General Conditions.

Part A. Product Specific Conditions

No. 1 Option Right

Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer") hereby grants the holder (each a "Warrant Holder") of Call or Put Warrants (the "Warrants"), based on the Underlying as specified in detail in each case in Table 1 and Table 2 of the Annex to the Issue Specific Conditions, the right (the "Option Right") to require the Issuer to pay the Cash Amount (No. 2 (1) of the Issue Specific Conditions) or the Termination Amount (No. 2 of the General Conditions) in accordance with these Terms and Conditions.

No. 2 Cash Amount; Definitions

- (1) The "Cash Amount" for each Warrant, subject to the early redemption of the Warrants by the Issuer (No. 2 of the General Conditions), shall be the Intrinsic Value of a Warrant, if the latter is already expressed in the Settlement Currency, or the Intrinsic Value of a Warrant converted into the Settlement Currency using the Reference Rate for Currency Conversion.
- (2) The "Intrinsic Value" of a Warrant shall be the difference, expressed in the Reference Currency and multiplied by the Multiplier, by which the Reference Price of the Underlying determined on the Valuation Date is higher than (Call Warrants) or lower than (Put Warrants) the respective Strike.
- (3) The following definitions shall apply in these Terms and Conditions:

"Additional Securities Euroclear System, Brussels; Clearstream Banking S.A.,

Depositaries": Luxembourg

"Auxiliary Location": London, United Kingdom

"Banking Day": Every day on which the commercial banks in Paris and

Frankfurt am Main are open for business, including trade in foreign currencies and the receipt of foreign currency deposits (except for Saturdays and Sundays), the

TARGET2-System is open and the Central Securities

Depositary settles payments. "TARGET2-System" shall mean the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) payment system or any successor system.

"Central Securities Depositary":

Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

France

"Clearing Territory of the

France

Central Securities Depositary":

"Currency Conversion Date": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Exchange Rate Reference

not applicable

Agent":

"Exercise Date":

I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

Valuation Date

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

The Banking Day at the respective place of the Exercise Agent pursuant to No. 3 (1), on which the exercise prerequisites pursuant to No. 3 (1) are met for the first time at 10:00 a.m. (local time at the place of the

respective Exercise Agent).

"Form of the Warrants": The Warrants will be issued in dematerialized bearer form

(au porteur) and inscribed in the books of the Central Securities Depositary which shall credit the accounts of the Account Holders. No physical document of title (including certificats représentatifs pursuant to Article R.211-7 of the French Monetary and Financial Code (Code monétaire et financier)) will be issued in respect of

the Warrants.

"Issue Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Issuer's Website": www.citifirst.com

"Maturity Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Minimum Exercise Volume": 100 Warrant(s) per ISIN or an integral multiple thereof

"Minimum Trading Volume": 1 Warrant(s) per ISIN or an integral multiple thereof

"Modified Exercise Date + 1": I. Applicable in the case of Warrants with a European

> Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

not applicable

"Modified Exercise Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

The first Exercise Date which is a Banking Day at the Auxiliary Location and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant Adjustment Exchange as specified in Table 2 of the Annex to the Issue Specific Conditions.

"Modified Valuation Date + 1": not applicable

"Modified Valuation Date": not applicable

"Multiplier": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Number": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Payment Date upon Exercise": I. Applicable in the case of Warrants with a European

> Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

At the latest the fifth common Banking Day following the Exercise Date at the registered office of the Issuer and the place of the Central Securities Depositary.

"**Reference Currency**": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"**Reference Price**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Reference Rate for Currency

Conversion":

not applicable

"Rollover Date": not applicable

"Settlement Currency": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Strike": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type of Exercise": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Underlying": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Valuation Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

As specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation

Date.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

In case of an exercise during the Exercise Period, the Valuation Date as specified in Table 2 of the Annex to the Issue Specific Conditions; in case of an Automatic Exercise, the Valuation Date as specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation Date.

No. 3 Exercise of the Option Rights

I. Applicable in the case of Warrants with a European Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

- (1) The Option Right may be exercised by the Warrant Holder only with effect as of the Valuation Date for the respective Warrant. If the Cash Amount results in a positive value, the Option Right attaching to the respective Warrant shall be deemed to be exercised on the Valuation Date without further preconditions and without the submission of an explicit Exercise Notice (referred to in the following as "Automatic Exercise").
- (2) The Issuer will transfer any positive Cash Amount to the Central Securities Depositary on the Maturity Date for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid.
- (3) The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer. In the event that the onward transfer of the Cash Amount or of the fair market value is not possible within three months after the Maturity Date ("Presentation Period"), the Issuer shall be entitled to deposit the relevant amounts with the Frankfurt am Main Local Court for the Warrant Holders at their risk and expense with a waiver of its right to reclaim those amounts. Upon the deposit of the relevant amounts with the Court, the claims of the Warrant Holders against the Issuer shall expire.
- (4) All taxes or other levies that may be incurred in connection with the payment of the Cash Amount or of the fair market value shall be borne by the Warrant Holders.
- (5) If the Valuation Date falls between the date on which the Issuer determines that there are grounds for making an Adjustment in accordance with No. 6 of the Issue Specific Conditions and the date on which the Issuer has given notice of the Adjustments (referred to in the following as the "Adjustment Period"), the Valuation Date shall be the first Banking Day common to the head office of the Issuer and to the location of the Central Securities Depositary following the date on which the Issuer has given notice of the Adjustments for the Valuation Date. The calculation of the Cash Amount in accordance with No. 2 of the Issue Specific Conditions shall be based on the relevant Reference Price of the Underlying on the Valuation Date together with the Adjustments made by the Issuer.
- (6) The Cash Amount and the fair market value shall be paid in the Settlement Currency without a requirement for the Issuer to give notice of any kind.
- (7) A declaration shall be deemed to have been made automatically that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell

or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell, resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the respective series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

(1) For the exercise of the Warrants to be effective, the holder of the respective Warrant must comply with the preconditions set out below with respect to the relevant Exercise Agent within the Exercise Period for the respective Warrant. The Exercise Period for the Warrants shall begin in each case on the third Banking Day after the Issue Date and shall end in each case at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the Valuation Date or, if the Reference Price of the Underlying is usually determined before 11.00 a.m. (local time at the location of the relevant Exercise Agent), the Exercise Period ends at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the last Trading Day preceding the last Valuation Date. The provisions of paragraphs (2) to (4) of this No. 3 II shall also apply.

If the Option Rights are exercised via the Exercise Agent in **France**, the Warrant Holder must submit to Citibank International plc., France (the "**Exercise Agent**") at the following address:

Citibank International plc. - Service Titres, 1-5 Rue Paul Cezanne, 75008 Paris, France a properly completed "Paris" Exercise Notice for the respective ISIN (International Securities Identification Number) using the form available from the Issuer (referred to in the following as "Exercise Notice") and must have transferred the Warrants which it is intended to exercise

- to the Issuer crediting its account No. 186 at Euroclear France, account nature 51 or its account No. 67098 at Clearstream Luxembourg.

The Exercise Notice must specify:

- the ISIN (International Securities Identification Number) of the Warrant series and the number of Warrants intended to be exercised and
- the account of the Warrant Holder with a bank in France into which the Cash Amount is to be paid. If the Exercise Notice does not specify an account or specifies an account outside France, a check for the Cash Amount will be sent to the Warrant Holder at his risk by normal post to the address given in the Exercise Notice within five (5) Banking Days in Frankfurt am Main and Paris following the Valuation Date.
- Confirmation must also be given that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell,

resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

- (2) The Exercise Notice shall become effective on the Exercise Date according to No. 2 (3) of the Issue Specific Conditions. The Exercise Notice may not be revoked, including during the period prior to the date on which it becomes effective. All of the preconditions set out in No. 3 (1) of the Issue Specific Conditions must be satisfied within five (5) Banking Days of the occurrence of the first precondition. In any other circumstances, the Issuer shall have the right to return any payments already made to the Warrant Holder without interest at his risk and expense; in this event the Exercise Notice shall not become effective.
- (3) Option Rights that have not been exercised effectively in accordance with paragraphs (1) and (2) shall be deemed, subject to early termination by means of extraordinary Termination pursuant to No. 2 of the General Conditions, to be exercised on the final day of the Exercise Period without further preconditions, if the Cash Amount is positive ("Automatic Exercise"). In the event of Automatic Exercise, the confirmation referred to in the last subparagraph of paragraph (1) shall be deemed to have been given automatically. In any other circumstances, all rights arising from the Warrants that have not been exercised effectively by then shall expire on that day and the Warrants shall become invalid.
- (4) All taxes or other levies that may be incurred in connection with the exercise of the Warrants shall be borne by the Warrant Holder. The exercise or settlement amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.
- (5) The Issuer will transfer any Cash Amount to the Central Securities Depositary on the Payment Date upon Exercise for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid. The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer.

No. 4 (not applicable)

Part B. Underlying Specific Conditions

No. 5 Underlying

- (1) The "**Underlying**" shall be the share or security representing shares specified as the Underlying in Table 2 of the Annex to the Issue Specific Conditions of the Company specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Company**").
- (2) The "Reference Price" of the Underlying shall correspond to the price specified as the Reference Price of the Underlying in Table 1 of the Annex to the Issue Specific Conditions,

as calculated and published on Trading Days on the Relevant Exchange specified in Table 2 of the Annex to the Issue Specific Conditions (the "Relevant Exchange"). "Trading Days" shall be days on which the Underlying is normally traded on the Relevant Exchange. "Trading Hours" shall be hours during which the Underlying is normally traded on the Relevant Exchange on Trading Days.

No. 6 Adjustments

(1) If an Adjustment Event pursuant to paragraph (2) of this No. 6 occurs, the Issuer shall determine whether the relevant Adjustment Event has a diluting, concentrative or other effect on the computed value of the Underlying and, if such is the case, shall if necessary make a corresponding Adjustment to the affected features of the Warrants, which in its reasonable discretion is appropriate in order to take account of the diluting, concentrative or other effect and to leave the Warrant Holders as far as possible in the same position in financial terms as they were in before the Adjustment Event took effect. The Adjustments may relate, inter alia, to the Strike, the Multiplier and other relevant features, as well as to the replacement of the Underlying by a basket of shares or other assets or, in the event of a merger, by an adjusted number of shares of the absorbing or newly formed company and, where relevant, the specification of a different exchange as the Relevant Exchange and/or a different currency as the Reference Currency. The Issuer may (but is not obliged to) base the determination of this appropriate Adjustment on the adjustment made in response to the relevant Adjustment Event by a futures exchange, on which options or futures contracts on the Underlying are traded at the time of the Adjustment Event, in respect of options or futures contracts on the relevant share traded on that futures exchange.

(2) An "Adjustment Event" shall be:

- (a) the subdivision (stock split), combination (reverse stock split) or reclassification of the respective shares or the distribution of dividends in the form of bonus shares or stock dividends or a comparable issue;
- (b) the increase in the capital of the Company by means of the issue of new shares in return for capital contributions, with the grant of a direct or indirect subscription right to its shareholders (capital increase for capital contributions);
- (c) the increase of the capital of the Company from its own financial resources (capital increase from corporate funds);
- (d) the grant by the Company to its shareholders of the right to subscribe for bonds or other securities with option or conversion rights (issue of securities with option or conversion rights);
- (e) the distribution of an extraordinary dividend;
- (f) the spin-off of a division of the Company in such a way that a new, independent company is formed or the division is absorbed by a third company, with the grant to the

- shareholders of the Company of shares in either the new company or the absorbing company for no consideration;
- (g) the permanent delisting of the Underlying on the Relevant Exchange as a result of a merger by absorption or new company formation or for another reason;
- (h) other comparable events that could have a diluting, concentrative or other effect on the calculated value of the Underlying.
- (3) The rules described in the preceding paragraphs shall apply analogously to securities representing shares as the Underlying (such as ADRs, ADSs or GDRs).
- (4) Changes in the method of calculating the Reference Price or other prices for the Underlying that are relevant in accordance with these Terms and Conditions, including a change in the Trading Days or Trading Hours relevant for the Underlying, shall entitle the Issuer to adjust the Option Right accordingly in its reasonable discretion. The Issuer shall determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change.
- (5) In the event that the Underlying is permanently delisted on the Relevant Exchange but continues to be listed on another exchange or another market which the Issuer in its reasonable discretion considers to be suitable (the "New Relevant Exchange"), then, subject to extraordinary Termination of the Warrants by the Issuer pursuant to No. 2 of the General Conditions, the Cash Amount shall be calculated on the basis of the corresponding prices for the Underlying calculated and published on the New Relevant Exchange. In addition, all references in these Terms and Conditions to the Relevant Exchange shall then be deemed, insofar as the context allows, to be references to the New Relevant Exchange.
- (6) In the event that a voluntary or compulsory liquidation, bankruptcy, insolvency, winding up, dissolution or comparable procedure affecting the Company is initiated, or in the event of a process as a result of which all of the shares in the Company or all or substantially all of the assets of the Company are nationalized or expropriated or required to be transferred in some other way to government bodies, authorities or institutions, or if following the occurrence of an event of another kind the Issuer reaches the conclusion that it is not possible to make an Adjustment that would reflect the changes that have occurred appropriately from a financial point of view, then the Issuer will terminate the Warrants pursuant to No. 2 of the General Conditions.
- (7) The Issuer shall give notice of the Adjustments and the date on which the Adjustments become effective in accordance with No. 4 of the General Conditions.

No. 7 Market Disruption Events

(1) If a Market Disruption Event in accordance with paragraph (2) of this No. 7 exists on the Valuation Date, then the Valuation Date shall be postponed to the next following day which fulfills the criteria for a Valuation Date in accordance with No. 2 of the Issue Specific Conditions and on which a Market Disruption Event no longer exists. The Issuer shall endeavor to give notice to the Warrant Holders without delay in accordance with No. 4 of the

General Conditions that a Market Disruption Event has occurred. However, there shall be no obligation to give notice. If, as a result of the provisions of this paragraph, the Valuation Date has been postponed for five (5) consecutive days that fulfill the criteria for a Valuation Date in accordance with No. 2 (3) of the Issue Specific Conditions and if the Market Disruption Event continues to exist on that day as well, then that day shall be deemed to be the Valuation Date and the Issuer shall determine the Cash Amount in its reasonable discretion taking account of the market conditions prevailing on any such deemed Valuation Date.

(2) "Market Disruption Event" shall mean

- (i) the suspension or restriction of trading in the Underlying on the Relevant Exchange, or
- (ii) the suspension or restriction of trading (including the lending market) in a futures or options contract based on the Underlying on a Futures Exchange on which futures or options contracts based on the Underlying are traded (the "Futures Exchange");

if that suspension or restriction occurs or exists in the last half-hour before the calculation of the closing price of the Underlying that would normally take place and is material as determined by the Issuer in its reasonable discretion. A change in the Trading Days or Trading Hours on or during which the Underlying is traded does not constitute a Market Disruption Event, provided that the change takes place as the result of a previously announced change in the trading regulations by the Relevant Exchange.

ANNEX TO THE ISSUE SPECIFIC CONDITIONS

Table 1 – supplementary to Part A. Product Specific Conditions

Issue Date: 22/01/2014

Initial value date in France: 27/01/2014

ISIN / Local Trading Code	Underlying	Туре	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike	Multiplier	Valuation Date / Maturity Date	Type of Exercise	Number	Reference Price of the Underlying ("Reference Price")
DE000CF6Z782 / 5161C	Technip	PUT	No	EUR 0.15	Euro (EUR)	EUR 65.00	0.1	19/06/2014 / 26/06/2014	European	3,000,000	Closing price

Table 2 – supplementary to Part B. Underlying Specific Conditions

Underlying (Company) / Share type	ISIN or Reuters	Relevant Stock Exchange /	Valuation Date /	Currency in which the
	Code of the	Relevant Adjustment Exchange for the	Currency Conversion Date	Reference Price is expressed
	Underlying	Underlying ("Adjustment Exchange")		("Reference Currency")
Technip SA / Common Shares	FR0000131708	Euronext Paris / EUREX Frankfurt	See Table 1 / not applicable	Euro (EUR)

The following specific meanings shall apply in this context:

Deutsche Börse AG, Frankfurt, Germany (XETRA®)

EUREX : EUREX, Frankfurt, Germany

STOXX Limited, Zurich : STOXX Limited, Zurich, Switzerland

Dow Jones & Company, Inc., New York, U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

Nikkei Inc. : Nikkei Inc., Tokyo, Japan

Standard & Poor's Corp., New York, N.Y., U.S.A.

AEX Options and Futures Exchange : AEX Options and Futures Exchange, Amsterdam, The Netherlands

Bolsa de Derivados Portugal : Bolsa de Derivados Portugal, Lisbon, Portugal

EUREX : EUREX, Zurich, Switzerland

Euronext Amsterdam/ Euronext Lisbon/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Euronext Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Discrete Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Paris S.A., Paris, France

Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.) : Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.), Helsinki, Finland

Helsinki Derivatives Exchange (HEX Ltd.) : Helsinki Derivatives Exchange (HEX Ltd.), Helsinki, Finland

HSIL : Hang Seng Indexes Company Limited ("HSIL"), Hong Kong, China

Madrid stock exchange : Bolsa de Madrid, Madrid, Spain

MEFF
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
New York Stock Exchange, New York, NY, USA
OCC
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signatu

OSE : Osaka Securities Exchange, Osaka, Japan
TSE : Tokyo Stock Exchange, Tokyo, Japan
SIX Swiss Exchange, Swiss Exchange : SIX Swiss Exchange, Switzerland

RISK FACTORS

Investors should read carefully the risk factors set out under "I. Risk factors of Warrants" in the Securities Note and under 1. in the Registration Form.

In particular, the following optional risk factors that relate only to certain types of Warrants are applicable to these Warrants (please refer to "I. Risk factors of Warrants" in the Securities Note):

- Risk relating to the loss of time value of Warrants depending on the remaining term
- Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs

ADDITIONAL INFORMATION

Name and address of the paying agents and the calculation agent

Paying Agent(s):

Citigroup Global Markets Ltd., 1-5 Rue Paul Cézanne, 75008 Paris, France

Calculation Agent:

Citigroup Global Markets Deutschland AG, Frankfurter Welle, Reuterweg 16, D-60323 Frankfurt am Main, Federal Republic of Germany

Conflicts of interest

With respect to interests of natural and legal persons involved in the issue and resulting potential conflicts of interest, please refer to "4. Risk of conflicts of interest" under "I. Risk factors of Warrants" in the Securities Note.

Offer method

The Warrants are being offered over-the-counter on a continuous basis in one series.

The offer of the Warrants begins in France on 22/01/2014.

Stock exchange listing

The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.

Consent to the use of the Prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*, "WpPG").

Issue price, price calculation and costs and taxes on purchase

The initial issue price is specified in Table 1 of the annex to the Issue Specific Conditions.

Both the initial issue price and the bid and offered prices quoted by the Issuer during the term of the Warrants are calculated using theoretical pricing models. In this context, the bid and offered prices for the Warrants are determined on the basis, among other things, of the mathematical value of the Warrants, the costs of hedging and accepting risk and the expected return. Please see also the information provided under "Risk relating to the calculation of the warrant prices" and "4. Risk of conflicts of interest", both in Section "I. Risk factors of Warrants".

No costs or taxes of any kind for the warrant holders will be deducted by the Issuer whether the Warrants are purchased off-market (in countries where this is permitted by law) or via a stock exchange. Such costs or taxes should be distinguished from the fees and costs charged to the purchaser of the Warrants by his bank for executing the securities order, which are generally

shown separately on the statement for the purchase transaction in addition to the price of the Warrants. The latter costs depend solely on the particular terms of business of the warrant purchaser's bank. In the case of a purchase via a stock exchange, additional fees and expenses are also incurred. Furthermore, warrant holders are generally charged an individual fee in each case by their bank for managing the securities account. Notwithstanding the foregoing, profits arising from the Warrants or capital represented by the Warrants may be subject to taxation.

Information on the underlying

Website: www.technip.com

Disclaimers in relation to Share Prices used as Underlyings

Insofar as share prices are the underlying of Warrants issued by the issuer and described in this Final Terms document, the respective public limited company that has issued the relevant shares, to whose reference price the Warrants relate (the "Issuer of the Underlying"), does not express any recommendation for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main. The Issuer of the underlying neither directly nor indirectly assumes any liability for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main.

The Warrants are the sole obligation of Citigroup Global Markets Deutschland AG and do not involve liability on the part of the Issuer of the underlying. This is not an offer of shares. The Issuer of the underlying has not been and does not want to be involved, neither directly nor indirectly, in deciding the timing of the issue, or the preparation of this document, or the constitution of the option rights under these securities. Furthermore, the Warrant Holder will not have any right through the Warrant to any information, votes or dividends in the Issuer of the underlying.

Publication of additional information

The Issuer does not intend to provide any additional information about the underlying.

The Issuer will publish additional notices described in detail in the terms and conditions. Examples of such notices are adjustments of the features of the Warrants as a result of adjustments relating to the underlying which may, for example, affect the conditions for calculating the cash amount or a replacement of the underlying. A further example is the early redemption of the Warrants if an adjustment cannot be made.

Notices under these terms and conditions are generally published on the Issuer's website. If and to the extent that mandatory provisions of the applicable laws or exchange regulations require notices to be published elsewhere, they will also be published, where necessary, in the place prescribed in each case.

Selling restrictions

Information on selling restrictions can be found under "VI. Selling restrictions" in the Securities Note.

ANNEX – ISSUE SPECIFIC SUMMARY

Section A – Introduction and warnings

This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the A.1 "Issuer") and of the Warrants issued under the Tripartite Base Prospectus. The Summary is intended as an introduction to the Tripartite Base Prospectus, which comprises this Summary, the Registration Form of Citigroup Global Markets Deutschland AG dated 03 May 2013 including any supplements and the Securities Note of Citigroup Global Markets Deutschland AG dated 13 May 2013. Investors should therefore ensure that any decision to invest in the Warrants is based on a review of the entire Prospectus, including any supplements and the Final Terms. Where claims relating to the information contained in a base prospectus, any supplements, and the respective Final Terms are brought before a court, the investor acting as plaintiff may, as a result of the laws of individual member states of the European Economic Area, have to bear the costs of translating the base prospectus, any supplements, and the Final Terms into the language of the court prior to the commencement of legal proceedings. The Issuer can be held liable for the content of this Summary, including any translation prepared, but only in the event that the Summary is misleading, inaccurate or inconsistent when read in conjunction with the other parts of the Prospectus, or, when read in conjunction with the other parts of the Tripartite Base Prospectus, does not convey all of the key information required.

