Citigroup Global Markets Deutschland AG

Frankfurt am Main

(Issuer)

Final Terms dated

08 May 2014

to the

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

OPEN END TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT
(TURBO INFINI BEST)

based on the following underlying:

AXA

ISIN: DE000CF99EG1

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 Open End Turbo Warrants with knock-out (Product No. 3) (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 11 April 2014, 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 Open End 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 Open End 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 and/or No. 4 of the Issue Specific 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 or Termination of the Warrants by the Issuer (No. 2 of the General Conditions and/or No. 4 of the Issue Specific 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 Depositaries**":	Euroclear System, Brussels; Clearstream Banking S.A., Luxembourg
"**Adjustment Date**":	The first Banking Day in Frankfurt of each month.
"**Adjustment due to Dividend Payments**":	In case of dividends or other equivalent cash distributions on a share or one or more shares represented in an index, the Issuer will adjust the effective Strike and, as the case may be,

	the effective Knock-Out Barrier at its reasonable discretion. The adjustment will be effected at the day on which shares of the respective company, for which dividends or other equivalent cash distributions are made, are traded ex-dividend on its home exchange.
"**Adjustment Rate**":	The Adjustment Rate for the first Financing Level Adjustment Period corresponds to the relevant rate as specified in Table 1 of the Annex to the Issue Specific Conditions for the first Financing Level Adjustment Period. The Adjustment Rate applicable in each succeeding Adjustment Period composes as follows: in case of Open End Turbo Bull Warrants the sum of, and for Open End Turbo Bear Warrants the difference of (i) the interest rate ("**Reference Interest Rate**") as published on the Reuters page EURIBOR1M= (or a replacing page) for EUR-Rates Ref., USDVIEW (or a replacing page) for US-Rates Ref., JPYVIEW (or a replacing page) for Yen-Rates Ref., CHFLIBOR (or a replacing page) for CHF-Rates Ref., HKDVIEW (or a replacing page) for HKD-Rates Ref., and SEKVIEW (or a replacing page) for SEK-Rates Ref. at the last day of the respective preceding Financing Level Adjustment Period and (ii) the Interest Rate Correction Factor applicable in the respective Financing Level Adjustment Period. If the Reference Interest Rate is no longer displayed in one of the manners described above, the Issuer is entitled to determine at its reasonable discretion a Reference Interest Rate based on the market practice prevailing at the time and giving due consideration to the prevailing market conditions.
"**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**	Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

"**Depositary**":	France
"**Clearing Territory of the Central Securities Depositary**":	France
"**Currency Conversion Date**":	As specified in Table 2 of the Annex to the Issue Specific Conditions.
"**Exchange Rate Reference Agent**":	not applicable
"**Exercise Date**":	The last Banking Day of each month 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).
"**Financing Level Adjustment Period**":	The period from the Issue Date until the first Adjustment Date (inclusive) and each following period from an Adjustment Date (exclusive) until the next following Adjustment Date (inclusive).
"**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.
"**Interest Rate Correction Factor**":	An interest rate determined for each Financing Level Adjustment Period by the Issuer at its reasonable discretion taking into account the then prevailing market environment. It may be different for Bull and Bear 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**":	On the Issue Date, the Knock-Out Barrier is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Knock-Out Cash Amount**":	zero
"**Maturity Date**":	The earlier of the Payment Date upon Exercise or the Payment Date upon Termination.
"**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 Exercise Date + 1**":	not applicable

"**Modified Exercise Date**":	The Exercise Date provided that such day 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, otherwise the first day following the Exercise Date on which the aforementioned prerequisites are met.
"**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**":	Period from the Issue Date (inclusive) until the Valuation Date (inclusive).
"**Payment Date upon Exercise**":	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.
"**Payment Date upon Termination**":	At the latest the fifth common Banking Day following the Termination 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**":	On the Issue Date, the Strike is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Type**":	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 + 1**":	not applicable