A.2 Consent to use the prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent) for offers in France (the "Offer State"). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (Wertpapierprospektgesetz, "WpPG").

In the event of an offer by a financial intermediary, the terms and conditions of the offer must be provided to investors at the time of the offer by the financial intermediary.

Sectio	n B – Issuer and any g	guarantors
B.1 The legal and commercial name of the issuer.		The legal and commercial name of the Issuer is Citigroup Global Markets Deutschland AG.
B.2	The domicile and legal form of the issuer, the legislation under which the issuer operates and its country of incorporation.	Prankfurt am Main; the address of Citigroup Global Markets Deutschland AG is Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, Federal Republic of Germany (telephone +49 (0)69-1366-0). Legal form and jurisdiction The Issuer is a stock corporation (Aktiengesellschaft, "AG") under German law. Place of registration The Issuer is entered in the commercial register of the Frankfurt am Main Local Court under the number HRB 88301.

	T.	
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Bank expects world economic growth in 2013 to increase slightly from 2.5 per cent to 2.6 per cent. In 2014 growth should increase to 3.2 per cent. The slowdown in worldwide economic growth was principally due to the slowdown of growth in the industrialized countries. The Bank expects moderate growth of 1.0 per cent for industrialized countries in 2013 and a modest increase to 1.6 per cent in 2014.
		Overall the Bank expects continued significant variations between different regions in the world.
		The Bank expects a mild recession in the Eurozone (the Bank's growth forecasts are for -0.6 per cent and -0.4 per cent for 2013 and 2014). This is seen to be due to the continuing sovereign debt crisis and the high level of private sector indebtedness in the peripheral European countries. The ECB is expected to continue to act to stabilise markets and to reduce interest rates in the second quarter of 2013 depending on further economic growth in the Eurozone, which could be followed by a forecast final interest rate reduction in the second half of the year. The Bank considers it likely that Southern Europe and Ireland will only gradually reach a common sustainable fiscal path. If the core countries in future are no longer prepared to increase their support for the peripheral states, this could lead to a raft of debt restructurings (with likely longer maturities and interest rate reductions), but probably not before 2015.
		In the Warrants and Certificates Division, the competition is expected to remain intense among leading issuers. Further regulatory challenges are expected, which have to be integrated into the business in a timely manner.
		Given the forecasts made by the individual business divisions and a restrictive cost management approach, the Bank is expecting continued overall profits in fiscal years 2013 and 2014.
B.5	If the issuer is part of a group, a description of the group and the issuer's position	The Issuer is a member of the German subgroup of Citigroup. As a public limited company, it is managed by the executive board. The Issuer is wholly-owned by the German holding company, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, a limited partnership with registered offices in Frankfurt/Main.
	within the group.	Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is also a silent partner of the Issuer, having a silent equity interest ("Stille Einlage") totalling EUR 122,710,051.49 as of 30 November 2012. The general partner of Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is Citigroup Global Markets Finance LLC (USA). The sole limited partner is Citi Overseas Investment Bahamas Inc.
		All shares of Citigroup Global Markets Finance LLC are held by Citi Overseas Investment Bahamas Inc., the sole shareholder of which is Citibank Overseas Investment Corporation (USA). This company is in turn 100 per cent owned by Citibank, N.A. (USA). Citibank, N.A. (USA) is a 100 per cent owned subsidiary of Citicorp (USA), which in turn is a 100 per cent owned subsidiary of Citigroup, Inc. (USA).
B.9	Where a profit	Not applicable; the Issuer has decided not to make any profit forecasts or profit

	forecast or estimate is made, state the figure.	estimates in the Base Prosp	ectus.		
B.10	A description of the nature of any qualifications in the audit report on the historical financial information.	The annual financial state December 2011 to 30 Nov 2011 were audited by the unqualified auditor's opinion	vember 2012 and ne Issuer's statute	1 December 201	0 to 30 November
B.12	Selected historical key financial information regarding the issuer, presented for each financial year of the period	Key Annual Financial Deutschland AG The table below provides a which have been taken fro prior fiscal year (fiscal year business development of Ci	m the audited fin ar 2011) and fisca	ertain noteworthy ancial statements I year 2012 and	2012 between the thereby reveals the
	covered by the historical financial information and any		30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro	
	subsequent interim	Balance sheet total	9,543	8,690	
	financial period accompanied by	Business volume	11,162	10,163	
	comparative data	Equity capital	590	588	
	from the same	Loan portfolio	5,365	5,196	
	period in the prior financial year,	Number of employees	348	361	
	except that the	- Company of			I
	requirement for comparative balance sheet information is satisfied by		01.12.2011 - 30.11.2012 in million Euro	prior fiscal year (01.12.2012 - 30.11.2011) in million Euro	
	presenting the year- end balance sheet	Interest income from operations	11	29	
	information. A statement that there	Commissions from brokerage business	111	96	
	has been no material adverse change in the	Commissions from securities business	18	17	
	prospects of the issuer since the date	Net income from financial trading operations	25	60	
	of its last published audited financial	General administrative expenses	161	137	
	statements or a description of any material adverse change.	As of the balance sheet da following components:	ate, the balance s	sheet equity cap	ital consists of the
	A description of				

significant changes in the financial or trading position of the issuer subsequent to the period covered by the historical financial information.

	30.11.2012 in million Euro (audited)	prior fiscal year (30.11.2011) in million Euro (audited)
Subscribed capital		
Share capital	210.6	210.6
Silent partner capital	122.7	122.7
Capital reserves	195.8	193.8
Legal reserves	33.0	33.0
Other earnings reserves	27.9	27.9

In addition, as part of incorporating the new rules under the BilMoG pursuant to § 340g of the German Commercial Code (HGB), a new separate item was created ("Fund for general banking risks") in the amount of EUR 9.4m (EUR 6.6m in the previous year).

The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows:

	30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro
Equity capital on balance sheet	590.0	588.0
Less intangible assets	0	-1.2
Core capital	599.3	594.3
Supplementary capital	0.0	0.0
Equity capital	599.3	594.3
Capital ratios		
Tier one capital in %	33.6	29.3
Total capital ratio in %	33.6	29.3

Despite the debt crisis in the Eurozone and the concomitant volatility on the international financial markets, Citigroup Global Markets Deutschland AG was once again able to earn a profit in the recently completed fiscal year.

Key Semi-Annual Financial Information of Citigroup Global Markets Deutschland AG

The table below provides a comparison of certain noteworthy financial statistics for the first half of the financial year 2013 which have been taken from the unaudited interim financial statements 2013 between the prior fiscal year and/or the previous year's figures and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

	31.05.2013	30.11.2012	
	in million Euro	in million Euro	

Balance sheet total	11,147	9,543
Business volume	12,628	11,162
Equity capital	590	590
Loan portfolio	5,179	5,365
Number of employees on the balance sheet date	263	334

	01.12.2012 - 31.05.2013 in million Euro	01.12.2011 - 31.05.2012 in million Euro
Interest income from operations	3	7
Commissions from brokerage business	20	33
Commissions from securities business	8	9
Net income from financial trading operations	29	16
General administrative expenses	72	70

Statements as regards trend information and financial or trading position

The Issuer declares that since the date of the last audited annual financial statements on 30 November 2012 no material adverse change in the prospects of the Issuer has occurred.

Furthermore, the Issuer declares that since the date of the last interim financial statements on 31 May 2013 no significant change has occurred in the financial or trading position of the Issuer.

B.13 A description of any recent events particular to the issuer which are to a material extent relevant to the evaluation of the issuer's solvency.

Significant events that may have a material impact on the assessment of the Issuer's solvency can not be determined at the moment. However, Citigroup Global Markets Deutschland AG is currently subject to an extra-ordinary audit on withholding taxes by the Frankfurt-Hoechst tax authority for the years 2007-2008. In this context the tax authority has expressed its view that Citigroup Global Markets Deutschland AG may not have deducted and paid withholding taxes from dividends received in connection with so called cum-ex transactions for shares held by it in custody for its clients as required. Based on these findings the tax authority is currently of the view that Citigroup Global Markets Deutschland AG is liable for non deducted withholding taxes in the amount of more than Euro 706 million for the years 2007 and 2008. In case the tax authority's view should succeed further tax liability for the years 2009 to 2011 may arise which can not be estimated at the moment.

The main starting point for the liability claim of the tax authorities is the question if Citigroup Global Markets Deutschland AG is to be qualified as a German bank

		executing the trade (<i>die den Verkaufsauftrag ausführende Stelle</i>) in the respective years. Furthermore, the method applied to identify the amount of the liability claim is debatable as well as the question if Citigroup Global Markets Deutschland AG can be held liable as principal debtor. Citigroup Global Markets Deutschland AG has obtained legal advice from a reputable tax consultant office as well as from a reputable accounting firm. Based thereon, the management of Citigroup Global Markets Deutschland AG is of the view that the likelihood to win any legal proceedings in this matter exceeds 50 per. cent. On this basis, Citigroup Global Markets Deutschland AG's management has decided to put up a reserve only for expected legal advice and litigation expenses, if any, and has decided that 2 million Euro is an adequate figure in this respect. Furthermore, it should be noted that Citigroup is currently evaluating measures to
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	optimize its organizational structure. Citigroup Global Markets Finance Corporation as the German holding company owns 100% of the shares of the Issuer. Pursuant to § 17 (2) of the German Stock Corporation Act (<i>Aktiengesetz</i> , "AktG"), it is assumed that a company in which a majority of the shares is held by another company is dependent upon that other company.
B.15	A description of the issuer's principal activities.	The Issuer is engaged in the business of corporate and investment banking and offers companies, governments and institutional investors comprehensive financial solutions in the areas of investment banking, fixed income, foreign exchange, equities and derivatives, and global transaction services; in addition it is a leading issuer of warrants and certificates whose end investors are predominantly retail clients. Since the end of 2012 the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.
B.16	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control.	In addition to the inclusion of the Issuer in the Citigroup Inc. group of companies referred to above, the Issuer is also party to a control and profit and loss transfer agreement with its immediate parent company. Under the terms of the agreement, the Issuer has placed the management of its business under the control of its immediate parent company. Accordingly, the immediate holding company has the right to give instructions to the Issuer. The agreement also requires the Issuer to transfer its entire profit to its immediate parent company. In return, the immediate parent company is required to make up any annual loss of the Issuer arising during the period of the agreement, as provided in detail by § 302 (1) and (3) AktG.

\$	Section C – Securities		
(C.1	A description of the	Type/form of the Warrants
		type and the class of the securities being offered	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with

	and/or admitted to trading, including any security identification number.	options. One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. The leverage effect of the Warrant operates in both directions – not only to the investor's advantage in the event of the favorable performance of the factors determining the value, but also to the investor's disadvantage in the event of their unfavorable performance. The payment due under a Warrant on exercise or early termination depends on the value of the underlying at the relevant time.
		The Warrants will be issued in dematerialized bearer form (<i>au porteur</i>) and inscribed in the books of the central securities depositary which shall credit the accounts of the account holders. No physical document of title (including <i>certificats représentatifs</i> pursuant to Article R.211-7 of the French Monetary and Financial Code (<i>Code monétaire et financier</i>)) will be issued in respect of the Warrants.
		Security identification number
		ISIN: DE000CF6Z782
		Local Code: 5161C
C.2	Currency of the securities issue.	Euro
C.5	A description of any restrictions on the free transferability of the securities.	Each Warrant is transferable in accordance with the laws applying in each case and, where relevant, the respective applicable regulations and procedures of the securities depositary in whose records the transfer is registered.
C.8	A description of the	Applicable law for the securities
	rights attached to the securities including ranking and including limitations to those	The Warrants are subject to German law. The constituting of the Warrants may be governed by the laws of the jurisdiction of the central securities depository.
	rights.	Rights attached to the Warrants
		Each Warrant grants the holder the right to the cash amount as described in more detail under C.15.
		Status of the Warrants
		The Warrants create direct, unsecured and unsubordinated obligations of the Issuer that rank <i>pari passu</i> in relation to one another and in relation to all other current and future unsecured and unsubordinated obligations of the Issuer, with the exception of obligations that have priority due to mandatory statutory provisions.
		Limitations to the rights
		The Issuer has the right to terminate the Warrants and to amend the terms and conditions pursuant to the provisions specified in the terms and conditions of the Warrants.

C.11	An indication as to	The Werrente have been admitted to the recorded market of the Forestict
C.11	An indication as to whether the securities offered are or will be the object of an application for admission to trading, with a view to their distribution in a regulated market or other equivalent markets with an indication of the markets in question.	The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.
C.15	A description of how	Description of Put Warrants with European type of exercise
	the value of the investment is affected by the value of the	Put Warrants enable investors to participate on a disproportionate (leveraged) basis in the negative performance of the underlying.
	underlying instrument(s), unless the securities have a denomination of at least EUR 100,000.	In return, however, they also participate on a leveraged basis in any positive performance of the underlying and in addition bear the risk that the Put Warrant may expire worthless if the reference price of the underlying reaches or exceeds the strike.
		On the maturity date, the cash amount received by the investors is the difference, multiplied by the multiplier, by which the reference price of the underlying determined on the valuation date is lower than the respective strike. If the reference price is equal to or higher than the strike, the Put Warrant expires worthless.
C.16	The expiration or maturity date of the	Maturity date: 26/06/2014
	derivative securities –	Exercise date: 19/06/2014
	the exercise date or final reference date.	Valuation date: 19/06/2014
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants with automatic exercise, i.e. a European type of exercise, the Issuer will transfer any positive cash amount to the central securities depositary on the maturity date for the credit of the warrant holders registered with the central securities depositary at the close of business on the preceding banking day at the head office of the central securities depositary.
		The central securities depositary has given an undertaking to the Issuer to make a corresponding onward transfer.
C.18	A description of how the return on derivative securities takes place.	In the case of Warrants with a European type of exercise, the option right may be exercised by the warrant holder only with effect as of the valuation date for the respective Warrant. If the cash amount results in a positive value, the option right attaching to the respective Warrant is deemed to be exercised on the valuation date without further preconditions and without the submission of an explicit exercise notice ("Automatic Exercise").

C.19	The exercise price or the final reference price of the underlying.	Reference price on the valuation date: Closing price
C.20	A description of the type of the underlying and where the information on the underlying can be found.	Type: share or security representing shares WKN: 891997 ISIN: FR0000131708 Company: Technip SA Relevant stock exchange: Euronext Paris Reuters page: TECF.PA Website: www.technip.com
Section	D – Risks	I
D.2	Key information on the key risks that are specific to the issuer.	Risk of the cessation or limitation of price-setting by the Issuer If the Issuer were to limit or completely abandon its voluntary intention to set bid and offered prices, there would be a danger, if prices for Warrants were not set by any other party that investors would have to wait for the final maturity of the Warrants or, where early exercise is possible, exercise the option right. Liquidity risk despite control and profit and loss transfer agreement
		The Issuer would also be unable to meet its obligations arising from the securities despite the control and profit and loss transfer agreement if, in the event that the Issuer generated a net loss, while the immediate parent company would in principle be required to assume that loss, it was unable or unwilling to comply with this contractual obligation as a result of its own liquidity difficulties or overindebtedness. Brokerage of transactions for other Group companies and allocation of
		work within Citigroup
		The great majority of the Issuer's commission income consists of transfer pricing income from brokerage transactions with affiliated companies. The Issuer's costs arising from the exchange of services with individual Group companies are reimbursed on the basis of existing agreements using transfer prices. For this purpose, income and expenses, in particular commission income for transactions assisted by the bank in an advisory capacity in the context of its sales activities, are determined and allocated to the relevant areas providing the services. The transactions relate to equity trading, bond issues and corporate finance as well as to the sale of structured products, corporate derivatives and currency management products, and also global relationship banking. This process is coordinated closely across all areas with Citigroup Global Markets Limited, London, in particular, and also with Citibank, N.A., London.

If a decision were made within Citigroup to reallocate the relevant activities to other Group companies, the Issuer could lose a material source of income.

Risks in the lending business

The Issuer's loan portfolio consists mainly of loans to international customers in the industrial and financial services sectors with investment grade credit ratings. Loan defaults have been avoided in recent years thanks to this business policy. The loan portfolio is mainly concentrated on a manageable number of borrower units, as defined by German banking law. If significant individual borrowers in the Issuer's portfolio were unable to meet their obligations, therefore, a substantial increase in loan loss provisions would be conceivable in principle and loan defaults could occur.

Interest rate risk

Risk-Treasury assesses and controls the Issuer's interest rate risk. The Issuer's exposure to changes in interest rates maybe a mid to long-term risk in holdings in liquid securities if these were not originally covered by hedging transactions like interest rate swap agreements. The same applies to medium and long-term loans granted by the Issuer. A significant risk from interest rate changes could arise where interest rates are not monitored in a timely or sensitive manner, which may produce the concomitant danger that action to cover such interest rate exposure is not taken early enough.

Operating risk

The Issuer has transferred a number of areas that are significant for the proper management and control of its business activities and the risks associated with them to other companies within and outside Citigroup. In the event that the companies to which these areas have been transferred do not fulfill their contractual obligations or do not do so at the proper time, the ability of the Issuer to meet its own obligations arising from the securities it has issued on the due dates could also be adversely affected.

Tax risks

The tax decisions issued to the Issuer are regularly subject to subsequent review in the form of an external tax audit or to the resolution of individual issues by the relevant courts. This is normal practice and means that an additional tax demand can be issued by the tax authorities years after the original assessment as a result of a tax audit or a generally applicable decision by a tax court.

General business risks

Settlement risk

The risk that a business transaction is incorrectly processed or that a transaction is executed which is different from the intentions and expectations of the Issuer's management.

Information risk

The risk that information, which was generated, received, transmitted or stored within or outside the Issuer's place of business, can no longer be accessed. Furthermore, such information may be of poor quality, or have been wrongly handled or improperly obtained. The information risk also includes risks that are generated by systems and used for processing information.

Reputation risk

This represents the Issuer's risk that its relations with its customers could be harmed if its services are poor or transactions are incorrectly executed. This risk also includes the risk of entering into business relations with counterparties, whose business practices do not conform to the standards or business ethics of the Issuer.

Personnel risk

The Issuer has a high demand for qualified and specially trained professionals and managers. Personnel risk entails the risk of high staff turnover and the risk that the Issuer will be unable to retain a sufficient staff of qualified personnel, as well as the risk that the Issuer's employees may knowingly or negligently violate established regulations or the firm's business ethics standards.

• Legal and regulatory risks

The Issuer views legal risks as any and all risks resulting from binding contracts and governing legislation. Regulatory risks result from the legal environment in which the Issuer does business.

· Risk of fraud

These are both internal and external risks of fraud such as bribery, insider trading and theft of data.

D.6 Ke

Key information on the key risks that are specific to the securities. This must include a risk warning effect that the investors may lose the value of their entire investment or part of it, as the case may be, and/or, if the investor's liability is not limited to value of investment, a statement of that fact, together with a description of the circumstances in which such additional liability

General risk factors of Warrants

Risk of total loss

Warrants represent particularly risky investment instruments. They entail a particularly high risk of losing the capital invested, up to and including a total loss, plus the transaction costs incurred and any borrowing costs.

Risk of default by the Issuer of the Warrants

In the event of the Issuer becoming insolvent, investors could suffer a loss up to and including a total loss. As bearer securities, Warrants do not fall within the scope of the deposit protection arrangements.

Risk arising from above-average fluctuations in the prices of Warrants (leverage effect)

One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. At the same time, Warrants also entail above-average arises and the likely financial effect.

risks of loss.

Risk of the absence or non-functioning of a secondary market in the Warrants or restricted availability of the Issuer's electronic trading system

Investors should not assume that they will be able to sell a Warrant at a particular time or at a particular price during its term. Investors should assume instead that pricing on the exchange can only take place within the spread of bid and offered prices quoted by the Issuer, if available, and that their buy or sell orders on the exchange will be executed with the Issuer as the direct or indirect counterparty.

Risk in connection with the cessation of secondary trading immediately prior to final maturity

The Issuer and/or the exchange cease trading in the Warrants shortly before their valuation date. However, the reference price of the underlying on the valuation date and/or the applicable exchange rate, both of which are important for the purpose of determining the cash amount of the Warrants, may still change between the last exchange trading day and the maturity date, which may be to the disadvantage of the investor. There is a particular risk that the price of the underlying may reach, fall below or exceed a barrier for the first time shortly before the reference price on the valuation date is determined and after trading in the secondary market has already finished.

Currency risk with respect to the intrinsic value of the Warrants

The performance of the investment is subject to a currency risk if the underlying on which the Warrants are based is expressed in a currency other than the currency in which the cash amount is paid out (settlement currency).

Risks relating to market disruption events

In the event of market disruption events with respect to the underlying, the Issuer has the right to postpone the valuation date for the reference price on exercise. This may result in an additional risk for investors if the underlying performs negatively during the time delay or, where applicable, if the exchange rate for converting the intrinsic value into the settlement currency moves in an unfavourable direction for the investor.

Product specific risk factors

Risk relating to the loss of time value of Warrants depending on the remaining term

The price of Warrants is calculated on the basis of two components of price (intrinsic value and time value). The intrinsic value of Warrants during their term is equal to the difference (if positive), multiplied by the multiplier, between the strike and the value of the underlying (Put Warrants). The amount of the time value, on the other hand, is essentially determined on the basis of the remaining term of the Warrant and the expected frequency

		and intensity of the fluctuations in the price of the underlying expected by the Issuer during the remaining term of the Warrant (implied volatility).
		Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs
		The other factors affecting the price of the Warrants include, <i>inter alia</i> , interest rates on the money market relating to the remaining term, expected income from the Issuer's hedging transactions in or related to the underlying and the level of the Issuer's refinancing costs for entering into those hedging transactions.
		Even if the price of the underlying rises in the case of a call option or falls in the case of a put option, therefore, the value of the Warrant may decline as a result of the other factors affecting value. Given the limited term of the Warrant, there is no guarantee that the price of the Warrant will recover in sufficient time. The shorter the remaining term, the greater the risk.
Section	E – Offer	
E.2b	Reasons for the offer and use of proceeds when different from making profit and/or hedging certain risks.	Not applicable; the reasons for the offer are making profit and/or hedging certain risks and the net proceeds from the issuance of Warrants presented in this base prospectus will be used by the Issuer for its general business purposes.
E.3	A description of the	Offer method, offeror and issue date of the Warrants
	terms and conditions of the offer.	The Warrants are being offered over-the-counter on a continuous basis
		The offer of the Warrants begins in France on 22/01/2014.
		The offeror of the Warrants is the Issuer.
		The issue date is: 22/01/2014
		Restrictions on the free transferability of the securities
		The Warrants may be offered or sold only if all applicable securities laws and regulations in force in the jurisdiction in which a purchase, offer, sale or delivery of Warrants is made or in which this document is circulated or kept for inspection have been complied with, and if all consents or authorizations required for the purchase, offer, sale or delivery of the Warrants in accordance with the legal norms in force in that jurisdiction have been obtained.
		In particular, the Warrants are not and will not be registered pursuant to the United States Securities Act of 1933 as amended. They may not be offered, sold, traded or delivered within the United States either directly or indirectly by or to or for the account of a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933), except in the case of exemption from the registration requirements of the

		Securities Act. Any person receiving the cash amount in accordance with these terms and conditions is deemed to have made a declaration that the person entitled to the rights arising from the Warrants is not a US person. Issue price and costs and taxes on purchase The initial issue price is EUR 0.15. The purchase of the Warrants incurs no costs or taxes that are specifically charged by the Issuer to the subscriber or purchaser.
E.4	A description of any interest that is material to the issue/offer including conflicting interests.	The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it generally act as the calculation agent for the Warrants. This activity can lead to conflicts of interest since the responsibilities of the calculation agent include making certain determinations and decisions which could have a negative effect on the price of the Warrants or the level of the cash amount.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may engage in trading transactions in the underlying, other instruments linked to it, or derivatives, stock exchange options or stock exchange forward contracts, or may issue other securities and derivatives based on the underlying. The companies may also be involved in the acquisition of new shares or other securities of the underlying or, in the case of stock indices, of individual companies included in the index, or act as financial advisors to the entities referred to or work with them in the commercial banking business. The companies are required to fulfill their obligations arising in this connection irrespective of the consequences resulting for the warrant holders and, where necessary, to take actions they consider necessary or appropriate in order to protect themselves or safeguard their interests arising from these business relationships. The activities referred to above could lead to conflicts of interest and have a negative effect on the price of the underlying or securities linked to it such as the Warrants.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may issue additional derivative securities based on the respective underlying or constituents of the underlying, including securities whose features are the same as or similar to those of the Warrants. The introduction of such products that compete with the Warrants may impact the price of the underlying or the constituents of the underlying and thus also the price of the Warrants. The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may receive non-public information relating to the underlying or the constituents of the underlying, but are under no obligation to pass on such information to the warrant holders. Furthermore, companies belonging to Citigroup, Inc. or affiliated to it may publish research reports relating to the underlying or constituents of the underlying. These types of activities may entail certain conflicts of interest and affect the price of the Warrants.
E.7	Estimated expenses charged to the investor	The estimated expenses for the Warrants, including the cost for admission to exchange trading, are included in the issue price or the selling price, as

by the	issuer or	the	the case may be. If the investor purchases the Warrants from a distributor,
offeror.			the purchase price to be paid by the investor may include selling fees that
			have to be disclosed by the distributor.

ANNEXE - RÉSUMÉ EN FRANÇAIS

Section A – Introduction et mises en garde

A.1 Le présent Résumé présente les caractéristiques et les risques principaux de Citigroup Global Markets Deutschland AG (« l'**Émetteur** ») et les Warrants émis au titre de Prospectus Tripartite de Base. Le Résumé a pour finalité de servir d'introduction au Prospectus Tripartite de Base, qui comporte ce Résumé, le Formulaire d'Enregistrement de Citigroup Global Markets Deutschland AG daté du 3 mai 2013 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG daté du 13 mai 2013. Les investisseurs devraient donc veiller à ne prendre aucune décision d'investir dans les Warrants avant d'avoir pris connaissance du Prospectus dans sa totalité, y compris de tous les suppléments et des Conditions Définitives. Dans le cas où un recours relatif aux informations contenues dans un prospectus de base, dans tous les suppléments ou dans les Conditions Définitives respectives serait intenté auprès d'un tribunal, l'investisseur agissant en tant que plaignant pourrait, en vertu des lois de différents États membres de l'Espace économique européen, être contraint de prendre en charge le coût de la traduction du prospectus de base, de tous les suppléments et des Conditions Définitives, dans la langue de travail du tribunal avant le commencement de la procédure judiciaire. L'Émetteur peut être jugé responsable du contenu de ce Résumé, y compris de toute traduction en étant faite, mais seulement dans le cas où le Résumé serait trompeur, inexact ou contradictoire par rapport aux autres parties du Prospectus, ou, dans le cas où il est lu en même temps que les autres parties du Prospectus Tripartite de Base, s'il ne donne pas toutes les informations clés nécessaires.

A.2 – Consentement à l'utilisation du prospectus.

En ce qui concerne les Offres non-dispensées, en vertu de l'Article 3 (2) de la Directive Prospectus, l'Émetteur consent à l'utilisation du Prospectus par tous les intermédiaires financiers (consentement général) pour les offres faites en France (le ou les « État(s) concerné(s) par l'Offre »). Le consentement général à la revente ultérieure et au placement final des valeurs mobilières par le ou les intermédiaires financiers est donné en ce qui concerne France.

La revente ultérieure et le placement final des valeurs mobilières par les intermédiaires financiers peuvent être effectués pendant la période de validité du Prospectus Tripartite de Base en vertu du §9 de la Loi allemande sur les prospectus de valeurs mobilières (*Wertpapierprospektgesetz*, « WpPG »).

Dans le cas d'une offre faite par un intermédiaire financier, les modalités et conditions de l'offre doivent être précisées aux investisseurs au moment où l'offre est faite par l'intermédiaire financier.

Section B – Émetteur et garants

	1	
B.1	Indiquer la raison sociale et le nom commercial de l'émetteur.	La raison sociale et le nom commercial de l'Émetteur est Citigroup Global Markets Deutschland AG.
B.2	Indiquer le siège social et la forme juridique de l'émetteur, la législation régissant ses activités	Siège social Francfort-sur-le-Main; l'adresse de Citigroup Global Markets Deutschland AG est Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, République fédérale d'Allemagne (téléphone +49 (0)69-1366-0).

	ainsi que son pays	
	d'origine.	Forme juridique et législation régissant les activités
		L'Émetteur est une société anonyme (<i>Aktiengesellschaft</i> , « AG ») au sens de la législation allemande.
		Pays d'origine
		L'Émetteur est immatriculé au Registre de commerce du Tribunal local de Francfort-sur-le-Main sous le numéro HRB 88301.
B.4b	Décrire toute tendance connue ayant des répercussions sur l'émetteur et ses secteurs d'activité.	La Banque prévoit une légère accélération de la croissance économique mondiale en 2013, de 2,5% à 2,6 %. En 2014, la croissance devrait atteindre 3,2 %. Le ralentissement de la croissance économique mondiale observée est principalement imputable à la détérioration de la croissance des pays industrialisés. La Banque prévoit une croissance modérée de 1 pour cent pour les pays industrialisés en 2013 et une légère progression à 1,6 % en 2014.
		De façon générale, la Banque s'attend à un maintien d'écarts significatifs entre les différentes régions dans le monde.
		La Banque s'attend à une légère récession dans l'Eurozone (les prévisions de croissance de la Banque sont de -0,6 % et -0,4 % pour 2013 et 2014). Ceci est attribué à la poursuite de la crise de la dette souveraine et au niveau élevé de l'endettement du secteur privé dans les pays européens périphériques. La BCE devrait continuer à intervenir pour stabiliser les marchés et faire baisser les taux d'intérêt au cours du deuxième trimestre 2013 en fonction de la poursuite de la croissance économique de l'Eurozone, qui pourrait être suivie par une réduction finale de taux d'intérêt prévue pour le deuxième semestre. La Banque estime probable que le Sud de l'Europe et l'Irlande n'aboutiront que progressivement à des solutions communes durables en matière fiscale. Si les pays fondateurs ne sont plus déterminés à renforcer leur soutien aux États périphériques à l'avenir, ceci pourrait aboutir à un ensemble de restructurations de dette (avec probablement des échéances à plus long terme et des réductions de taux d'intérêt), mais probablement pas avant 2015.
		Dans la Division warrants et certificats, la concurrence devrait rester intense entre les principaux émetteurs. D'autres modifications de la réglementation devraient intervenir, qui devront être prises en compte en temps opportun pour l'activité.
		Compte tenu des prévisions faites par les différentes divisions et d'une approche restrictive de la gestion des coûts, la Banque s'attend à un maintien global des bénéfices au cours des exercices 2013 et 2014.
B.5	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur.	L'Émetteur est membre du sous-groupe allemand de Citigroup. En tant que société anonyme, il est géré par un conseil d'administration. L'Émetteur est entièrement détenu par une société holding allemande, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, une société en commandite domiciliée à Francfort-sur-le-Main.
		Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est également un associé passif de l'Émetteur, dans la mesure où il détient une participation passive (« Stille Einlage ») d'un montant total de 122 710 051,49 EUR au 30 novembre 2012. L'associé responsable de la société Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est la société

B.9	Lorsqu'une prévision ou une estimation du bénéfice est réalisée, en indiquer le montant.	Citigroup Global Markets Finance LLC (États-Unis). Le commanditaire unique est Citi Overseas Investment Bahamas Inc. Toutes les actions de Citigroup Global Markets Finance LLC sont détenues par Citi Overseas Investment Bahamas Inc., dont le seul actionnaire est Citibank Overseas Investment Corporation (États-Unis). Cette société est elle-même détenue à 100 % par Citibank, N.A. (États-Unis). Citibank, N.A. (États-Unis) est détenue à 100 % par Citicorp (États-Unis), qui est elle-même détenue à 100 % par Citigroup, Inc (États-Unis). Sans objet; l'Émetteur a décidé de ne publier aucune prévision de bénéfice ou estimation de bénéfice dans le Prospectus de Base.			
B.10	Décrire la nature des éventuelles réserves sur les informations financières historiques contenues dans le rapport d'audit.	Les états financiers annuels de l'Émetteur pour les exercices du 1 ^{er} décembre 2011 au 30 novembre 2012 et du 1 ^{er} décembre 2010 au 30 novembre 2011 ont été audités par l'auditeur statutaire de l'Émetteur et ont obtenu une mention sans réserve de la part de l'auditeur.			
B.12 Présenter les informations financières historiques clés sélectionnées pour l'émetteur, pour chaque exercice de la période couverte par ces informations financières historiques et pour toute période intermédiaire ultérieure,		Informations financières Deutschland AG Le tableau ci-dessous profinancières significatives for l'exercice budgétaire antéricompte du développement de AG:	résente une com purnies dans les é ieur (exercice 20	nparaison de certats financiers aud 11) et l'exercice tigroup Global M Exercice précédent (30.11.2011) en	rtaines statistiques dités de 2012 entre 2012 et rend donc
	accompagnées de			millions d'euros	
	données comparatives	Total du bilan	9.543	8.690	
	couvrant la même période de l'exercice	Volume d'activité	11.162	10.163	
	précédent; la	Fonds propres	590	588	
	présentation des bilans	Volume des prêts	5.365	5.196	
	de clôture suffit toutefois à remplir	Nombre d'employés	348	361	
	l'exigence	1 2			1
	d'informations bilancielles comparables. Une déclaration		01.12.2011 - 30.11.2012 en millions d'euros	Exercice précédent (01.12.2010 – 30.11.2011) en millions d'euros	
	attestant qu'aucune détérioration significative n'a eue de	Revenus d'intérêt de l'exploitation	11	29	
	répercussions sur les	Commissions de courtage	111	96	
	perspectives de	Commissions d'opérations sur	18	17	

l'émetteur depuis la date de ses derniers états financiers vérifiés et publiés, ou une description de toute détérioration significative.

Une description des changements significatifs de la situation financière ou commerciale l'émetteur survenus après la période couverte par informations financières historiques.

valeurs mobilières		
Revenu net des opérations financières de négoce	25	60
Frais généraux et administratifs	161	137

À la date du bilan, les **fonds propres inscrits au bilan** comprennent les éléments suivants :

	30.11.2012 en millions d'euros (audité)	Exercice précédent (30.11.2011) en millions d'euros (audité)
Capital souscrit		
Capital social	210,6	210,6
Participation de l'associé passif	122,7	122,7
Réserves de capital	195,8	193,8
Réserve légale	33,0	33,0
Autres bénéfices mis en réserve	27,9	27,9

De plus, dans le cadre de l'intégration de nouvelles règles au titre de BilMoG en vertu du §340g du Code allemand du commerce (HGB), un nouveau poste séparé a été créé (« Fonds pour les risques bancaires généraux ») pour un montant de 9,4 millions d'euros (6,6 millions d'euros l'année précédente).

Le capital réglementaire imputé sous BIZ se compose d'un capital de base et de capital supplémentaire (passifs subordonnés) après approbation, comme suit :

	30.11.2012 en millions d'euros	Exercice précédent (30.11.2011) en millions d'euros
Fonds propres au bilan	590,0	588,0
Moins immobilisations	0	-1,2
Capital de base	599,3	594,3
Capitaux supplémentaires	0,0	0,0
Fonds propres	599,3	594,3
Ratios de capitaux		
Fonds propres Tier one en %	33,6	29,3
Ratio de capitaux totaux en %	33,6	29,3

En dépit de la crise de dette dans l'Eurozone et de la volatilité concomitante sur les marchés financiers internationaux, Citigroup Global Markets Deutschland AG

a de nouveau réussi à dégager un bénéfice au cours de l'exercice clôturé récemment.

Informations financières semestrielles clés de Citigroup Global Markets Deutschland AG

Le tableau ci-dessous présente une comparaison de certaines statistiques financières significatives pour le premier semestre de l'exercice financier fournies dans les états financiers non-audités de 2013 entre l'exercice budgétaire antérieur et/ou les chiffres des années précédentes et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG:

	31.05.2013 en million d'Euro	30.11.2012 en million d' Euro
Total du bilan	11.147	9.543
Volume d'activité	12.628	11.162
Fonds propres	590	590
Portefeuille des prêts	5.179	5.365
Nombre d'employés à la date du bilan	263	334

	01.12.2012 - 31.05.2013 en million d'Euro	01.12.2011 - 31.05.2012 en million d'Euro
Revenus d'intérêt de l'exploitation	3	7
Commissions de courtage	20	33
Commissions d'opérations sur valeurs mobilières	8	9
Revenu net des opérations financières de négoce	29	16
Frais généraux et administratifs	72	70

Etats en ce qui concerne l'information tendancielle et la situation financière et commerciale.

L'Emetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2012, aucune détérioration significative n'a affecté les perspectives de l'Emetteur.

En outre, l'Emetteur déclare que depuis la date des états financiers provisoires au 31 mai 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale de l'Emetteur.

B.13 Décrire tout événement récent propre à l'émetteur et présentant un intérêt significatif

Aucun événement présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur n'est identifié à ce moment. Cependant, Citigroup Global Markets Deutschland AG est actuellement sujet à un audit extraordinaire sur les retenues à la source fiscales par l'autorité fiscale Francfort-Hoeschst pour

	pour l'évaluation de sa solvabilité.	les années 2007-2008. Dans ce contexte l'autorité fiscale a explicité ses vues quant au fait que Citigroup Global Markets Deutschland AG aurait dû déduire et payer la retenue à la source des dividendes reçus en relation avec transactions communément appelées cum-ex transactions. S'appuyant sur ces observations l'autorité fiscale est actuellement de l'avis que Citigroup Global Markets Deutschland AG est responsable de la non déduction de la retenue à la source d'un montant supérieur à 706 Millions d'Euro pour les années 2007 et 2008. Dans le cas où l'autorité fiscale a raison, la responsabilité fiscale pour les années 2009 à 2011 pourrait se poser ce qui est impossible d'estimer pour le moment. The principal point de départ de l'action en responsabilité des autorités fiscales est de savoir si Citigroup Global Markets Deutschland AG est qualifié de banque allemande exécutant un transaction (die den Verkaufsauftrag ausführende Stelle) durant ces années. De plus, la méthode appliquée pour identifier le montant des dommages et intérêts est débattue comme celle de savoir si Citigroup Global Markets Deutschland AG peut être tenu responsable comme débiteur principal. De plus, il devrait être noté que . Citigroup envisage actuellement des mesures visant à optimiser sa structure d'organisation.
B.14	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur. Si l'émetteur est dépendant d'autres entités du groupe, ce fait doit être clairement stipulé.	Citigroup Global Markets Finance Corporation à titre de société holding allemande possède 100 % des actions de l'Émetteur. En vertu du § 17 (2) de la Loi allemande sur les sociétés par actions (<i>Aktiengesetz</i> , « AktG »), il est considéré qu'une société dont la majorité des actions est détenue par une autre société est dépendante de cette autre société.
B.15	Fournir une description des principales activités de l'émetteur.	L'Émetteur est une banque d'affaire et d'investissement qui propose des solutions financières complètes dans les secteurs des opérations bancaires de l'investissement, des titres à revenu fixe, des opérations de change, des valeurs mobilières et des dérivés ainsi que des services de transactions internationales aux entreprises, aux pouvoirs publics et aux investisseurs institutionnels; c'est en outre un émetteur majeur de warrants et de certificats dont les investisseurs finaux sont principalement des clients particuliers. Depuis la fin de l'année 2012, l'activité de l'Émetteur intègre également Citi Private Bank – Family Office Coverage Germany et Covered Bond Research.
B.16	Dans la mesure où ces informations sont connues de l'émetteur, indiquer si celui-ci est détenu ou contrôlé, directement ou indirectement, et par qui; décrire la nature de ce contrôle.	En plus de l'intégration de l'Émetteur dans le groupe de sociétés Citigroup Inc. mentionné ci-dessus, l'Émetteur est également partie liée à sa maison mère directe par un accord de transfert de pouvoir et de pertes et profits. En vertu de cet accord, l'Émetteur a conféré la gestion de ses affaires à sa maison mère directe. De ce fait, la société holding dont dépend directement l'Émetteur, a le droit de lui donner des instructions. L'accord impose également à l'Émetteur de transférer la totalité de son bénéfice à sa maison mère directe. En contrepartie, la maison mère directe est tenue de compenser toute perte annuelle éventuelle de l'Émetteur durant la période de validité de l'accord, comme prévu en détail par les § 302 (1) et (3) d'AktG.

Section C – Valeurs mobilières

C.1	Décrire la nature et la catégorie des valeurs mobilières offertes et/ou admises à la négociation et donner tout numéro d'identification des valeurs mobilières.	Type/forme des Warrants Les warrants sont des instruments dérivés qui peuvent comporter un droit d'option et qui peuvent donc présenter beaucoup de points communs avec les options. L'une des principales caractéristiques des Warrants est l'effet de levier: une évolution du cours du sous-jacent peut entraîner une variation disproportionnée du cours du Warrant. L'effet de levier du Warrant joue dans les deux sens — non seulement à l'avantage de l'investisseur en cas de bonnes performances des facteurs déterminant la valeur, mais également en sa défaveur en cas de performances défavorables. Le paiement du au titre d'un Warrant lors de son exercice ou de sa liquidation prématurée dépend de la valeur du sous-jacent à ce moment. Les Warrants seront émis sous une forme dématerialisée au porteur et seront enregistrés dans les livres du dépôt central des valeurs mobilières qui créditera les comptes des titulaires de compte. Aucun document physique attestant de la possession (notamment des certificats représentatifs conformément à l'Article R.211-7 du Code monétaire et financier français) ne sera émis concernant les Warrants. Numéro d'identification des titres ISIN: DE000CF6Z782
		Numéro d'identification local : 5161C
C.2	Indiquer dans quelle monnaie l'émission a eu lieu.	Euro
C.5	Décrire toute restriction imposée à la libre négociabilité des valeurs mobilières.	Chaque Warrant est transmissible selon les lois s'appliquant à chaque cas et, le cas échéant, les réglementations et les procédures respectives applicables du dépositaire central de titres dans les livres duquel le transfert est enregistré.
C.8	Décrire les droits	Loi applicable aux titres :
	attachés aux valeurs mobilières y compris leur rang, y compris toute restriction qui leur est applicable.	Les Warrants sont régis par la loi allemande. La constitution des Warrants peut être régie par les lois de la juridiction du dépositaire central de titres. Droits attachés aux Warrants Chaque Warrant confère à son détenteur le droit au montant en espèces détaillé
		à la section C.15.
		Statut des Warrants
		Les Warrants créent des obligations non garanties et non subordonnées de l'Émetteur qui se classent <i>pari passu</i> les unes par rapport aux autres et par rapport à toutes autres obligations actuelles et futures non garanties et non subordonnées de l'Émetteur, à l'exception des obligations qui ont priorité en raison de dispositions statutaires obligatoires.
		Limitations de droits

		L'Emetteur a le droit de résilier les Warrants et de modifier par voie d'avenant
		les termes et conditions en application des dispositions prévues aux termes et conditions des Warrants.
C.11	Indiquer si les valeurs mobilières offertes font ou feront l'objet d'une demande d'admission à la négociation, en vue de leur distribution sur un marché réglementé ou sur des marchés équivalents — les marchés en question devant alors être nommés.	Les Warrants ont été admis sur le marché réglementé à la bourse de valeurs de Eurolist, Euronext Paris S.A., qui est un marché réglementé au sens de la Directive 2004/39/CE.
C.15	Décrire comment la	Description des Warrants « Put » avec une modalité d'exercice européenne
	valeur de l'investissement est influencée par celle du ou des instrument(s) sous-jacent(s), sauf lorsque les valeurs mobilières ont une valeur nominale d'au moins 100 000 EUR.	Les Warrants « Put » permettent aux investisseurs de participer avec un effet de levier à la performance négative de la valeur sous-jacente. En contrepartie, cependant, ils participent également sur une base à effet multiplicateur à toute performance positive de la valeur sous-jacente en prenant en plus le risque que le Warrant « Put » expire en perdant totalement sa valeur si le prix de référence de la valeur sous-jacente atteint ou dépasse le prix d'exercice. À la date d'échéance, le montant reçu par les investisseurs est égal au déficit, multiplié par le coefficient multiplicateur, entre le prix de référence de la valeur sous-jacente à la date d'évaluation et le prix d'exercice correspondant. Si le prix de référence est égal ou supérieur au prix d'exercice, le warrant « Put » expire sans valeur.
C.16	Indiquer la date d'expiration ou d'échéance des instruments dérivés ainsi que la date d'exercice ou la date finale de référence.	Date d'échéance: 26.06.2014 Date d'exercice: 19.06.2014 Date d'évaluation: 19.06.2014
C.17	Décrire la procédure de règlement des instruments dérivés.	Dans le cas de Warrants à exercice automatique, cà-d. d'une modalité d'exercice européenne, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au crédit des détenteurs du warrant enregistrés auprès du dépositaire central à la clôture du jour ouvrable bancaire précédent au siège social du dépositaire central de titres. Le dépositaire central de titres s'est engagé auprès de l'Émetteur à faire un transfert ultérieur correspondant.