"**Valuation Date**": As specified in Table 2 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. 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 (No. 2b (2) of the Issue Specific Conditions) of the Warrant (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. 2b
Adjustment Amount

(1) The respective "**Strike**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Strike shall be adjusted on each calendar day during a Financing Level Adjustment Period by the Adjustment Amount calculated by the Issuer for that relevant calendar day. The Adjustment Amount for the Warrants may vary. The "**Adjustment Amount**" of a series applying for each calendar day during the respective Financing Level Adjustment Period shall be equal to the result obtained by multiplying the Strike applying on the Adjustment Date falling in that Financing Level Adjustment Period by the Adjustment Rate applicable in that Financing Level Adjustment Period and converted to the amount for one calendar day using the actual/360 day count convention. The resulting Strike for each calendar day shall be rounded to three decimal places in accordance with normal commercial practice, but the calculation of the next following Strike in each case shall be based on the unrounded Strike for the preceding day. The calculations for the first Financing Level Adjustment Period shall be based on the Strike on the Issue Date.

(2) The respective "**Knock-Out Barrier**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Knock-Out Barrier shall be determined by the Issuer on each calendar day in such a way that it corresponds to the respective Strike adjusted in accordance with the preceding paragraph.

(3) In the event of dividend payments or other cash distributions equivalent to dividend payments in respect of the Underlying (applicable in the case of shares as the Underlying) or in respect of the shares on which the Underlying is based (applicable in the case of stock indices as the Underlying), the Strike applying in each case and, where relevant, the Knock-Out Barrier shall be adjusted in accordance with No. 2 (3) of the Issue Specific Conditions (Adjustment due to Dividend Payments).

No. 3
Exercise of the Option Rights

(1) The Warrants may be exercised by the Warrant Holder only with effect as of an Exercise Date in accordance with No. 2 (3) of the Issue Specific Conditions. 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 at the latest by 10:00 a.m. (local time at the location of the relevant Exercise Agent) on the Exercise Date. The provisions of paragraphs (2) to (4) of this No. 3 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 Paris and Frankfurt am Main 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 fifteen (15) 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) 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.

(4) 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
Termination

(1) The Issuer shall have the right to terminate all of the Warrants of a series during their term with a notice period of 4 weeks by giving notice in accordance with No. 4 of the General Conditions with effect as of the Termination Date specified in the notice (the "**Termination Date**"). Termination in accordance with this No. 4 may not be effected earlier than 3 months after the Issue Date. All Termination Notices issued pursuant to this No. 4 are irrevocable and must specify the Termination Date. The Termination shall become effective on the date specified in the announcement of the notice. For the purposes of calculating the Cash Amount in accordance with No. 2 of the Issue Specific Conditions, the date on which the Termination becomes effective shall be deemed to be the Valuation Date within the meaning of these Terms and Conditions.

(2) In the event of Termination by the Issuer, No. 3 of the Issue Specific Conditions shall not apply. The Exercise Date within the meaning of No. 2 (3) of the Issue Specific Conditions shall in this case be the date on which the Termination becomes effective. The Payment Date shall be the Payment Date upon Termination in accordance with paragraph (3) of this No. 4.

(3) In this event, the Issuer will transfer the Cash Amount for all of the Warrants affected by the Termination to the Central Securities Depositary within five (5) Banking Days at the head office of the Issuer and at the location of the Central Securities Depositary after the

Termination Date for the credit of the Warrant Holders registered with the Central Securities Depositary on the second day following the Termination Date (referred to in the following as "**Payment Date upon Termination**"). 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. In the event that the onward transfer is not possible within three months after the Payment Date upon Termination ("**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.