C.18	Indiquer les modalités relatives au produit des instruments dérivés.	Dans le cas de Warrants à modalité d'exercice européenne, le droit d'option ne peut être exercé par le détenteur du warrant qu'à la date d'évaluation pour le warrant concerné. Si le montant en numéraire aboutit à une valeur positive, le droit d'option attaché au warrant concerné est considéré exercé à la date d'évaluation sans autres conditions préalables et sans soumission d'une notification explicite d'exercice (« Exercice Automatique »).
C.19	Indiquer le prix d'exercice ou le prix de référence final du sous-jacent.	Prix de référence à la date d'évaluation : Cours de clôture
C.20	Décrire le type de sous-jacent utilisé et indiquer où trouver les informations à son sujet.	Type: action ou titre représentant des actions WKN (Numéro d'identification des valeurs mobilières allemandes): 891997 ISIN: FR0000131708 Société: Technip SA Bourse de valeurs mobilières concernée: Euronext Paris Page de Reuters: TECF.PA
		Site Web: www.technip.com
Section	n D – Risques	
D.2	Fournir les informations clés concernant les principaux risques propres à l'émetteur.	Risque d'arrêt ou de restriction de la fixation du prix par l'Emetteur Si l'Émetteur devait limiter ou abandonner complètement son intention de fixer les prix de l'offre et de la demande, le danger existerait, au cas où les prix des Warrants ne seraient pas fixés par aucune autre partie, que les investisseurs doivent attendre l'échéance finale des Warrants ou, lorsque l'exercice est possible, qu'ils doivent exercer leur droit d'option.
		Risque de liquidité en dépit d'un accord de transfert de pouvoir et de pertes et profits
		L'Émetteur ne serait également pas en mesure d'honorer les obligations liées aux titres en dépit d'un accord de transfert de pouvoir et de pertes et profits si, dans le cas où l'Émetteur générait une perte nette, bien que la maison mère directe soit en principe tenue de prendre cette perte à son compte, il était incapable ou non disposé à se conformer à cet engagement contractuel en raison de ses propres difficultés de trésorerie ou de surendettement.
		Courtage de transactions pour d'autres sociétés du Groupe et répartition du travail au sein de Citigroup
		L'essentiel du revenu de commission de l'Émetteur se compose du revenu des prix de cession des transactions de courtage avec les sociétés apparentées. Les coûts pour l'Émetteur résultant de l'échange de services avec différentes sociétés du Groupe sont remboursés sur la base des accords existants en utilisant les prix de cession. À cette fin, le revenu et les dépenses, en particulier

le revenu de commission pour les transactions réalisées avec l'assistance de la banque à titre de conseiller dans le cadre de ses activités commerciales, sont déterminés et alloués aux différents secteurs fournissant les services. Les transactions se rapportent à la négociation sur les titres, les émissions d'obligations et la gestion financière d'entreprise ainsi qu'à la vente de produits structurés, dérivés de titres de sociétés et les produits de gestion de devises, et aux opérations bancaires internationales. Ce processus est coordonné étroitement dans l'ensemble des secteurs avec Citigroup Global Markets Limited, Londres, en particulier, et également avec Citibank, N.A., Londres.

Si une décision était prise au sein de Citigroup pour réaffecter les activités concernées à d'autres sociétés du Groupe, l'Émetteur pourrait perdre une importante source de revenu.

Les risques de l'activité de prêt

Le portefeuille de prêt de l'Émetteur consiste principalement en prêts accordés à des clients internationaux dans les secteurs de l'industrie et des services financiers ayant des notations de crédit de qualité. Les défauts de remboursement de prêt ont été évités ces dernières années grâce à cette politique commerciale. Le portefeuille de prêts consiste principalement en un nombre raisonnable d'unités empruntrices, comme le prescrit la loi allemande sur les opérations bancaires. Si des emprunteurs individuels importants du portefeuille de l'Émetteur n'étaient pas en mesure d'honorer leurs obligations, une forte hausse des provisions pour pertes sur prêt serait envisageable en principe et des défauts de remboursement sur prêts pourraient se produire.

Risque de taux d'intérêt

Le département des risques et trésorerie évalue et maîtrise le risque sur taux d'intérêt de l'Émetteur. L'exposition de l'Émetteur à des fluctuations des taux d'intérêt peut être un risque à moyen ou à long terme pour la détention de titres liquides si ceux-ci n'étaient pas à l'origine couverts par des transactions de couverture telles que des accords de swap de taux d'intérêt. Il en va de même pour les emprunts à moyen et long terme accordés par l'Émetteur. Un risque significatif de fluctuation des taux d'intérêt pourrait survenir lorsque les taux d'intérêt ne font pas l'objet d'un suivi attentif et en temps opportun, ce qui peut générer le danger concomitant qu'une mesure pour couvrir une telle exposition au risque de taux d'intérêt ne soit pas prise suffisamment tôt.

Risque opérationnel

L'Émetteur a transféré un certain nombre de domaines qui sont importants pour une gestion et un contrôle appropriés de ses activités économiques et les risques qui s'y rapportent à d'autres sociétés au sein et à l'extérieur de Citigroup. Au cas où les sociétés auxquelles ces domaines ont été transférés ne s'acquitteraient pas de leurs obligations contractuelles ou ne le feraient pas en temps opportun, la capacité de l'Émetteur à assumer ses propres obligations découlant des titres qu'il a émis aux dates prévues pourrait également être compromise.

Risque fiscal

Les décisions fiscales prises concernant l'Émetteur sont régulièrement soumises à un examen ultérieur sous forme d'audit fiscal externe ou d'arbitrage des affaires individuelles par les tribunaux compétents. Cette pratique est courante

et signifie qu'un rappel d'impôts peut être décidé par l'administration fiscale des années après l'évaluation initiale en raison d'un contrôle fiscal ou d'une décision à portée générale rendue par un tribunal fiscal.

Risques généraux liés à l'activité

• Risque de règlement

Le risque qu'une transaction soit traitée de manière incorrecte, ou qu'une transaction soit exécutée différemment des intentions et des attentes de la direction de l'Emetteur.

• Risque en matière d'information

Le risque que l'information, qui a été produite, reçue, transmise ou conservée au sein ou à l'extérieur du siège social de l'Émetteur ne soit plus accessible. En outre, de telles informations peuvent être de qualité médiocre ou avoir été mal exploitées ou encore avoir été obtenues sans autorisation. Le risque en matière d'information inclut également les risques provenant des systèmes en tant que tels et utilisés pour le traitement de l'information.

• Risque de réputation

Il représente le risque pour l'Emetteur que la relation avec ses clients se détériore si le niveau de qualité de ses services est insuffisant ou le risque que les transactions soient traitées de manière incorrecte. Ce risque inclut également le risque de développer des relations d'affaires avec des contreparties dont les pratiques ne sont pas conformes aux normes ou à l'éthique de l'Émetteur.

• Risque lié au personnel

L'Émetteur fait appel à des professionnels et des cadres dirigeants qualifiés. Le risque lié au personnel inclut le risque d'une rotation importante du personnel et le risque que l'Émetteur ne soit pas en mesure de retenir un personnel qualifié en nombre suffisant, mais également le risque que les employés de l'Émetteur enfreignent en connaissance de cause ou par négligence les règles fixées ou les standards éthiques de pratique établis par la société.

• Risques juridiques et réglementaires

L'Émetteur considère les risques juridiques comme tout risque résultant des contrats engageant sa responsabilité et de la loi applicable. Les risques réglementaires résultent de l'environnement juridique dans lequel l'Émetteur réalise ses opérations.

• Risques de fraude

Risques internes et externes de fraude tels que la corruption, le délit d'initié et le vol de données.

D 6	Fournir	les
D.0		100
	informations	clés
	concernant	les

Facteurs généraux de risque des Warrants

Risque de perte totale

principaux risques propres aux valeurs mobilières. Inclure un avertissement informant l'investisseur qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son investissement et/ou. si le risque encouru l'investisseur ne se limite pas à la valeur de investissement, une mention de ce fait, assortie d'une description des cas où ce surcroît de risque se matérialise ainsi que des effets financiers probables cette matérialisation.

Les Warrants constituent des instruments d'investissement particulièrement risqués. Ils impliquent un niveau de risque particulièrement élevé de perdre le capital investi, y compris une perte totale, plus les coûts de transaction encourus et tous les coûts d'emprunt.

Risque de défaillance de l'Émetteur des Warrants

Au cas où l'Émetteur deviendrait insolvable, les investisseurs pourraient subir une perte pouvant aller jusqu'à une perte totale. En tant que titres au porteur, les Warrants n'entrent pas dans le champ des dispositions prévues pour la protection des dépôts.

Risque résultant de fluctuations de prix des Warrants supérieures à la moyenne (effet de levier)

L'une des principales caractéristiques des Warrants est l'effet de levier : une évolution du cours de la valeur sous-jacente peut entraîner une variation disproportionnée du cours du Warrant. En même temps, les Warrants génèrent également des risques de perte supérieurs à la moyenne.

Risque d'absence ou de non-fonctionnement d'un marché secondaire de Warrants ou de manque de disponibilité du système de transactions électroniques de l'Émetteur

Les investisseurs ne devraient pas présumer qu'ils seront en mesure de vendre un Warrant à un moment particulier ou à un prix particulier pendant sa période de validité. Les investisseurs devraient plutôt partir de l'hypothèse que le prix en bourse ne peut se situer que dans les limites de la fourchette de prix acheteur et vendeur indiquée par l'Émetteur, si elle est disponible, et que leurs ordres d'achat ou de vente en bourse seront exécutés avec l'Émetteur en qualité de contrepartie directe ou indirecte.

Risque lié à la cessation du négoce sur le marché secondaire immédiatement avant une échéance finale

L'Emetteur et/ou le marché cessent de négocier les Warrants juste avant leur date d'évaluation. Cependant, le prix de référence de la valeur sous-jacente à la date d'évaluation et/ou le taux de change applicable, lesquels sont importants dans la détermination du montant des Warrants, peuvent varier entre le dernier jour de cotation et la date d'échéance, dans un sens défavorable à l'investisseur. Il existe un risque particulier que le prix de la valeur sous-jacente atteigne, chute au-dessous ou dépasse une barrière pour la première fois juste avant que le prix de référence à la date d'évaluation soit déterminé et après la clôture de la cotation sur le marché secondaire.

Risque sur la devise relatif à la valeur intrinsèque des Warrants

La performance de l'investissement est soumise à un risque sur la devise si la valeur sous-jacente sur laquelle les Warrants sont basés est libellée dans une devise autre que la devise dans laquelle le montant en numéraire est versé (devise de règlement).

Risques d'événements perturbant le fonctionnement du marché

En cas de survenue d'événements perturbant le fonctionnement du marché pour

la valeur sous-jacente, l'Émetteur a le droit de repousser la date d'évaluation du prix de référence de l'exercice. Ceci peut entraîner un risque supplémentaire pour les investisseurs si la valeur sous-jacente réalise une performance négative pendant la durée du report ou, le cas échéant, si le taux de change utilisé pour convertir la valeur intrinsèque en devise de règlement fluctue dans un sens défavorable à l'investisseur.

Facteurs de risque spécifiques au produit

Risque relatif à la perte de la valeur temps des Warrants en fonction de la durée résiduelle

Le prix des Warrants est calculé sur la base de deux composants du prix (la valeur intrinsèque et la valeur temps) La valeur intrinsèque des Warrants pendant leur période de validité est égale à la différence (si elle est positive), multipliée par le coefficient multiplicateur, entre le prix d'exercice et la valeur sous-jacente (warrants Put). Le montant de la valeur temps, d'autre part, est essentiellement déterminée en fonction de la durée résiduelle du Warrant et de la fréquence et de l'intensité des fluctuations du prix de la valeur sous-jacente attendues par l'Émetteur pendant la durée résiduelle du Warrant (volatilité implicite).

Risques relatifs à d'autres facteurs affectant la valeur comme les taux d'intérêt du marché monétaire, les dividendes attendus et les coûts de refinancement de l'Émetteur

Les autres facteurs affectant le prix des Warrants comprennent, notamment, les taux d'intérêt sur le marché monétaire pour la durée résiduelle, le revenu attendu des transactions de couverture de l'Émetteur concernant la valeur sousjacente et le niveau des coûts de refinancement de l'Émetteur pour réaliser ces transactions de couverture.

Même si le prix de la valeur sous-jacente s'élève, dans le cas d'une option call, ou chute, dans le cas d'une option put, la valeur du Warrant peut diminuer en raison des autres facteurs affectant la valeur. Compte tenu de la durée de validité limitée du Warrant, aucune garantie ne peut être donnée quant à une remontée du prix du Warrant dans les délais. Plus la durée résiduelle est courte, plus le risque est grand.

Section E - Offre

E.3

E.2b	Indiquer les raisons de
	l'offre et l'utilisation
	prévue du produit de
	celle-ci, lorsqu'il s'agit
	de raisons autres que la
	réalisation d'un
	bénéfice et/ou la
	couverture de certains
	risques.

Décrire les modalités et

Sans objet; les raisons de l'offre sont de réaliser des profits et/ou de prendre une couverture par rapport à certains risques et le produit net de l'émission de Warrants présentés dans le Prospectus de Base seront utilisés par l'Émetteur à des fins générales.

Méthode de présentation de l'offre, offreur et date d'émission des

	les conditions de	Warrants
	l'offre.	Les Warrants sont offerts de gré à gré en continu.
		L'offre des Warrants commence en France le 22.01.2014.
		Les offreur des Warrants est: l'Émetteur
		La date d'émission est: 22.01.2014
		Restriction imposée à la libre négociabilité des valeurs mobilières
		Les Warrants peuvent être offerts ou vendus seulement si l'ensemble des lois et règlementations relatives aux valeurs mobilières en vigueur dans la juridiction dans laquelle un achat, une offre, une vente ou une livraison de Warrants est effectué ou dans laquelle le présent document est diffusé ou conservé pour inspection ont été respectées, et si tous les consentements ou autorisations nécessaires pour l'achat, l'offre, la vente ou la livraison des Warrants conformément aux normes légales en vigueur dans cette juridiction ont été obtenus.
		En particulier, les Warrants ne sont pas et ne seront pas enregistrés conformément à la Loi sur les valeurs mobilières des États-Unis (<i>United States Securities Act</i>) de 1933 telle qu'amendée. Ils ne peuvent être offerts, vendus, négociés ou livrés au sein des États-Unis directement ou indirectement par ou pour le compte d'un ressortissant des États-Unis (comme défini dans la Réglementation S conformément à la Loi sur les valeurs mobilières des États-Unis de 1933), excepté dans le cas d'exemption des conditions d'enregistrement de la Loi sur les valeurs mobilières. Toute personne recevant le montant de liquidités correspondant aux termes et conditions est considérée comme ayant fait une déclaration indiquant que la personne titulaire des droits découlant des Warrants n'est pas un ressortissant des États-Unis.
		Prix d'émission, frais et taxes relatifs à l'achat
		Le prix d'émission initial est de EUR 0,15.
		Sans objet, l'achat de Warrants ne faisant supporter aucun coût ou taxe à l'Émetteur notamment pour les acheteurs ou les souscripteurs.
E.4	Décrire tout intérêt, y compris les intérêts conflictuels, pouvant influer sensiblement sur l'émission/l'offre.	L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui agissent généralement en qualité d'agent de calcul des Warrants. Cette activité peut entraîner des conflits d'intérêt dans la mesure où les responsabilités de l'agent de calcul comprennent certaines déterminations et décisions qui pourraient avoir un effet négatif sur le prix des Warrants ou le montant des liquidités.
		L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent s'engager dans des transactions de négoce sur la valeur sous-jacente, sur d'autres instruments qui s'y rapportent, ou sur des dérivés, des options boursières ou des contrats à terme en bourse, ou peuvent émettre d'autres valeurs et dérivés fondés sur la valeur sous-jacente. Les sociétés peuvent également intervenir dans l'acquisition de nouvelles parts ou d'autres titres de la valeur sous-jacente ou, dans le cas d'indices de valeurs, de sociétés individuelles incluses dans

l'indice, ou agir en qualité de conseillers financiers pour les entités auxquelles il est fait référence ou collaborer avec elle dans le secteur de la banque d'affaires. Les sociétés sont tenues de s'acquitter de leurs obligations à ce titre, indépendamment des conséquences qui peuvent en résulter pour les détenteurs de warrants et, le cas échéant, devront prendre les mesures qu'elles considèrent nécessaires ou appropriées pour se protéger ou sauvegarder leurs intérêts dans le cadre de ces relations d'affaires. Les activités visées ci-dessus pourraient entraîner des conflits d'intérêt et avoir un effet négatif sur le prix de la valeur sous-jacente ou des titres qui lui sont associés comme les Warrants.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent émettre des titres dérivés supplémentaires fondés sur la valeur sous-jacente, ou sur des éléments constitutifs de la valeur sous-jacente, notamment des titres dont les caractéristiques sont identiques ou similaires à celles des Warrants. L'introduction de tels produits, qui concurrencent les Warrants, peuvent avoir un effet sur le prix de la valeur sous-jacente ou les éléments constitutifs de la valeur sous-jacente et donc aussi sur le prix des Warrants. L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent recevoir des informations de nature non publique se rapportant à la valeur sous-jacente, ou à des éléments constitutifs de la valeur sous-jacente, mais ne sont pas tenus de les communiquer aux détenteurs de warrants. De plus, les sociétés appartenant à Citigroup ou affiliées à lui peuvent publier des rapports de recherche se rapportant à la valeur sous-jacente ou aux éléments constitutifs de la valeur sous-jacente. Les activités de ce type peuvent créer certains conflits d'intérêt et affecter le prix des Warrants.

E.7 Donner une estimation des dépenses facturées à l'investisseur par l'émetteur ou l'offreur.

Les dépenses estimées pour les Warrants, y compris le coût d'admission à la négociation sont compris(es) dans le prix d'émission ou au prix de vente, le cas échéant. Si l'investisseur achète des Warrants auprès d'un distributeur, le prix d'achat à payer par l'investisseur pourra comprendre des commissions de vente devant être communiquées au distributeur.

Citigroup Global Markets Deutschland AG

Frankfurt am Main

(Issuer)

Final Terms dated

21 January 2014

to the

Tripartite Base Prospectus dated 13 May 2013 as amended (the "Tripartite Base Prospectus")

CALL OR PUT WARRANTS

referenced to the following underlying:

Total

ISIN: DE000CF6Z790

The respective Final Terms to the Tripartite Base Prospectus will be made available as a separate document in paper form free of charge at the address of the relevant paying agent and published on the Issuer's website (www.citifirst.com).

The subject matter of the Final Terms is Call or Put Warrants (Product No. 1) (the "Warrants" or the "Series") based on a share or a security representing shares issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer").

The Final Terms were prepared in accordance with Article 5 (4) of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (as most recently amended by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010) (the "Prospectus Directive") and must be read in conjunction with the Tripartite Base Prospectus (consisting of the Summary and the Securities Note, each dated 13 May 2013, and the Registration Form of Citigroup Global Markets Deutschland AG dated 3 May 2013, including any supplements). Complete information about the Issuer and the offer of the Warrants can be obtained only from a synopsis of these Final Terms together with the Tripartite Base Prospectus (including all related supplements, if any).

The Final Terms to the Tripartite Base Prospectus take the form of a separate document within the meaning of Article 26 (5) of Commission Regulation (EC) No. 809/2004 of 29 April 2004 as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012 and Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012 (the "**Prospectus Regulation**").

An issue specific summary that has been completed for the Warrants is attached to these Final Terms.

INFORMATION ABOUT THE TERMS AND CONDITIONS – ISSUE SPECIFIC CONDITIONS

With respect to the Series of Warrants, the Issue Specific Conditions applicable to the Call or Put Warrants, as replicated in the following from the Tripartite Base Prospectus and supplemented by the information in the Annex to the Issue Specific Conditions as set out below, and the General Conditions contain the conditions applicable to the Warrants (referred to together as the "Conditions"). The Issue Specific Conditions should be read in conjunction with the General Conditions.

Part A. Product Specific Conditions

No. 1 Option Right

Citigroup Global Markets Deutschland AG, Frankfurt am Main (the "Issuer") hereby grants the holder (each a "Warrant Holder") of Call or Put Warrants (the "Warrants"), based on the Underlying as specified in detail in each case in Table 1 and Table 2 of the Annex to the Issue Specific Conditions, the right (the "Option Right") to require the Issuer to pay the Cash Amount (No. 2 (1) of the Issue Specific Conditions) or the Termination Amount (No. 2 of the General Conditions) in accordance with these Terms and Conditions.

No. 2 Cash Amount; Definitions

- (1) The "Cash Amount" for each Warrant, subject to the early redemption of the Warrants by the Issuer (No. 2 of the General Conditions), shall be the Intrinsic Value of a Warrant, if the latter is already expressed in the Settlement Currency, or the Intrinsic Value of a Warrant converted into the Settlement Currency using the Reference Rate for Currency Conversion.
- (2) The "Intrinsic Value" of a Warrant shall be the difference, expressed in the Reference Currency and multiplied by the Multiplier, by which the Reference Price of the Underlying determined on the Valuation Date is higher than (Call Warrants) or lower than (Put Warrants) the respective Strike.
- (3) The following definitions shall apply in these Terms and Conditions:

"Additional Securities Euroclear System, Brussels; Clearstream Banking S.A.,

Depositaries": Luxembourg

"Auxiliary Location": London, United Kingdom

"Banking Day": Every day on which the commercial banks in Paris and

Frankfurt am Main are open for business, including trade in foreign currencies and the receipt of foreign currency deposits (except for Saturdays and Sundays), the

TARGET2-System is open and the Central Securities

Depositary settles payments. "TARGET2-System" shall mean the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) payment system or any successor system.

"Central Securities Depositary":

Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

France

"Clearing Territory of the

France

Central Securities Depositary":

"Currency Conversion Date": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Exchange Rate Reference

not applicable

Agent":

"Exercise Date":

I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

Valuation Date

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

The Banking Day at the respective place of the Exercise Agent pursuant to No. 3 (1), on which the exercise prerequisites pursuant to No. 3 (1) are met for the first time at 10:00 a.m. (local time at the place of the

respective Exercise Agent).

"Form of the Warrants": The Warrants will be issued in dematerialized bearer form

(au porteur) and inscribed in the books of the Central Securities Depositary which shall credit the accounts of the Account Holders. No physical document of title (including certificats représentatifs pursuant to Article R.211-7 of the French Monetary and Financial Code (Code monétaire et financier)) will be issued in respect of

the Warrants.

"Issue Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Issuer's Website": www.citifirst.com

"Maturity Date": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Minimum Exercise Volume": 100 Warrant(s) per ISIN or an integral multiple thereof

"Minimum Trading Volume": 1 Warrant(s) per ISIN or an integral multiple thereof

"Modified Exercise Date + 1": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

not applicable

"Modified Exercise Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

The first Exercise Date which is a Banking Day at the Auxiliary Location and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant Adjustment Exchange as specified in Table 2 of the Annex to the Issue Specific Conditions.

"Modified Valuation Date + 1": not applicable

"Modified Valuation Date": not applicable

"Multiplier": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Number": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Payment Date upon Exercise": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

not applicable

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

At the latest the fifth common Banking Day following the Exercise Date at the registered office of the Issuer and the place of the Central Securities Depositary.

"**Reference Currency**": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"**Reference Price**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Reference Rate for Currency

Conversion":

not applicable

"Rollover Date": not applicable

"Settlement Currency": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Strike": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"**Type**": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Type of Exercise": As specified in Table 1 of the Annex to the Issue Specific

Conditions.

"Underlying": As specified in Table 2 of the Annex to the Issue Specific

Conditions.

"Valuation Date": I. Applicable in the case of Warrants with a European

Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

As specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation

Date.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific

Conditions):

In case of an exercise during the Exercise Period, the Valuation Date as specified in Table 2 of the Annex to the Issue Specific Conditions; in case of an Automatic Exercise, the Valuation Date as specified in Table 1 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation Date.

No. 3 Exercise of the Option Rights

I. Applicable in the case of Warrants with a European Type of Exercise (as indicated for the relevant series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

- (1) The Option Right may be exercised by the Warrant Holder only with effect as of the Valuation Date for the respective Warrant. If the Cash Amount results in a positive value, the Option Right attaching to the respective Warrant shall be deemed to be exercised on the Valuation Date without further preconditions and without the submission of an explicit Exercise Notice (referred to in the following as "Automatic Exercise").
- (2) The Issuer will transfer any positive Cash Amount to the Central Securities Depositary on the Maturity Date for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid.
- (3) The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer. In the event that the onward transfer of the Cash Amount or of the fair market value is not possible within three months after the Maturity Date ("Presentation Period"), the Issuer shall be entitled to deposit the relevant amounts with the Frankfurt am Main Local Court for the Warrant Holders at their risk and expense with a waiver of its right to reclaim those amounts. Upon the deposit of the relevant amounts with the Court, the claims of the Warrant Holders against the Issuer shall expire.
- (4) All taxes or other levies that may be incurred in connection with the payment of the Cash Amount or of the fair market value shall be borne by the Warrant Holders.
- (5) If the Valuation Date falls between the date on which the Issuer determines that there are grounds for making an Adjustment in accordance with No. 6 of the Issue Specific Conditions and the date on which the Issuer has given notice of the Adjustments (referred to in the following as the "Adjustment Period"), the Valuation Date shall be the first Banking Day common to the head office of the Issuer and to the location of the Central Securities Depositary following the date on which the Issuer has given notice of the Adjustments for the Valuation Date. The calculation of the Cash Amount in accordance with No. 2 of the Issue Specific Conditions shall be based on the relevant Reference Price of the Underlying on the Valuation Date together with the Adjustments made by the Issuer.
- (6) The Cash Amount and the fair market value shall be paid in the Settlement Currency without a requirement for the Issuer to give notice of any kind.
- (7) A declaration shall be deemed to have been made automatically that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell

or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell, resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

II. Applicable in the case of Warrants with an American Type of Exercise (as indicated for the respective series of Warrants in Table 1 of the Annex to the Issue Specific Conditions):

(1) For the exercise of the Warrants to be effective, the holder of the respective Warrant must comply with the preconditions set out below with respect to the relevant Exercise Agent within the Exercise Period for the respective Warrant. The Exercise Period for the Warrants shall begin in each case on the third Banking Day after the Issue Date and shall end in each case at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the Valuation Date or, if the Reference Price of the Underlying is usually determined before 11.00 a.m. (local time at the location of the relevant Exercise Agent), the Exercise Period ends at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the last Trading Day preceding the last Valuation Date. The provisions of paragraphs (2) to (4) of this No. 3 II shall also apply.

If the Option Rights are exercised via the Exercise Agent in **France**, the Warrant Holder must submit to Citibank International plc., France (the "**Exercise Agent**") at the following address:

Citibank International plc. - Service Titres, 1-5 Rue Paul Cezanne, 75008 Paris, France a properly completed "Paris" Exercise Notice for the respective ISIN (International Securities Identification Number) using the form available from the Issuer (referred to in the following as "Exercise Notice") and must have transferred the Warrants which it is intended to exercise

- to the Issuer crediting its account No. 186 at Euroclear France, account nature 51 or its account No. 67098 at Clearstream Luxembourg.

The Exercise Notice must specify:

- the ISIN (International Securities Identification Number) of the Warrant series and the number of Warrants intended to be exercised and
- the account of the Warrant Holder with a bank in France into which the Cash Amount is to be paid. If the Exercise Notice does not specify an account or specifies an account outside France, a check for the Cash Amount will be sent to the Warrant Holder at his risk by normal post to the address given in the Exercise Notice within five (5) Banking Days in Frankfurt am Main and Paris following the Valuation Date.
- Confirmation must also be given that the person entitled to the rights arising from the Warrants is not a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933) and that that person has agreed with the Issuer and, if the latter is not also the seller, with the seller of these Warrants (a) not to offer, sell, resell or deliver the Warrants acquired at any time directly or indirectly in the United States or to or for the account of or for the benefit of US persons, (b) not to purchase Warrants for the account of or for the benefit of US persons and (c) not to offer, sell,

resell or deliver Warrants (acquired in any other manner) directly or indirectly in the United States or to or for the account of or for the benefit of US persons.

- (2) The Exercise Notice shall become effective on the Exercise Date according to No. 2 (3) of the Issue Specific Conditions. The Exercise Notice may not be revoked, including during the period prior to the date on which it becomes effective. All of the preconditions set out in No. 3 (1) of the Issue Specific Conditions must be satisfied within five (5) Banking Days of the occurrence of the first precondition. In any other circumstances, the Issuer shall have the right to return any payments already made to the Warrant Holder without interest at his risk and expense; in this event the Exercise Notice shall not become effective.
- (3) Option Rights that have not been exercised effectively in accordance with paragraphs (1) and (2) shall be deemed, subject to early termination by means of extraordinary Termination pursuant to No. 2 of the General Conditions, to be exercised on the final day of the Exercise Period without further preconditions, if the Cash Amount is positive ("Automatic Exercise"). In the event of Automatic Exercise, the confirmation referred to in the last subparagraph of paragraph (1) shall be deemed to have been given automatically. In any other circumstances, all rights arising from the Warrants that have not been exercised effectively by then shall expire on that day and the Warrants shall become invalid.
- (4) All taxes or other levies that may be incurred in connection with the exercise of the Warrants shall be borne by the Warrant Holder. The exercise or settlement amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.
- (5) The Issuer will transfer any Cash Amount to the Central Securities Depositary on the Payment Date upon Exercise for the credit of the Warrant Holders registered with the Central Securities Depositary at the close of business on the preceding Banking Day at the head office of the Central Securities Depositary. Upon the transfer of the Cash Amount to the Central Securities Depositary, the Issuer shall be released from its payment obligations to the extent of the amount paid. The Central Securities Depositary has given an undertaking to the Issuer to make a corresponding onward transfer.

No. 4 (not applicable)

Part B. Underlying Specific Conditions

No. 5 Underlying

- (1) The "**Underlying**" shall be the share or security representing shares specified as the Underlying in Table 2 of the Annex to the Issue Specific Conditions of the Company specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Company**").
- (2) The "Reference Price" of the Underlying shall correspond to the price specified as the Reference Price of the Underlying in Table 1 of the Annex to the Issue Specific Conditions,

as calculated and published on Trading Days on the Relevant Exchange specified in Table 2 of the Annex to the Issue Specific Conditions (the "Relevant Exchange"). "Trading Days" shall be days on which the Underlying is normally traded on the Relevant Exchange. "Trading Hours" shall be hours during which the Underlying is normally traded on the Relevant Exchange on Trading Days.

No. 6 Adjustments

(1) If an Adjustment Event pursuant to paragraph (2) of this No. 6 occurs, the Issuer shall determine whether the relevant Adjustment Event has a diluting, concentrative or other effect on the computed value of the Underlying and, if such is the case, shall if necessary make a corresponding Adjustment to the affected features of the Warrants, which in its reasonable discretion is appropriate in order to take account of the diluting, concentrative or other effect and to leave the Warrant Holders as far as possible in the same position in financial terms as they were in before the Adjustment Event took effect. The Adjustments may relate, inter alia, to the Strike, the Multiplier and other relevant features, as well as to the replacement of the Underlying by a basket of shares or other assets or, in the event of a merger, by an adjusted number of shares of the absorbing or newly formed company and, where relevant, the specification of a different exchange as the Relevant Exchange and/or a different currency as the Reference Currency. The Issuer may (but is not obliged to) base the determination of this appropriate Adjustment on the adjustment made in response to the relevant Adjustment Event by a futures exchange, on which options or futures contracts on the Underlying are traded at the time of the Adjustment Event, in respect of options or futures contracts on the relevant share traded on that futures exchange.

(2) An "Adjustment Event" shall be:

- (a) the subdivision (stock split), combination (reverse stock split) or reclassification of the respective shares or the distribution of dividends in the form of bonus shares or stock dividends or a comparable issue;
- (b) the increase in the capital of the Company by means of the issue of new shares in return for capital contributions, with the grant of a direct or indirect subscription right to its shareholders (capital increase for capital contributions);
- (c) the increase of the capital of the Company from its own financial resources (capital increase from corporate funds);
- (d) the grant by the Company to its shareholders of the right to subscribe for bonds or other securities with option or conversion rights (issue of securities with option or conversion rights);
- (e) the distribution of an extraordinary dividend;
- (f) the spin-off of a division of the Company in such a way that a new, independent company is formed or the division is absorbed by a third company, with the grant to the

- shareholders of the Company of shares in either the new company or the absorbing company for no consideration;
- (g) the permanent delisting of the Underlying on the Relevant Exchange as a result of a merger by absorption or new company formation or for another reason;
- (h) other comparable events that could have a diluting, concentrative or other effect on the calculated value of the Underlying.
- (3) The rules described in the preceding paragraphs shall apply analogously to securities representing shares as the Underlying (such as ADRs, ADSs or GDRs).
- (4) Changes in the method of calculating the Reference Price or other prices for the Underlying that are relevant in accordance with these Terms and Conditions, including a change in the Trading Days or Trading Hours relevant for the Underlying, shall entitle the Issuer to adjust the Option Right accordingly in its reasonable discretion. The Issuer shall determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change.
- (5) In the event that the Underlying is permanently delisted on the Relevant Exchange but continues to be listed on another exchange or another market which the Issuer in its reasonable discretion considers to be suitable (the "New Relevant Exchange"), then, subject to extraordinary Termination of the Warrants by the Issuer pursuant to No. 2 of the General Conditions, the Cash Amount shall be calculated on the basis of the corresponding prices for the Underlying calculated and published on the New Relevant Exchange. In addition, all references in these Terms and Conditions to the Relevant Exchange shall then be deemed, insofar as the context allows, to be references to the New Relevant Exchange.
- (6) In the event that a voluntary or compulsory liquidation, bankruptcy, insolvency, winding up, dissolution or comparable procedure affecting the Company is initiated, or in the event of a process as a result of which all of the shares in the Company or all or substantially all of the assets of the Company are nationalized or expropriated or required to be transferred in some other way to government bodies, authorities or institutions, or if following the occurrence of an event of another kind the Issuer reaches the conclusion that it is not possible to make an Adjustment that would reflect the changes that have occurred appropriately from a financial point of view, then the Issuer will terminate the Warrants pursuant to No. 2 of the General Conditions.
- (7) The Issuer shall give notice of the Adjustments and the date on which the Adjustments become effective in accordance with No. 4 of the General Conditions.

No. 7 Market Disruption Events

(1) If a Market Disruption Event in accordance with paragraph (2) of this No. 7 exists on the Valuation Date, then the Valuation Date shall be postponed to the next following day which fulfills the criteria for a Valuation Date in accordance with No. 2 of the Issue Specific Conditions and on which a Market Disruption Event no longer exists. The Issuer shall endeavor to give notice to the Warrant Holders without delay in accordance with No. 4 of the

General Conditions that a Market Disruption Event has occurred. However, there shall be no obligation to give notice. If, as a result of the provisions of this paragraph, the Valuation Date has been postponed for five (5) consecutive days that fulfill the criteria for a Valuation Date in accordance with No. 2 (3) of the Issue Specific Conditions and if the Market Disruption Event continues to exist on that day as well, then that day shall be deemed to be the Valuation Date and the Issuer shall determine the Cash Amount in its reasonable discretion taking account of the market conditions prevailing on any such deemed Valuation Date.

(2) "Market Disruption Event" shall mean

- (i) the suspension or restriction of trading in the Underlying on the Relevant Exchange, or
- (ii) the suspension or restriction of trading (including the lending market) in a futures or options contract based on the Underlying on a Futures Exchange on which futures or options contracts based on the Underlying are traded (the "Futures Exchange");

if that suspension or restriction occurs or exists in the last half-hour before the calculation of the closing price of the Underlying that would normally take place and is material as determined by the Issuer in its reasonable discretion. A change in the Trading Days or Trading Hours on or during which the Underlying is traded does not constitute a Market Disruption Event, provided that the change takes place as the result of a previously announced change in the trading regulations by the Relevant Exchange.

ANNEX TO THE ISSUE SPECIFIC CONDITIONS

Table 1 – supplementary to Part A. Product Specific Conditions

Issue Date: 22/01/2014

Initial value date in France: 27/01/2014

ISIN / Local Trading Code	Underlying	Туре	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike	Multiplier	Valuation Date / Maturity Date	Type of Exercise	Number	Reference Price of the Underlying ("Reference Price")
DE000CF6Z790 / 5162C	Total	CALL	No	EUR 0.15	Euro (EUR)	EUR 46.00	0.1	18/09/2014 / 25/09/2014	European	3,000,000	Closing price

Table 2 – supplementary to Part B. Underlying Specific Conditions

Underlying (Company) / Share type	ISIN or Reuters	Relevant Stock Exchange /	Valuation Date /	Currency in which the	
	Code of the	Relevant Adjustment Exchange for the	Currency Conversion Date	Reference Price is expressed	
	Underlying	Underlying ("Adjustment Exchange")		("Reference Currency")	
Total S.A. / Common Shares	FR0000120271	Euronext Paris / EUREX Frankfurt	See Table 1 / not applicable	Euro (EUR)	

The following specific meanings shall apply in this context:

Deutsche Börse AG, Frankfurt, Germany (XETRA®)

EUREX : EUREX, Frankfurt, Germany

STOXX Limited, Zurich : STOXX Limited, Zurich, Switzerland

Dow Jones & Company, Inc., New York, U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.

Nikkei Inc. : Nikkei Inc., Tokyo, Japan

Standard & Poor's Corp., New York, N.Y., U.S.A.

AEX Options and Futures Exchange : AEX Options and Futures Exchange, Amsterdam, The Netherlands

Bolsa de Derivados Portugal : Bolsa de Derivados Portugal, Lisbon, Portugal

EUREX : EUREX, Zurich, Switzerland

Euronext Amsterdam/ Euronext Lisbon/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Euronext Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Discrete Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext

Paris S.A., Paris, France

Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.) : Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.), Helsinki, Finland

Helsinki Derivatives Exchange (HEX Ltd.) : Helsinki Derivatives Exchange (HEX Ltd.), Helsinki, Finland

HSIL : Hang Seng Indexes Company Limited ("HSIL"), Hong Kong, China

Madrid stock exchange : Bolsa de Madrid, Madrid, Spain

MEFF
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Sinancieros Madrid, Madrid, Spain
New York Stock Exchange, New York, NY, USA
OCC
Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signature Sinancieros Madrid, Madrid, Spain
NYSE
Signature Signatu

OSE : Osaka Securities Exchange, Osaka, Japan TSE : Tokyo Stock Exchange, Tokyo, Japan SIX Swiss Exchange, Swiss Exchange : SIX Swiss Exchange, Switzerland

RISK FACTORS

Investors should read carefully the risk factors set out under "I. Risk factors of Warrants" in the Securities Note and under 1. in the Registration Form.

In particular, the following optional risk factors that relate only to certain types of Warrants are applicable to these Warrants (please refer to "I. Risk factors of Warrants" in the Securities Note):

- Risk relating to the loss of time value of Warrants depending on the remaining term
- Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs

ADDITIONAL INFORMATION

Name and address of the paying agents and the calculation agent

Paying Agent(s):

Citigroup Global Markets Ltd., 1-5 Rue Paul Cézanne, 75008 Paris, France

Calculation Agent:

Citigroup Global Markets Deutschland AG, Frankfurter Welle, Reuterweg 16, D-60323 Frankfurt am Main, Federal Republic of Germany

Conflicts of interest

With respect to interests of natural and legal persons involved in the issue and resulting potential conflicts of interest, please refer to "4. Risk of conflicts of interest" under "I. Risk factors of Warrants" in the Securities Note.

Offer method

The Warrants are being offered over-the-counter on a continuous basis in one series.

The offer of the Warrants begins in France on 22/01/2014.

Stock exchange listing

The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.

Consent to the use of the Prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*, "WpPG").

Issue price, price calculation and costs and taxes on purchase

The initial issue price is specified in Table 1 of the annex to the Issue Specific Conditions.

Both the initial issue price and the bid and offered prices quoted by the Issuer during the term of the Warrants are calculated using theoretical pricing models. In this context, the bid and offered prices for the Warrants are determined on the basis, among other things, of the mathematical value of the Warrants, the costs of hedging and accepting risk and the expected return. Please see also the information provided under "Risk relating to the calculation of the warrant prices" and "4. Risk of conflicts of interest", both in Section "I. Risk factors of Warrants".

No costs or taxes of any kind for the warrant holders will be deducted by the Issuer whether the Warrants are purchased off-market (in countries where this is permitted by law) or via a stock exchange. Such costs or taxes should be distinguished from the fees and costs charged to the purchaser of the Warrants by his bank for executing the securities order, which are generally

shown separately on the statement for the purchase transaction in addition to the price of the Warrants. The latter costs depend solely on the particular terms of business of the warrant purchaser's bank. In the case of a purchase via a stock exchange, additional fees and expenses are also incurred. Furthermore, warrant holders are generally charged an individual fee in each case by their bank for managing the securities account. Notwithstanding the foregoing, profits arising from the Warrants or capital represented by the Warrants may be subject to taxation.

Information on the underlying

Website: www.total.com

Disclaimers in relation to Share Prices used as Underlyings

Insofar as share prices are the underlying of Warrants issued by the issuer and described in this Final Terms document, the respective public limited company that has issued the relevant shares, to whose reference price the Warrants relate (the "Issuer of the Underlying"), does not express any recommendation for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main. The Issuer of the underlying neither directly nor indirectly assumes any liability for the Warrants issued by Citigroup Global Markets Deutschland AG, Frankfurt am Main.

The Warrants are the sole obligation of Citigroup Global Markets Deutschland AG and do not involve liability on the part of the Issuer of the underlying. This is not an offer of shares. The Issuer of the underlying has not been and does not want to be involved, neither directly nor indirectly, in deciding the timing of the issue, or the preparation of this document, or the constitution of the option rights under these securities. Furthermore, the Warrant Holder will not have any right through the Warrant to any information, votes or dividends in the Issuer of the underlying.

Publication of additional information

The Issuer does not intend to provide any additional information about the underlying.

The Issuer will publish additional notices described in detail in the terms and conditions. Examples of such notices are adjustments of the features of the Warrants as a result of adjustments relating to the underlying which may, for example, affect the conditions for calculating the cash amount or a replacement of the underlying. A further example is the early redemption of the Warrants if an adjustment cannot be made.

Notices under these terms and conditions are generally published on the Issuer's website. If and to the extent that mandatory provisions of the applicable laws or exchange regulations require notices to be published elsewhere, they will also be published, where necessary, in the place prescribed in each case.

Selling restrictions

Information on selling restrictions can be found under "VI. Selling restrictions" in the Securities Note.

ANNEX – ISSUE SPECIFIC SUMMARY

Section A – Introduction and warnings

This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the A.1 "Issuer") and of the Warrants issued under the Tripartite Base Prospectus. The Summary is intended as an introduction to the Tripartite Base Prospectus, which comprises this Summary, the Registration Form of Citigroup Global Markets Deutschland AG dated 03 May 2013 including any supplements and the Securities Note of Citigroup Global Markets Deutschland AG dated 13 May 2013. Investors should therefore ensure that any decision to invest in the Warrants is based on a review of the entire Prospectus, including any supplements and the Final Terms. Where claims relating to the information contained in a base prospectus, any supplements, and the respective Final Terms are brought before a court, the investor acting as plaintiff may, as a result of the laws of individual member states of the European Economic Area, have to bear the costs of translating the base prospectus, any supplements, and the Final Terms into the language of the court prior to the commencement of legal proceedings. The Issuer can be held liable for the content of this Summary, including any translation prepared, but only in the event that the Summary is misleading, inaccurate or inconsistent when read in conjunction with the other parts of the Prospectus, or, when read in conjunction with the other parts of the Tripartite Base Prospectus, does not convey all of the key information required.

A.2 Consent to use the prospectus

With respect to Non-exempt Offers pursuant to Article 3 (2) of the Prospectus Directive the Issuer consents to the use of the Prospectus by all financial intermediaries (general consent) for offers in France (the "Offer State"). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to France.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Tripartite Base Prospectus pursuant to § 9 of the German Securities Prospectus Act (Wertpapierprospektgesetz, "WpPG").

In the event of an offer by a financial intermediary, the terms and conditions of the offer must be provided to investors at the time of the offer by the financial intermediary.

Sectio	Section B – Issuer and any guarantors						
B.1	The legal and commercial name of the issuer.	The legal and commercial name of the Issuer is Citigroup Global Markets Deutschland AG.					
B.2	The domicile and legal form of the issuer, the legislation under which the issuer operates and its country of incorporation.	Prankfurt am Main; the address of Citigroup Global Markets Deutschland AG is Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, Federal Republic of Germany (telephone +49 (0)69-1366-0). Legal form and jurisdiction The Issuer is a stock corporation (Aktiengesellschaft, "AG") under German law. Place of registration The Issuer is entered in the commercial register of the Frankfurt am Main Local Court under the number HRB 88301.					

	T.	
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Bank expects world economic growth in 2013 to increase slightly from 2.5 per cent to 2.6 per cent. In 2014 growth should increase to 3.2 per cent. The slowdown in worldwide economic growth was principally due to the slowdown of growth in the industrialized countries. The Bank expects moderate growth of 1.0 per cent for industrialized countries in 2013 and a modest increase to 1.6 per cent in 2014.
		Overall the Bank expects continued significant variations between different regions in the world.
		The Bank expects a mild recession in the Eurozone (the Bank's growth forecasts are for -0.6 per cent and -0.4 per cent for 2013 and 2014). This is seen to be due to the continuing sovereign debt crisis and the high level of private sector indebtedness in the peripheral European countries. The ECB is expected to continue to act to stabilise markets and to reduce interest rates in the second quarter of 2013 depending on further economic growth in the Eurozone, which could be followed by a forecast final interest rate reduction in the second half of the year. The Bank considers it likely that Southern Europe and Ireland will only gradually reach a common sustainable fiscal path. If the core countries in future are no longer prepared to increase their support for the peripheral states, this could lead to a raft of debt restructurings (with likely longer maturities and interest rate reductions), but probably not before 2015.
		In the Warrants and Certificates Division, the competition is expected to remain intense among leading issuers. Further regulatory challenges are expected, which have to be integrated into the business in a timely manner.
		Given the forecasts made by the individual business divisions and a restrictive cost management approach, the Bank is expecting continued overall profits in fiscal years 2013 and 2014.
B.5	If the issuer is part of a group, a description of the group and the issuer's position	The Issuer is a member of the German subgroup of Citigroup. As a public limited company, it is managed by the executive board. The Issuer is wholly-owned by the German holding company, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, a limited partnership with registered offices in Frankfurt/Main.
	within the group.	Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is also a silent partner of the Issuer, having a silent equity interest ("Stille Einlage") totalling EUR 122,710,051.49 as of 30 November 2012. The general partner of Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is Citigroup Global Markets Finance LLC (USA). The sole limited partner is Citi Overseas Investment Bahamas Inc.
		All shares of Citigroup Global Markets Finance LLC are held by Citi Overseas Investment Bahamas Inc., the sole shareholder of which is Citibank Overseas Investment Corporation (USA). This company is in turn 100 per cent owned by Citibank, N.A. (USA). Citibank, N.A. (USA) is a 100 per cent owned subsidiary of Citicorp (USA), which in turn is a 100 per cent owned subsidiary of Citigroup, Inc. (USA).
B.9	Where a profit	Not applicable; the Issuer has decided not to make any profit forecasts or profit

	forecast or estimate is made, state the figure.	estimates in the Base Prospo	ectus.				
B.10	A description of the nature of any qualifications in the audit report on the historical financial information.	The annual financial statements of the Issuer for the financial years from 1 December 2011 to 30 November 2012 and 1 December 2010 to 30 November 2011 were audited by the Issuer's statutory auditor and certified with an unqualified auditor's opinion.					
B.12	Selected historical key financial information regarding the issuer, presented for each financial year of the period	Key Annual Financial Information of Citigroup Global Markets Deutschland AG The table below provides a comparison of certain noteworthy financial statistics which have been taken from the audited financial statements 2012 between the prior fiscal year (fiscal year 2011) and fiscal year 2012 and thereby reveals the business development of Citigroup Global Markets Deutschland AG:					
	covered by the historical financial information and any		30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro			
	subsequent interim	Balance sheet total	9,543	8,690			
	financial period accompanied by	Business volume	11,162	10,163			
	comparative data	Equity capital	590	588			
	from the same	Loan portfolio	5,365	5,196			
	period in the prior financial year,	Number of employees	348	361			
	except that the	2.6					
	requirement for comparative balance sheet information is satisfied by		01.12.2011 - 30.11.2012 in million Euro	prior fiscal year (01.12.2012 - 30.11.2011) in million Euro			
	presenting the year- end balance sheet	Interest income from operations	11	29			
	information. A statement that there	Commissions from brokerage business	111	96			
	has been no material adverse change in the	Commissions from securities business	18	17			
	prospects of the issuer since the date	Net income from financial trading operations	25	60			
	of its last published audited financial	General administrative expenses	161	137			
	statements or a description of any material adverse change.	As of the balance sheet da following components:	ate, the balance s	sheet equity cap	ital consists of the		
	A description of						

significant changes in the financial or trading position of the issuer subsequent to the period covered by the historical financial information.

	30.11.2012 in million Euro (audited)	prior fiscal year (30.11.2011) in million Euro (audited)
Subscribed capital		
Share capital	210.6	210.6
Silent partner capital	122.7	122.7
Capital reserves	195.8	193.8
Legal reserves	33.0	33.0
Other earnings reserves	27.9	27.9

In addition, as part of incorporating the new rules under the BilMoG pursuant to § 340g of the German Commercial Code (HGB), a new separate item was created ("Fund for general banking risks") in the amount of EUR 9.4m (EUR 6.6m in the previous year).

The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows:

	30.11.2012 in million Euro	prior fiscal year (30.11.2011) in million Euro
Equity capital on balance sheet	590.0	588.0
Less intangible assets	0	-1.2
Core capital	599.3	594.3
Supplementary capital	0.0	0.0
Equity capital	599.3	594.3
Capital ratios		
Tier one capital in %	33.6	29.3
Total capital ratio in %	33.6	29.3

Despite the debt crisis in the Eurozone and the concomitant volatility on the international financial markets, Citigroup Global Markets Deutschland AG was once again able to earn a profit in the recently completed fiscal year.

Key Semi-Annual Financial Information of Citigroup Global Markets Deutschland AG

The table below provides a comparison of certain noteworthy financial statistics for the first half of the financial year 2013 which have been taken from the unaudited interim financial statements 2013 between the prior fiscal year and/or the previous year's figures and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

	31.05.2013	30.11.2012	
	in million Euro	in million Euro	

Balance sheet total	11,147	9,543
Business volume	12,628	11,162
Equity capital	590	590
Loan portfolio	5,179	5,365
Number of employees on the balance sheet date	263	334

	01.12.2012 - 31.05.2013 in million Euro	01.12.2011 - 31.05.2012 in million Euro
Interest income from operations	3	7
Commissions from brokerage business	20	33
Commissions from securities business	8	9
Net income from financial trading operations	29	16
General administrative expenses	72	70

Statements as regards trend information and financial or trading position

The Issuer declares that since the date of the last audited annual financial statements on 30 November 2012 no material adverse change in the prospects of the Issuer has occurred.

Furthermore, the Issuer declares that since the date of the last interim financial statements on 31 May 2013 no significant change has occurred in the financial or trading position of the Issuer.

B.13 A description of any recent events particular to the issuer which are to a material extent relevant to the evaluation of the issuer's solvency.

Significant events that may have a material impact on the assessment of the Issuer's solvency can not be determined at the moment. However, Citigroup Global Markets Deutschland AG is currently subject to an extra-ordinary audit on withholding taxes by the Frankfurt-Hoechst tax authority for the years 2007-2008. In this context the tax authority has expressed its view that Citigroup Global Markets Deutschland AG may not have deducted and paid withholding taxes from dividends received in connection with so called cum-ex transactions for shares held by it in custody for its clients as required. Based on these findings the tax authority is currently of the view that Citigroup Global Markets Deutschland AG is liable for non deducted withholding taxes in the amount of more than Euro 706 million for the years 2007 and 2008. In case the tax authority's view should succeed further tax liability for the years 2009 to 2011 may arise which can not be estimated at the moment.

The main starting point for the liability claim of the tax authorities is the question if Citigroup Global Markets Deutschland AG is to be qualified as a German bank

		executing the trade (<i>die den Verkaufsauftrag ausführende Stelle</i>) in the respective years. Furthermore, the method applied to identify the amount of the liability claim is debatable as well as the question if Citigroup Global Markets Deutschland AG can be held liable as principal debtor. Citigroup Global Markets Deutschland AG has obtained legal advice from a reputable tax consultant office as well as from a reputable accounting firm. Based thereon, the management of Citigroup Global Markets Deutschland AG is of the view that the likelihood to win any legal proceedings in this matter exceeds 50 per. cent. On this basis, Citigroup Global Markets Deutschland AG's management has decided to put up a reserve only for expected legal advice and litigation expenses, if any, and has decided that 2 million Euro is an adequate figure in this respect. Furthermore, it should be noted that Citigroup is currently evaluating measures to
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	optimize its organizational structure. Citigroup Global Markets Finance Corporation as the German holding company owns 100% of the shares of the Issuer. Pursuant to § 17 (2) of the German Stock Corporation Act (<i>Aktiengesetz</i> , "AktG"), it is assumed that a company in which a majority of the shares is held by another company is dependent upon that other company.
B.15	A description of the issuer's principal activities.	The Issuer is engaged in the business of corporate and investment banking and offers companies, governments and institutional investors comprehensive financial solutions in the areas of investment banking, fixed income, foreign exchange, equities and derivatives, and global transaction services; in addition it is a leading issuer of warrants and certificates whose end investors are predominantly retail clients. Since the end of 2012 the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.
B.16	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control.	In addition to the inclusion of the Issuer in the Citigroup Inc. group of companies referred to above, the Issuer is also party to a control and profit and loss transfer agreement with its immediate parent company. Under the terms of the agreement, the Issuer has placed the management of its business under the control of its immediate parent company. Accordingly, the immediate holding company has the right to give instructions to the Issuer. The agreement also requires the Issuer to transfer its entire profit to its immediate parent company. In return, the immediate parent company is required to make up any annual loss of the Issuer arising during the period of the agreement, as provided in detail by § 302 (1) and (3) AktG.

Section (C – Securities	
C.1	•	Type/form of the Warrants
	type and the class of the securities being offered	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with

	and/or admitted to trading, including any security identification number.	options. One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. The leverage effect of the Warrant operates in both directions – not only to the investor's advantage in the event of the favorable performance of the factors determining the value, but also to the investor's disadvantage in the event of their unfavorable performance. The payment due under a Warrant on exercise or early termination depends on the value of the underlying at the relevant time.
		The Warrants will be issued in dematerialized bearer form (<i>au porteur</i>) and inscribed in the books of the central securities depositary which shall credit the accounts of the account holders. No physical document of title (including <i>certificats représentatifs</i> pursuant to Article R.211-7 of the French Monetary and Financial Code (<i>Code monétaire et financier</i>)) will be issued in respect of the Warrants.
		Security identification number
		ISIN: DE000CF6Z790
		Local Code: 5162C
C.2	Currency of the securities issue.	Euro
C.5	A description of any restrictions on the free transferability of the securities.	Each Warrant is transferable in accordance with the laws applying in each case and, where relevant, the respective applicable regulations and procedures of the securities depositary in whose records the transfer is registered.
C.8	A description of the	Applicable law for the securities
	rights attached to the securities including ranking and including limitations to those	The Warrants are subject to German law. The constituting of the Warrants may be governed by the laws of the jurisdiction of the central securities depository.
	rights.	Rights attached to the Warrants
		Each Warrant grants the holder the right to the cash amount as described in more detail under C.15.
		Status of the Warrants
		The Warrants create direct, unsecured and unsubordinated obligations of the Issuer that rank <i>pari passu</i> in relation to one another and in relation to all other current and future unsecured and unsubordinated obligations of the Issuer, with the exception of obligations that have priority due to mandatory statutory provisions.
		Limitations to the rights
		The Issuer has the right to terminate the Warrants and to amend the terms and conditions pursuant to the provisions specified in the terms and conditions of the Warrants.

C.11	An indication as to whether the securities offered are or will be the object of an application for admission to trading, with a view to their distribution in a regulated market or other equivalent markets with an indication of the markets in question.	The Warrants have been admitted to the regulated market of the Eurolist, Euronext Paris S.A. securities exchange, which is a regulated market within the meaning of Directive 2004/39/EC.
C.15	A description of how	Description of Call Warrants with European type of exercise
	the value of the investment is affected by the value of the	Call Warrants enable investors to participate on a disproportionate (leveraged) basis in the positive performance of the underlying.
	underlying instrument(s), unless the securities have a denomination of at least EUR 100,000.	In return, however, they also participate on a leveraged basis in any negative performance of the underlying and in addition bear the risk that the Call Warrant may expire worthless if the reference price of the underlying reaches or falls below the strike.
		On the maturity date, the cash amount received by the investors is the difference, multiplied by the multiplier, by which the reference price of the underlying determined on the valuation date is higher than the respective strike. If the reference price is equal to or lower than the strike, the Call Warrant expires worthless.
C.16	The expiration or	Maturity date: 25/09/2014
	maturity date of the derivative securities –	Exercise date: 18/09/2014
	the exercise date or final reference date.	Valuation date: 18/09/2014
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants with automatic exercise, i.e. a European type of exercise, the Issuer will transfer any positive cash amount to the central securities depositary on the maturity date for the credit of the warrant holders registered with the central securities depositary at the close of business on the preceding banking day at the head office of the central securities depositary.
		The central securities depositary has given an undertaking to the Issuer to make a corresponding onward transfer.
C.18	A description of how the return on derivative securities takes place.	In the case of Warrants with a European type of exercise, the option right may be exercised by the warrant holder only with effect as of the valuation date for the respective Warrant. If the cash amount results in a positive value, the option right attaching to the respective Warrant is deemed to be exercised on the valuation date without further preconditions and without the submission of an explicit exercise notice ("Automatic Exercise").

C.19	The exercise price or the final reference price of the underlying.	Reference price on the valuation date: Closing price
C.20	A description of the type of the underlying and where the information on the underlying can be found.	Type: share or security representing shares WKN: 850727 ISIN: FR0000120271 Company: Total S.A. Relevant stock exchange: Euronext Paris Reuters page: TOTF.PA Website: www.total.com
Section	D – Risks	
D.2	Key information on the key risks that are specific to the issuer.	Risk of the cessation or limitation of price-setting by the Issuer If the Issuer were to limit or completely abandon its voluntary intention to set bid and offered prices, there would be a danger, if prices for Warrants were not set by any other party that investors would have to wait for the final maturity of the Warrants or, where early exercise is possible, exercise the option right.
		Liquidity risk despite control and profit and loss transfer agreement The Issuer would also be unable to meet its obligations arising from the securities despite the control and profit and loss transfer agreement if, in the event that the Issuer generated a net loss, while the immediate parent company would in principle be required to assume that loss, it was unable or unwilling to comply with this contractual obligation as a result of its own liquidity difficulties or overindebtedness.
		Brokerage of transactions for other Group companies and allocation of work within Citigroup
		The great majority of the Issuer's commission income consists of transfer pricing income from brokerage transactions with affiliated companies. The Issuer's costs arising from the exchange of services with individual Group companies are reimbursed on the basis of existing agreements using transfer prices. For this purpose, income and expenses, in particular commission income for transactions assisted by the bank in an advisory capacity in the context of its sales activities, are determined and allocated to the relevant areas providing the services. The transactions relate to equity trading, bond issues and corporate finance as well as to the sale of structured products, corporate derivatives and currency management products, and also global relationship banking. This process is coordinated closely across all areas with Citigroup Global Markets Limited, London, in particular, and also with Citibank, N.A., London.

If a decision were made within Citigroup to reallocate the relevant activities to other Group companies, the Issuer could lose a material source of income.

Risks in the lending business

The Issuer's loan portfolio consists mainly of loans to international customers in the industrial and financial services sectors with investment grade credit ratings. Loan defaults have been avoided in recent years thanks to this business policy. The loan portfolio is mainly concentrated on a manageable number of borrower units, as defined by German banking law. If significant individual borrowers in the Issuer's portfolio were unable to meet their obligations, therefore, a substantial increase in loan loss provisions would be conceivable in principle and loan defaults could occur.

Interest rate risk

Risk-Treasury assesses and controls the Issuer's interest rate risk. The Issuer's exposure to changes in interest rates maybe a mid to long-term risk in holdings in liquid securities if these were not originally covered by hedging transactions like interest rate swap agreements. The same applies to medium and long-term loans granted by the Issuer. A significant risk from interest rate changes could arise where interest rates are not monitored in a timely or sensitive manner, which may produce the concomitant danger that action to cover such interest rate exposure is not taken early enough.

Operating risk

The Issuer has transferred a number of areas that are significant for the proper management and control of its business activities and the risks associated with them to other companies within and outside Citigroup. In the event that the companies to which these areas have been transferred do not fulfill their contractual obligations or do not do so at the proper time, the ability of the Issuer to meet its own obligations arising from the securities it has issued on the due dates could also be adversely affected.

Tax risks

The tax decisions issued to the Issuer are regularly subject to subsequent review in the form of an external tax audit or to the resolution of individual issues by the relevant courts. This is normal practice and means that an additional tax demand can be issued by the tax authorities years after the original assessment as a result of a tax audit or a generally applicable decision by a tax court.

General business risks

Settlement risk

The risk that a business transaction is incorrectly processed or that a transaction is executed which is different from the intentions and expectations of the Issuer's management.

Information risk

The risk that information, which was generated, received, transmitted or stored within or outside the Issuer's place of business, can no longer be accessed. Furthermore, such information may be of poor quality, or have been wrongly handled or improperly obtained. The information risk also includes risks that are generated by systems and used for processing information.

Reputation risk

This represents the Issuer's risk that its relations with its customers could be harmed if its services are poor or transactions are incorrectly executed. This risk also includes the risk of entering into business relations with counterparties, whose business practices do not conform to the standards or business ethics of the Issuer.

Personnel risk

The Issuer has a high demand for qualified and specially trained professionals and managers. Personnel risk entails the risk of high staff turnover and the risk that the Issuer will be unable to retain a sufficient staff of qualified personnel, as well as the risk that the Issuer's employees may knowingly or negligently violate established regulations or the firm's business ethics standards.

• Legal and regulatory risks

The Issuer views legal risks as any and all risks resulting from binding contracts and governing legislation. Regulatory risks result from the legal environment in which the Issuer does business.

Risk of fraud

These are both internal and external risks of fraud such as bribery, insider trading and theft of data.

D.6

Key information on the key risks that are specific to the securities. This must include a risk warning effect that the investors may lose the value of their entire investment or part of it, as the case may be, and/or, if the investor's liability is not limited to value of investment, a statement of that fact, together with a description of the circumstances in which such additional liability

General risk factors of Warrants

Risk of total loss

Warrants represent particularly risky investment instruments. They entail a particularly high risk of losing the capital invested, up to and including a total loss, plus the transaction costs incurred and any borrowing costs.

Risk of default by the Issuer of the Warrants

In the event of the Issuer becoming insolvent, investors could suffer a loss up to and including a total loss. As bearer securities, Warrants do not fall within the scope of the deposit protection arrangements.

Risk arising from above-average fluctuations in the prices of Warrants (leverage effect)

One of the significant features of Warrants is the leverage effect: A change in the price of the underlying may result in a disproportionate change in the price of the Warrant. At the same time, Warrants also entail above-average arises and the likely financial effect.

risks of loss.

Risk of the absence or non-functioning of a secondary market in the Warrants or restricted availability of the Issuer's electronic trading system

Investors should not assume that they will be able to sell a Warrant at a particular time or at a particular price during its term. Investors should assume instead that pricing on the exchange can only take place within the spread of bid and offered prices quoted by the Issuer, if available, and that their buy or sell orders on the exchange will be executed with the Issuer as the direct or indirect counterparty.

Risk in connection with the cessation of secondary trading immediately prior to final maturity

The Issuer and/or the exchange cease trading in the Warrants shortly before their valuation date. However, the reference price of the underlying on the valuation date and/or the applicable exchange rate, both of which are important for the purpose of determining the cash amount of the Warrants, may still change between the last exchange trading day and the maturity date, which may be to the disadvantage of the investor. There is a particular risk that the price of the underlying may reach, fall below or exceed a barrier for the first time shortly before the reference price on the valuation date is determined and after trading in the secondary market has already finished.

Currency risk with respect to the intrinsic value of the Warrants

The performance of the investment is subject to a currency risk if the underlying on which the Warrants are based is expressed in a currency other than the currency in which the cash amount is paid out (settlement currency).

Risks relating to market disruption events

In the event of market disruption events with respect to the underlying, the Issuer has the right to postpone the valuation date for the reference price on exercise. This may result in an additional risk for investors if the underlying performs negatively during the time delay or, where applicable, if the exchange rate for converting the intrinsic value into the settlement currency moves in an unfavourable direction for the investor.

Product specific risk factors

Risk relating to the loss of time value of Warrants depending on the remaining term

The price of Warrants is calculated on the basis of two components of price (intrinsic value and time value). The intrinsic value of Warrants during their term is equal to the difference (if positive), multiplied by the multiplier, between the value of the underlying and the strike (Call Warrants). The amount of the time value, on the other hand, is essentially determined on the basis of the remaining term of the Warrant and the expected frequency

		and intensity of the fluctuations in the price of the underlying expected by the Issuer during the remaining term of the Warrant (implied volatility).
		Risks relating to other factors affecting value such as money market interest rates, expected dividends and the Issuer's refinancing costs
		The other factors affecting the price of the Warrants include, <i>inter alia</i> , interest rates on the money market relating to the remaining term, expected income from the Issuer's hedging transactions in or related to the underlying and the level of the Issuer's refinancing costs for entering into those hedging transactions.
		Even if the price of the underlying rises in the case of a call option or falls in the case of a put option, therefore, the value of the Warrant may decline as a result of the other factors affecting value. Given the limited term of the Warrant, there is no guarantee that the price of the Warrant will recover in sufficient time. The shorter the remaining term, the greater the risk.
Section	E – Offer	
E.2b	Reasons for the offer and use of proceeds when different from making profit and/or hedging certain risks.	Not applicable; the reasons for the offer are making profit and/or hedging certain risks and the net proceeds from the issuance of Warrants presented in this base prospectus will be used by the Issuer for its general business purposes.
E.3	A description of the terms and conditions of	Offer method, offeror and issue date of the Warrants
	the offer.	The Warrants are being offered over-the-counter on a continuous basis
		The offer of the Warrants begins in France on 22/01/2014.
		The offeror of the Warrants is the Issuer.
		The issue date is: 22/01/2014
		Restrictions on the free transferability of the securities
		The Warrants may be offered or sold only if all applicable securities laws and regulations in force in the jurisdiction in which a purchase, offer, sale or delivery of Warrants is made or in which this document is circulated or kept for inspection have been complied with, and if all consents or authorizations required for the purchase, offer, sale or delivery of the Warrants in accordance with the legal norms in force in that jurisdiction have been obtained.
		In particular, the Warrants are not and will not be registered pursuant to the United States Securities Act of 1933 as amended. They may not be offered, sold, traded or delivered within the United States either directly or indirectly by or to or for the account of a US person (as defined in Regulation S pursuant to the United States Securities Act of 1933), except in the case of exemption from the registration requirements of the

		Securities Act. Any person receiving the cash amount in accordance with these terms and conditions is deemed to have made a declaration that the person entitled to the rights arising from the Warrants is not a US person. Issue price and costs and taxes on purchase The initial issue price is EUR 0.15. The purchase of the Warrants incurs no costs or taxes that are specifically charged by the Issuer to the subscriber or purchaser.
E.4	A description of any interest that is material to the issue/offer including conflicting interests.	The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it generally act as the calculation agent for the Warrants. This activity can lead to conflicts of interest since the responsibilities of the calculation agent include making certain determinations and decisions which could have a negative effect on the price of the Warrants or the level of the cash amount.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may engage in trading transactions in the underlying, other instruments linked to it, or derivatives, stock exchange options or stock exchange forward contracts, or may issue other securities and derivatives based on the underlying. The companies may also be involved in the acquisition of new shares or other securities of the underlying or, in the case of stock indices, of individual companies included in the index, or act as financial advisors to the entities referred to or work with them in the commercial banking business. The companies are required to fulfill their obligations arising in this connection irrespective of the consequences resulting for the warrant holders and, where necessary, to take actions they consider necessary or appropriate in order to protect themselves or safeguard their interests arising from these business relationships. The activities referred to above could lead to conflicts of interest and have a negative effect on the price of the underlying or securities linked to it such as the Warrants.
		The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may issue additional derivative securities based on the respective underlying or constituents of the underlying, including securities whose features are the same as or similar to those of the Warrants. The introduction of such products that compete with the Warrants may impact the price of the underlying or the constituents of the underlying and thus also the price of the Warrants. The Issuer, its affiliated companies (if any) or other companies belonging to Citigroup, Inc. or affiliated to it may receive non-public information relating to the underlying or the constituents of the underlying, but are under no obligation to pass on such information to the warrant holders. Furthermore, companies belonging to Citigroup, Inc. or affiliated to it may publish research reports relating to the underlying or constituents of the underlying. These types of activities may entail certain conflicts of interest and affect the price of the Warrants.
E.7	Estimated expenses charged to the investor	The estimated expenses for the Warrants, including the cost for admission to exchange trading, are included in the issue price or the selling price, as

by the	issuer or	the	the case may be. If the investor purchases the Warrants from a distributor,
offeror.			the purchase price to be paid by the investor may include selling fees that
			have to be disclosed by the distributor.

ANNEXE - RÉSUMÉ EN FRANÇAIS

Section A – Introduction et mises en garde

A.1 Le présent Résumé présente les caractéristiques et les risques principaux de Citigroup Global Markets Deutschland AG (« l'**Émetteur** ») et les Warrants émis au titre de Prospectus Tripartite de Base. Le Résumé a pour finalité de servir d'introduction au Prospectus Tripartite de Base, qui comporte ce Résumé, le Formulaire d'Enregistrement de Citigroup Global Markets Deutschland AG daté du 3 mai 2013 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG daté du 13 mai 2013. Les investisseurs devraient donc veiller à ne prendre aucune décision d'investir dans les Warrants avant d'avoir pris connaissance du Prospectus dans sa totalité, y compris de tous les suppléments et des Conditions Définitives. Dans le cas où un recours relatif aux informations contenues dans un prospectus de base, dans tous les suppléments ou dans les Conditions Définitives respectives serait intenté auprès d'un tribunal, l'investisseur agissant en tant que plaignant pourrait, en vertu des lois de différents États membres de l'Espace économique européen, être contraint de prendre en charge le coût de la traduction du prospectus de base, de tous les suppléments et des Conditions Définitives, dans la langue de travail du tribunal avant le commencement de la procédure judiciaire. L'Émetteur peut être jugé responsable du contenu de ce Résumé, y compris de toute traduction en étant faite, mais seulement dans le cas où le Résumé serait trompeur, inexact ou contradictoire par rapport aux autres parties du Prospectus, ou, dans le cas où il est lu en même temps que les autres parties du Prospectus Tripartite de Base, s'il ne donne pas toutes les informations clés nécessaires.

A.2 – Consentement à l'utilisation du prospectus.

En ce qui concerne les Offres non-dispensées, en vertu de l'Article 3 (2) de la Directive Prospectus, l'Émetteur consent à l'utilisation du Prospectus par tous les intermédiaires financiers (consentement général) pour les offres faites en France (le ou les « État(s) concerné(s) par l'Offre »). Le consentement général à la revente ultérieure et au placement final des valeurs mobilières par le ou les intermédiaires financiers est donné en ce qui concerne France.

La revente ultérieure et le placement final des valeurs mobilières par les intermédiaires financiers peuvent être effectués pendant la période de validité du Prospectus Tripartite de Base en vertu du §9 de la Loi allemande sur les prospectus de valeurs mobilières (*Wertpapierprospektgesetz*, « WpPG »).

Dans le cas d'une offre faite par un intermédiaire financier, les modalités et conditions de l'offre doivent être précisées aux investisseurs au moment où l'offre est faite par l'intermédiaire financier.

Section B – Émetteur et garants

	1	
B.1	Indiquer la raison sociale et le nom commercial de l'émetteur.	La raison sociale et le nom commercial de l'Émetteur est Citigroup Global Markets Deutschland AG.
B.2	Indiquer le siège social et la forme juridique de l'émetteur, la législation régissant ses activités	Siège social Francfort-sur-le-Main; l'adresse de Citigroup Global Markets Deutschland AG est Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, République fédérale d'Allemagne (téléphone +49 (0)69-1366-0).

	ainsi que son pays	
	d'origine.	Forme juridique et législation régissant les activités
		L'Émetteur est une société anonyme (<i>Aktiengesellschaft</i> , « AG ») au sens de la législation allemande.
		Pays d'origine
		L'Émetteur est immatriculé au Registre de commerce du Tribunal local de Francfort-sur-le-Main sous le numéro HRB 88301.
B.4b	Décrire toute tendance connue ayant des répercussions sur l'émetteur et ses secteurs d'activité.	La Banque prévoit une légère accélération de la croissance économique mondiale en 2013, de 2,5% à 2,6 %. En 2014, la croissance devrait atteindre 3,2 %. Le ralentissement de la croissance économique mondiale observée est principalement imputable à la détérioration de la croissance des pays industrialisés. La Banque prévoit une croissance modérée de 1 pour cent pour les pays industrialisés en 2013 et une légère progression à 1,6 % en 2014.
		De façon générale, la Banque s'attend à un maintien d'écarts significatifs entre les différentes régions dans le monde.
		La Banque s'attend à une légère récession dans l'Eurozone (les prévisions de croissance de la Banque sont de -0,6 % et -0,4 % pour 2013 et 2014). Ceci est attribué à la poursuite de la crise de la dette souveraine et au niveau élevé de l'endettement du secteur privé dans les pays européens périphériques. La BCE devrait continuer à intervenir pour stabiliser les marchés et faire baisser les taux d'intérêt au cours du deuxième trimestre 2013 en fonction de la poursuite de la croissance économique de l'Eurozone, qui pourrait être suivie par une réduction finale de taux d'intérêt prévue pour le deuxième semestre. La Banque estime probable que le Sud de l'Europe et l'Irlande n'aboutiront que progressivement à des solutions communes durables en matière fiscale. Si les pays fondateurs ne sont plus déterminés à renforcer leur soutien aux États périphériques à l'avenir, ceci pourrait aboutir à un ensemble de restructurations de dette (avec probablement des échéances à plus long terme et des réductions de taux d'intérêt), mais probablement pas avant 2015.
		Dans la Division warrants et certificats, la concurrence devrait rester intense entre les principaux émetteurs. D'autres modifications de la réglementation devraient intervenir, qui devront être prises en compte en temps opportun pour l'activité.
		Compte tenu des prévisions faites par les différentes divisions et d'une approche restrictive de la gestion des coûts, la Banque s'attend à un maintien global des bénéfices au cours des exercices 2013 et 2014.
B.5	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur.	L'Émetteur est membre du sous-groupe allemand de Citigroup. En tant que société anonyme, il est géré par un conseil d'administration. L'Émetteur est entièrement détenu par une société holding allemande, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, une société en commandite domiciliée à Francfort-sur-le-Main.
		Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est également un associé passif de l'Émetteur, dans la mesure où il détient une participation passive (« Stille Einlage ») d'un montant total de 122 710 051,49 EUR au 30 novembre 2012. L'associé responsable de la société Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG est la société

B.9	Lorsqu'une prévision ou une estimation du bénéfice est réalisée, en indiquer le montant.	Citigroup Global Markets Finance LLC (États-Unis). Le commanditaire unique est Citi Overseas Investment Bahamas Inc. Toutes les actions de Citigroup Global Markets Finance LLC sont détenues par Citi Overseas Investment Bahamas Inc., dont le seul actionnaire est Citibank Overseas Investment Corporation (États-Unis). Cette société est elle-même détenue à 100 % par Citibank, N.A. (États-Unis). Citibank, N.A. (États-Unis) est détenue à 100 % par Citicorp (États-Unis), qui est elle-même détenue à 100 % par Citigroup, Inc (États-Unis). Sans objet ; l'Émetteur a décidé de ne publier aucune prévision de bénéfice ou estimation de bénéfice dans le Prospectus de Base.			
B.10	Décrire la nature des éventuelles réserves sur les informations financières historiques contenues dans le rapport d'audit.	Les états financiers annuels de l'Émetteur pour les exercices du 1 ^{er} décembre 2011 au 30 novembre 2012 et du 1 ^{er} décembre 2010 au 30 novembre 2011 ont été audités par l'auditeur statutaire de l'Émetteur et ont obtenu une mention sans réserve de la part de l'auditeur.			
B.12	Présenter les informations financières historiques clés sélectionnées pour l'émetteur, pour chaque exercice de la période couverte par ces informations financières historiques et pour toute période intermédiaire ultérieure,	Informations financières Deutschland AG Le tableau ci-dessous profinancières significatives for l'exercice budgétaire antéricompte du développement de AG:	résente une com purnies dans les é ieur (exercice 20	nparaison de certats financiers aud 11) et l'exercice tigroup Global M Exercice précédent (30.11.2011) en	rtaines statistiques dités de 2012 entre 2012 et rend donc
	accompagnées de			millions d'euros	
	données comparatives	Total du bilan	9.543	8.690	
	couvrant la même période de l'exercice	Volume d'activité	11.162	10.163	
	précédent; la	Fonds propres	590	588	
	présentation des bilans	Volume des prêts	5.365	5.196	
	de clôture suffit toutefois à remplir	Nombre d'employés	348	361	
	l'exigence	1 2			1
	d'informations bilancielles comparables. Une déclaration		01.12.2011 - 30.11.2012 en millions d'euros	Exercice précédent (01.12.2010 – 30.11.2011) en millions d'euros	
	attestant qu'aucune détérioration significative n'a eue de	Revenus d'intérêt de l'exploitation	11	29	
	répercussions sur les	Commissions de courtage	111	96	
	perspectives de	Commissions d'opérations sur	18	17	

l'émetteur depuis la date de ses derniers états financiers vérifiés et publiés, ou une description de toute détérioration significative.

Une description des changements significatifs de la situation financière ou commerciale l'émetteur survenus après la période couverte par informations financières historiques.

valeurs mobilières		
Revenu net des opérations financières de négoce	25	60
Frais généraux et administratifs	161	137

À la date du bilan, les **fonds propres inscrits au bilan** comprennent les éléments suivants :

	30.11.2012 en millions d'euros (audité)	Exercice précédent (30.11.2011) en millions d'euros (audité)
Capital souscrit		
Capital social	210,6	210,6
Participation de l'associé passif	122,7	122,7
Réserves de capital	195,8	193,8
Réserve légale	33,0	33,0
Autres bénéfices mis en réserve	27,9	27,9

De plus, dans le cadre de l'intégration de nouvelles règles au titre de BilMoG en vertu du §340g du Code allemand du commerce (HGB), un nouveau poste séparé a été créé (« Fonds pour les risques bancaires généraux ») pour un montant de 9,4 millions d'euros (6,6 millions d'euros l'année précédente).

Le capital réglementaire imputé sous BIZ se compose d'un capital de base et de capital supplémentaire (passifs subordonnés) après approbation, comme suit :

	30.11.2012 en millions d'euros	Exercice précédent (30.11.2011) en millions d'euros
Fonds propres au bilan	590,0	588,0
Moins immobilisations	0	-1,2
Capital de base	599,3	594,3
Capitaux supplémentaires	0,0	0,0
Fonds propres	599,3	594,3
Ratios de capitaux		
Fonds propres Tier one en %	33,6	29,3
Ratio de capitaux totaux en %	33,6	29,3

En dépit de la crise de dette dans l'Eurozone et de la volatilité concomitante sur les marchés financiers internationaux, Citigroup Global Markets Deutschland AG

a de nouveau réussi à dégager un bénéfice au cours de l'exercice clôturé récemment.

Informations financières semestrielles clés de Citigroup Global Markets Deutschland AG

Le tableau ci-dessous présente une comparaison de certaines statistiques financières significatives pour le premier semestre de l'exercice financier fournies dans les états financiers non-audités de 2013 entre l'exercice budgétaire antérieur et/ou les chiffres des années précédentes et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG:

	31.05.2013 en million d'Euro	30.11.2012 en million d' Euro
Total du bilan	11.147	9.543
Volume d'activité	12.628	11.162
Fonds propres	590	590
Portefeuille des prêts	5.179	5.365
Nombre d'employés à la date du bilan	263	334

	01.12.2012 - 31.05.2013 en million d'Euro	01.12.2011 - 31.05.2012 en million d'Euro
Revenus d'intérêt de l'exploitation	3	7
Commissions de courtage	20	33
Commissions d'opérations sur valeurs mobilières	8	9
Revenu net des opérations financières de négoce	29	16
Frais généraux et administratifs	72	70

Etats en ce qui concerne l'information tendancielle et la situation financière et commerciale.

L'Emetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2012, aucune détérioration significative n'a affecté les perspectives de l'Emetteur.

En outre, l'Emetteur déclare que depuis la date des états financiers provisoires au 31 mai 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale de l'Emetteur.

B.13 Décrire tout événement récent propre à l'émetteur et présentant un intérêt significatif

Aucun événement présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur n'est identifié à ce moment. Cependant, Citigroup Global Markets Deutschland AG est actuellement sujet à un audit extraordinaire sur les retenues à la source fiscales par l'autorité fiscale Francfort-Hoeschst pour

	pour l'évaluation de sa solvabilité.	les années 2007-2008. Dans ce contexte l'autorité fiscale a explicité ses vues quant au fait que Citigroup Global Markets Deutschland AG aurait dû déduire et payer la retenue à la source des dividendes reçus en relation avec transactions communément appelées cum-ex transactions. S'appuyant sur ces observations l'autorité fiscale est actuellement de l'avis que Citigroup Global Markets Deutschland AG est responsable de la non déduction de la retenue à la source d'un montant supérieur à 706 Millions d'Euro pour les années 2007 et 2008. Dans le cas où l'autorité fiscale a raison, la responsabilité fiscale pour les années 2009 à 2011 pourrait se poser ce qui est impossible d'estimer pour le moment. The principal point de départ de l'action en responsabilité des autorités fiscales est de savoir si Citigroup Global Markets Deutschland AG est qualifié de banque allemande exécutant un transaction (die den Verkaufsauftrag ausführende Stelle) durant ces années. De plus, la méthode appliquée pour identifier le montant des dommages et intérêts est débattue comme celle de savoir si Citigroup Global Markets Deutschland AG peut être tenu responsable comme débiteur principal. De plus, il devrait être noté que . Citigroup envisage actuellement des mesures visant à optimiser sa structure d'organisation.
B.14	Si l'émetteur fait partie d'un groupe, décrire ce groupe et la place qu'y occupe l'émetteur. Si l'émetteur est dépendant d'autres entités du groupe, ce fait doit être clairement stipulé.	Citigroup Global Markets Finance Corporation à titre de société holding allemande possède 100 % des actions de l'Émetteur. En vertu du § 17 (2) de la Loi allemande sur les sociétés par actions (<i>Aktiengesetz</i> , « AktG »), il est considéré qu'une société dont la majorité des actions est détenue par une autre société est dépendante de cette autre société.
B.15	Fournir une description des principales activités de l'émetteur.	L'Émetteur est une banque d'affaire et d'investissement qui propose des solutions financières complètes dans les secteurs des opérations bancaires de l'investissement, des titres à revenu fixe, des opérations de change, des valeurs mobilières et des dérivés ainsi que des services de transactions internationales aux entreprises, aux pouvoirs publics et aux investisseurs institutionnels; c'est en outre un émetteur majeur de warrants et de certificats dont les investisseurs finaux sont principalement des clients particuliers. Depuis la fin de l'année 2012, l'activité de l'Émetteur intègre également Citi Private Bank – Family Office Coverage Germany et Covered Bond Research.
B.16	Dans la mesure où ces informations sont connues de l'émetteur, indiquer si celui-ci est détenu ou contrôlé, directement ou indirectement, et par qui; décrire la nature de ce contrôle.	En plus de l'intégration de l'Émetteur dans le groupe de sociétés Citigroup Inc. mentionné ci-dessus, l'Émetteur est également partie liée à sa maison mère directe par un accord de transfert de pouvoir et de pertes et profits. En vertu de cet accord, l'Émetteur a conféré la gestion de ses affaires à sa maison mère directe. De ce fait, la société holding dont dépend directement l'Émetteur, a le droit de lui donner des instructions. L'accord impose également à l'Émetteur de transférer la totalité de son bénéfice à sa maison mère directe. En contrepartie, la maison mère directe est tenue de compenser toute perte annuelle éventuelle de l'Émetteur durant la période de validité de l'accord, comme prévu en détail par les § 302 (1) et (3) d'AktG.

Section C – Valeurs mobilières

C.1	Décrire la nature et la catégorie des valeurs mobilières offertes et/ou admises à la négociation et donner tout numéro d'identification des valeurs mobilières.	Type/forme des Warrants Les warrants sont des instruments dérivés qui peuvent comporter un droit d'option et qui peuvent donc présenter beaucoup de points communs avec les options. L'une des principales caractéristiques des Warrants est l'effet de levier: une évolution du cours du sous-jacent peut entraîner une variation disproportionnée du cours du Warrant. L'effet de levier du Warrant joue dans les deux sens – non seulement à l'avantage de l'investisseur en cas de bonnes performances des facteurs déterminant la valeur, mais également en sa défaveur en cas de performances défavorables. Le paiement du au titre d'un Warrant lors de son exercice ou de sa liquidation prématurée dépend de la valeur du sous-jacent à ce moment. Les Warrants seront émis sous une forme dématerialisée au porteur et seront enregistrés dans les livres du dépôt central des valeurs mobilières qui créditera les comptes des titulaires de compte. Aucun document physique attestant de la possession (notamment des certificats représentatifs conformément à l'Article R.211-7 du Code monétaire et financier français) ne sera émis concernant les Warrants. Numéro d'identification des titres ISIN: DE000CF6Z790
C.2	Indiquer dans quelle monnaie l'émission a eu lieu.	Numéro d'identification local : 5162C Euro
C.5	Décrire toute restriction imposée à la libre négociabilité des valeurs mobilières.	Chaque Warrant est transmissible selon les lois s'appliquant à chaque cas et, le cas échéant, les réglementations et les procédures respectives applicables du dépositaire central de titres dans les livres duquel le transfert est enregistré.
C.8	Décrire les droits attachés aux valeurs mobilières y compris leur rang, y compris toute restriction qui leur est applicable.	Loi applicable aux titres: Les Warrants sont régis par la loi allemande. La constitution des Warrants peut être régie par les lois de la juridiction du dépositaire central de titres. Droits attachés aux Warrants Chaque Warrant confère à son détenteur le droit au montant en espèces détaillé à la section C.15. Statut des Warrants Les Warrants créent des obligations non garanties et non subordonnées de l'Émetteur qui se classent pari passu les unes par rapport aux autres et par rapport à toutes autres obligations actuelles et futures non garanties et non subordonnées de l'Émetteur, à l'exception des obligations qui ont priorité en raison de dispositions statutaires obligatoires. Limitations de droits

		L'Emetteur a le droit de résilier les Warrants et de modifier par voie d'avenant
		les termes et conditions en application des dispositions prévues aux termes et conditions des Warrants.
C.11	Indiquer si les valeurs mobilières offertes font ou feront l'objet d'une demande d'admission à la négociation, en vue de leur distribution sur un marché réglementé ou sur des marchés équivalents — les marchés en question devant alors être nommés.	Les Warrants ont été admis sur le marché réglementé à la bourse de valeurs de Eurolist, Euronext Paris S.A., qui est un marché réglementé au sens de la Directive 2004/39/CE.
C.15	Décrire comment la valeur de l'investissement est influencée par celle du ou des instrument(s) sous-jacent(s), sauf lorsque les valeurs mobilières ont une valeur nominale d'au moins 100 000 EUR.	Description des Warrants « Call » avec une modalité d'exercice européenne Les Warrants « Call » permettent aux investisseurs de participer avec un effet de levier à la performance positive de la valeur sous-jacente. En contrepartie, cependant, ils participent également sur une base à effet multiplicateur à toute performance négative de la valeur sous-jacente en prenant en plus le risque que le Warrant « Call » expire en perdant totalement sa valeur si le prix de référence de la valeur sous-jacente chute au niveau ou au-dessous du prix d'exercice. À la date d'échéance, le montant reçu par les investisseurs est égal à l'excédent, multiplié par le coefficient multiplicateur, entre le prix de référence de la valeur sous-jacente à la date d'évaluation et le prix d'exercice correspondant. Si le prix de référence est égal ou inférieur au prix d'exercice, le Warrant « Call » expire sans valeur.
C.16	Indiquer la date d'expiration ou d'échéance des instruments dérivés ainsi que la date d'exercice ou la date finale de référence.	Date d'échéance: 25.09.2014 Date d'exercice: 18.09.2014 Date d'évaluation: 18.09.2014
C.17	Décrire la procédure de règlement des instruments dérivés.	Dans le cas de Warrants à exercice automatique, cà-d. d'une modalité d'exercice européenne, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au crédit des détenteurs du warrant enregistrés auprès du dépositaire central à la clôture du jour ouvrable bancaire précédent au siège social du dépositaire central de titres. Le dépositaire central de titres s'est engagé auprès de l'Émetteur à faire un transfert ultérieur correspondant.

C.18	Indiquer les modalités relatives au produit des instruments dérivés.	Dans le cas de Warrants à modalité d'exercice européenne, le droit d'option ne peut être exercé par le détenteur du warrant qu'à la date d'évaluation pour le warrant concerné. Si le montant en numéraire aboutit à une valeur positive, le droit d'option attaché au warrant concerné est considéré exercé à la date d'évaluation sans autres conditions préalables et sans soumission d'une notification explicite d'exercice (« Exercice Automatique »).
C.19	Indiquer le prix d'exercice ou le prix de référence final du sous-jacent.	Prix de référence à la date d'évaluation : Cours de clôture
C.20	Décrire le type de sous-jacent utilisé et indiquer où trouver les informations à son sujet.	Type: action ou titre représentant des actions WKN (Numéro d'identification des valeurs mobilières allemandes): 850727 ISIN: FR0000120271 Société: Total S.A. Bourse de valeurs mobilières concernée: Euronext Paris Page de Reuters: TOTF.PA
		Site Web: www.total.com
Section	n D – Risques	
D.2	Fournir les informations clés concernant les principaux risques propres à l'émetteur.	Risque d'arrêt ou de restriction de la fixation du prix par l'Emetteur Si l'Émetteur devait limiter ou abandonner complètement son intention de fixer les prix de l'offre et de la demande, le danger existerait, au cas où les prix des Warrants ne seraient pas fixés par aucune autre partie, que les investisseurs doivent attendre l'échéance finale des Warrants ou, lorsque l'exercice est possible, qu'ils doivent exercer leur droit d'option.
		Risque de liquidité en dépit d'un accord de transfert de pouvoir et de pertes et profits
		L'Émetteur ne serait également pas en mesure d'honorer les obligations liées aux titres en dépit d'un accord de transfert de pouvoir et de pertes et profits si, dans le cas où l'Émetteur générait une perte nette, bien que la maison mère directe soit en principe tenue de prendre cette perte à son compte, il était incapable ou non disposé à se conformer à cet engagement contractuel en raison de ses propres difficultés de trésorerie ou de surendettement.
		Courtage de transactions pour d'autres sociétés du Groupe et répartition du travail au sein de Citigroup
		L'essentiel du revenu de commission de l'Émetteur se compose du revenu des prix de cession des transactions de courtage avec les sociétés apparentées. Les coûts pour l'Émetteur résultant de l'échange de services avec différentes sociétés du Groupe sont remboursés sur la base des accords existants en utilisant les prix de cession. À cette fin, le revenu et les dépenses, en particulier

le revenu de commission pour les transactions réalisées avec l'assistance de la banque à titre de conseiller dans le cadre de ses activités commerciales, sont déterminés et alloués aux différents secteurs fournissant les services. Les transactions se rapportent à la négociation sur les titres, les émissions d'obligations et la gestion financière d'entreprise ainsi qu'à la vente de produits structurés, dérivés de titres de sociétés et les produits de gestion de devises, et aux opérations bancaires internationales. Ce processus est coordonné étroitement dans l'ensemble des secteurs avec Citigroup Global Markets Limited, Londres, en particulier, et également avec Citibank, N.A., Londres.

Si une décision était prise au sein de Citigroup pour réaffecter les activités concernées à d'autres sociétés du Groupe, l'Émetteur pourrait perdre une importante source de revenu.

Les risques de l'activité de prêt

Le portefeuille de prêt de l'Émetteur consiste principalement en prêts accordés à des clients internationaux dans les secteurs de l'industrie et des services financiers ayant des notations de crédit de qualité. Les défauts de remboursement de prêt ont été évités ces dernières années grâce à cette politique commerciale. Le portefeuille de prêts consiste principalement en un nombre raisonnable d'unités empruntrices, comme le prescrit la loi allemande sur les opérations bancaires. Si des emprunteurs individuels importants du portefeuille de l'Émetteur n'étaient pas en mesure d'honorer leurs obligations, une forte hausse des provisions pour pertes sur prêt serait envisageable en principe et des défauts de remboursement sur prêts pourraient se produire.

Risque de taux d'intérêt

Le département des risques et trésorerie évalue et maîtrise le risque sur taux d'intérêt de l'Émetteur. L'exposition de l'Émetteur à des fluctuations des taux d'intérêt peut être un risque à moyen ou à long terme pour la détention de titres liquides si ceux-ci n'étaient pas à l'origine couverts par des transactions de couverture telles que des accords de swap de taux d'intérêt. Il en va de même pour les emprunts à moyen et long terme accordés par l'Émetteur. Un risque significatif de fluctuation des taux d'intérêt pourrait survenir lorsque les taux d'intérêt ne font pas l'objet d'un suivi attentif et en temps opportun, ce qui peut générer le danger concomitant qu'une mesure pour couvrir une telle exposition au risque de taux d'intérêt ne soit pas prise suffisamment tôt.

Risque opérationnel

L'Émetteur a transféré un certain nombre de domaines qui sont importants pour une gestion et un contrôle appropriés de ses activités économiques et les risques qui s'y rapportent à d'autres sociétés au sein et à l'extérieur de Citigroup. Au cas où les sociétés auxquelles ces domaines ont été transférés ne s'acquitteraient pas de leurs obligations contractuelles ou ne le feraient pas en temps opportun, la capacité de l'Émetteur à assumer ses propres obligations découlant des titres qu'il a émis aux dates prévues pourrait également être compromise.

Risque fiscal

Les décisions fiscales prises concernant l'Émetteur sont régulièrement soumises à un examen ultérieur sous forme d'audit fiscal externe ou d'arbitrage des affaires individuelles par les tribunaux compétents. Cette pratique est courante

et signifie qu'un rappel d'impôts peut être décidé par l'administration fiscale des années après l'évaluation initiale en raison d'un contrôle fiscal ou d'une décision à portée générale rendue par un tribunal fiscal.

Risques généraux liés à l'activité

• Risque de règlement

Le risque qu'une transaction soit traitée de manière incorrecte, ou qu'une transaction soit exécutée différemment des intentions et des attentes de la direction de l'Emetteur.

• Risque en matière d'information

Le risque que l'information, qui a été produite, reçue, transmise ou conservée au sein ou à l'extérieur du siège social de l'Émetteur ne soit plus accessible. En outre, de telles informations peuvent être de qualité médiocre ou avoir été mal exploitées ou encore avoir été obtenues sans autorisation. Le risque en matière d'information inclut également les risques provenant des systèmes en tant que tels et utilisés pour le traitement de l'information.

• Risque de réputation

Il représente le risque pour l'Emetteur que la relation avec ses clients se détériore si le niveau de qualité de ses services est insuffisant ou le risque que les transactions soient traitées de manière incorrecte. Ce risque inclut également le risque de développer des relations d'affaires avec des contreparties dont les pratiques ne sont pas conformes aux normes ou à l'éthique de l'Émetteur.

• Risque lié au personnel

L'Émetteur fait appel à des professionnels et des cadres dirigeants qualifiés. Le risque lié au personnel inclut le risque d'une rotation importante du personnel et le risque que l'Émetteur ne soit pas en mesure de retenir un personnel qualifié en nombre suffisant, mais également le risque que les employés de l'Émetteur enfreignent en connaissance de cause ou par négligence les règles fixées ou les standards éthiques de pratique établis par la société.

• Risques juridiques et réglementaires

L'Émetteur considère les risques juridiques comme tout risque résultant des contrats engageant sa responsabilité et de la loi applicable. Les risques réglementaires résultent de l'environnement juridique dans lequel l'Émetteur réalise ses opérations.

• Risques de fraude

Risques internes et externes de fraude tels que la corruption, le délit d'initié et le vol de données.

D 6	Fournir	les
D.0		100
	informations	clés
	concernant	les

Facteurs généraux de risque des Warrants

Risque de perte totale

principaux risques propres aux valeurs mobilières. Inclure un avertissement informant l'investisseur qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son investissement et/ou. si le risque encouru l'investisseur ne se limite pas à la valeur de investissement, une mention de ce fait, assortie d'une description des cas où ce surcroît de risque se matérialise ainsi que des effets financiers probables cette matérialisation.

Les Warrants constituent des instruments d'investissement particulièrement risqués. Ils impliquent un niveau de risque particulièrement élevé de perdre le capital investi, y compris une perte totale, plus les coûts de transaction encourus et tous les coûts d'emprunt.

Risque de défaillance de l'Émetteur des Warrants

Au cas où l'Émetteur deviendrait insolvable, les investisseurs pourraient subir une perte pouvant aller jusqu'à une perte totale. En tant que titres au porteur, les Warrants n'entrent pas dans le champ des dispositions prévues pour la protection des dépôts.

Risque résultant de fluctuations de prix des Warrants supérieures à la moyenne (effet de levier)

L'une des principales caractéristiques des Warrants est l'effet de levier : une évolution du cours de la valeur sous-jacente peut entraîner une variation disproportionnée du cours du Warrant. En même temps, les Warrants génèrent également des risques de perte supérieurs à la moyenne.

Risque d'absence ou de non-fonctionnement d'un marché secondaire de Warrants ou de manque de disponibilité du système de transactions électroniques de l'Émetteur

Les investisseurs ne devraient pas présumer qu'ils seront en mesure de vendre un Warrant à un moment particulier ou à un prix particulier pendant sa période de validité. Les investisseurs devraient plutôt partir de l'hypothèse que le prix en bourse ne peut se situer que dans les limites de la fourchette de prix acheteur et vendeur indiquée par l'Émetteur, si elle est disponible, et que leurs ordres d'achat ou de vente en bourse seront exécutés avec l'Émetteur en qualité de contrepartie directe ou indirecte.

Risque lié à la cessation du négoce sur le marché secondaire immédiatement avant une échéance finale

L'Emetteur et/ou le marché cessent de négocier les Warrants juste avant leur date d'évaluation. Cependant, le prix de référence de la valeur sous-jacente à la date d'évaluation et/ou le taux de change applicable, lesquels sont importants dans la détermination du montant des Warrants, peuvent varier entre le dernier jour de cotation et la date d'échéance, dans un sens défavorable à l'investisseur. Il existe un risque particulier que le prix de la valeur sous-jacente atteigne, chute au-dessous ou dépasse une barrière pour la première fois juste avant que le prix de référence à la date d'évaluation soit déterminé et après la clôture de la cotation sur le marché secondaire.

Risque sur la devise relatif à la valeur intrinsèque des Warrants

La performance de l'investissement est soumise à un risque sur la devise si la valeur sous-jacente sur laquelle les Warrants sont basés est libellée dans une devise autre que la devise dans laquelle le montant en numéraire est versé (devise de règlement).

Risques d'événements perturbant le fonctionnement du marché

En cas de survenue d'événements perturbant le fonctionnement du marché pour

la valeur sous-jacente, l'Émetteur a le droit de repousser la date d'évaluation du prix de référence de l'exercice. Ceci peut entraîner un risque supplémentaire pour les investisseurs si la valeur sous-jacente réalise une performance négative pendant la durée du report ou, le cas échéant, si le taux de change utilisé pour convertir la valeur intrinsèque en devise de règlement fluctue dans un sens défavorable à l'investisseur.

Facteurs de risque spécifiques au produit

Risque relatif à la perte de la valeur temps des Warrants en fonction de la durée résiduelle

Le prix des Warrants est calculé sur la base de deux composants du prix (la valeur intrinsèque et la valeur temps) La valeur intrinsèque des Warrants pendant leur période de validité est égale à la différence (si elle est positive), multipliée par le coefficient multiplicateur, entre la valeur sous-jacente et le prix d'exercice (warrants Call). Le montant de la valeur temps, d'autre part, est essentiellement déterminée en fonction de la durée résiduelle du Warrant et de la fréquence et de l'intensité des fluctuations du prix de la valeur sous-jacente attendues par l'Émetteur pendant la durée résiduelle du Warrant (volatilité implicite).

Risques relatifs à d'autres facteurs affectant la valeur comme les taux d'intérêt du marché monétaire, les dividendes attendus et les coûts de refinancement de l'Émetteur

Les autres facteurs affectant le prix des Warrants comprennent, notamment, les taux d'intérêt sur le marché monétaire pour la durée résiduelle, le revenu attendu des transactions de couverture de l'Émetteur concernant la valeur sousjacente et le niveau des coûts de refinancement de l'Émetteur pour réaliser ces transactions de couverture.

Même si le prix de la valeur sous-jacente s'élève, dans le cas d'une option call, ou chute, dans le cas d'une option put, la valeur du Warrant peut diminuer en raison des autres facteurs affectant la valeur. Compte tenu de la durée de validité limitée du Warrant, aucune garantie ne peut être donnée quant à une remontée du prix du Warrant dans les délais. Plus la durée résiduelle est courte, plus le risque est grand.

Section E - Offre

E.2b	Indiquer les raisons de l'offre et l'utilisation
	prévue du produit de
	celle-ci, lorsqu'il s'agit
	de raisons autres que la
	réalisation d'un
	bénéfice et/ou la
	couverture de certains
	risques.

Sans objet; les raisons de l'offre sont de réaliser des profits et/ou de prendre une couverture par rapport à certains risques et le produit net de l'émission de Warrants présentés dans le Prospectus de Base seront utilisés par l'Émetteur à des fins générales.

E.3 Décrire les modalités et Méthode de présentation de l'offre, offreur et date d'émission des

	les conditions de	Warrants
	l'offre.	Les Warrants sont offerts de gré à gré en continu.
		L'offre des Warrants commence en France le 22.01.2014.
		Les offreur des Warrants est: l'Émetteur
		La date d'émission est: 22.01.2014
		Restriction imposée à la libre négociabilité des valeurs mobilières
		Les Warrants peuvent être offerts ou vendus seulement si l'ensemble des lois et règlementations relatives aux valeurs mobilières en vigueur dans la juridiction dans laquelle un achat, une offre, une vente ou une livraison de Warrants est effectué ou dans laquelle le présent document est diffusé ou conservé pour inspection ont été respectées, et si tous les consentements ou autorisations nécessaires pour l'achat, l'offre, la vente ou la livraison des Warrants conformément aux normes légales en vigueur dans cette juridiction ont été obtenus.
		En particulier, les Warrants ne sont pas et ne seront pas enregistrés conformément à la Loi sur les valeurs mobilières des États-Unis (<i>United States Securities Act</i>) de 1933 telle qu'amendée. Ils ne peuvent être offerts, vendus, négociés ou livrés au sein des États-Unis directement ou indirectement par ou pour le compte d'un ressortissant des États-Unis (comme défini dans la Réglementation S conformément à la Loi sur les valeurs mobilières des États-Unis de 1933), excepté dans le cas d'exemption des conditions d'enregistrement de la Loi sur les valeurs mobilières. Toute personne recevant le montant de liquidités correspondant aux termes et conditions est considérée comme ayant fait une déclaration indiquant que la personne titulaire des droits découlant des Warrants n'est pas un ressortissant des États-Unis.
		Prix d'émission, frais et taxes relatifs à l'achat
		Le prix d'émission initial est de EUR 0,15.
		Sans objet, l'achat de Warrants ne faisant supporter aucun coût ou taxe à l'Émetteur notamment pour les acheteurs ou les souscripteurs.
E.4	Décrire tout intérêt, y compris les intérêts conflictuels, pouvant influer sensiblement sur l'émission/l'offre.	L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui agissent généralement en qualité d'agent de calcul des Warrants. Cette activité peut entraîner des conflits d'intérêt dans la mesure où les responsabilités de l'agent de calcul comprennent certaines déterminations et décisions qui pourraient avoir un effet négatif sur le prix des Warrants ou le montant des liquidités.
		L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent s'engager dans des transactions de négoce sur la valeur sous-jacente, sur d'autres instruments qui s'y rapportent, ou sur des dérivés, des options boursières ou des contrats à terme en bourse, ou peuvent émettre d'autres valeurs et dérivés fondés sur la valeur sous-jacente. Les sociétés peuvent également intervenir dans l'acquisition de nouvelles parts ou d'autres titres de la valeur sous-jacente ou, dans le cas d'indices de valeurs, de sociétés individuelles incluses dans

l'indice, ou agir en qualité de conseillers financiers pour les entités auxquelles il est fait référence ou collaborer avec elle dans le secteur de la banque d'affaires. Les sociétés sont tenues de s'acquitter de leurs obligations à ce titre, indépendamment des conséquences qui peuvent en résulter pour les détenteurs de warrants et, le cas échéant, devront prendre les mesures qu'elles considèrent nécessaires ou appropriées pour se protéger ou sauvegarder leurs intérêts dans le cadre de ces relations d'affaires. Les activités visées ci-dessus pourraient entraîner des conflits d'intérêt et avoir un effet négatif sur le prix de la valeur sous-jacente ou des titres qui lui sont associés comme les Warrants.

L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent émettre des titres dérivés supplémentaires fondés sur la valeur sous-jacente, ou sur des éléments constitutifs de la valeur sous-jacente, notamment des titres dont les caractéristiques sont identiques ou similaires à celles des Warrants. L'introduction de tels produits, qui concurrencent les Warrants, peuvent avoir un effet sur le prix de la valeur sous-jacente ou les éléments constitutifs de la valeur sous-jacente et donc aussi sur le prix des Warrants. L'Émetteur, ses sociétés apparentées (le cas échéant) ou d'autres sociétés appartenant à Citigroup, Inc. ou affiliées à lui peuvent recevoir des informations de nature non publique se rapportant à la valeur sous-jacente, ou à des éléments constitutifs de la valeur sous-jacente, mais ne sont pas tenus de les communiquer aux détenteurs de warrants. De plus, les sociétés appartenant à Citigroup ou affiliées à lui peuvent publier des rapports de recherche se rapportant à la valeur sous-jacente ou aux éléments constitutifs de la valeur sous-jacente. Les activités de ce type peuvent créer certains conflits d'intérêt et affecter le prix des Warrants.

E.7 Donner une estimation des dépenses facturées à l'investisseur par l'émetteur ou l'offreur.

Les dépenses estimées pour les Warrants, y compris le coût d'admission à la négociation sont compris(es) dans le prix d'émission ou au prix de vente, le cas échéant. Si l'investisseur achète des Warrants auprès d'un distributeur, le prix d'achat à payer par l'investisseur pourra comprendre des commissions de vente devant être communiquées au distributeur.