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. "**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: 09/05/2014
Initial value date in France: 14/05/2014

ISIN / Local Trading Code	Underlying	Type	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike on the Issue Date / Knock-Out Barrier on the Issue Date	Multiplier	Adjustment Rate in the 1st Financing Level Adjustment Period	Number	Reference Price of the Underlying ("Reference Price")
DE000CF99EG1 / 4595C	AXA	BEAR	No	EUR 0.27	Euro (EUR)	EUR 18.00 / EUR 18.00	0.25	-3.76 %	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 / Relevant Adjustment Exchange for the Underlying ("Adjustment Exchange")	Valuation Date / Currency Conversion Date	Currency in which the Reference Price is expressed ("Reference Currency")
AXA S.A. / Common Shares	FR0000120628	Euronext Paris / EUREX Frankfurt	Modified Exercise Date / 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	:	STOXX Limited, Zurich, Switzerland
Dow Jones & Company, Inc.	:	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.	:	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 Paris	:	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 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, Spain
NYSE	:	New York Stock Exchange, New York, NY, USA
OCC	:	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):

- **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)**
- **Risk of exercise of the Warrants and Issuer's right of termination**
- **Risk relating to adjustments of the strike and of the knock-out barrier**

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 09/05/2014.

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.axa.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		
A.1	This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the "**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 11 April 2014 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 has assumed responsibility for this Summary including any translations of the same. The Issuer or persons who have tabled the Summary may be held liable, 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 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.	**Domicile** Frankfurt 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.
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Issuer is forecasting a significant increase in the growth rate for the global economy in 2014, climbing from 2.4% to 3.1%. For the years thereafter, we are anticipating a further increase to 3.3% for 2015 and a rise to 3.5% for 2016 and 2017. Overall, the Issuer continues to expect significant differences between the individual regions. The Issuer expects modest growth in the Eurozone (the Issuer's growth projections are 0.9% and 1.0% for 2014 and 2015, respectively) after having reported a -0.4% rate in 2013. The economic recovery should be buoyed by scaled-down public austerity measures, a continuing supportive monetary policy from the European Central Bank (ECB), a recovering global economy and a decline in the factors of uncertainty. A stronger Euro, higher debt loads in the private and public sectors and a persistently difficult financing terms and conditions (above all for small and mid-sized companies and for many Member States) should continue to inhibit the growth potential in the Eurozone. Inflation should be very modest in the entire Eurozone. Important factors in 2014 will be the planned "Asset Quality Review" and the stress test, which the ECB will perform in conjunction with national supervisory authorities and the European Bank Authority (EBA). Despite the current efforts by many European banks to lower debt and raise capital, new capital shortfalls or gaps at the banks in some countries could come to light during the course of these investigations. This prospect and the currently prevailing uncertainty about how such capital shortfalls could be potentially filled could cause uncertainty both on the financial markets and potentially in the run-up to these tests. Given the current risks of deflation and weak growth, we expect that the ECB will further adjust interest rates, and will decide on additional liquidity measures, if the market situation necessitates such action. In light of the continued low interest rates, the hesitancy of clients, and the volatility still anticipated on the markets, the potential for earnings growth within the banking industry must still be viewed as modest. Issues such as capital requirements, regulation and restructuring will again be the major themes in the banking industry in 2014 and will leave their mark on the cost side of things. General cost reductions and the review of the business models will once again take center stage. Increased regulatory requirements concerning equity capital and liquidity will continue to preoccupy the entire financial industry and will without question significantly increase operating costs. For Germany, the Issuer is forecasting growth rates of about 1.9% for 2014 and 1.7% for 2015. In the United States, it remains to be seen how the Federal Reserve will react to the current challenges and whether the political parties in the US can reach an agreement on the US budget. Asia is viewed as stable and will certainly remain attractive to investors. Nevertheless, it remains to be seen how China will resolve some of its current challenges. For the industrial countries, the inflation rate in 2014 should increase slightly to 1.7%, and then remain relatively stable in the years thereafter. Also in Germany, the inflation rate should hover below 2%. With respect to the inflation rates for

		the emerging countries, the Issuer expects a slight increase to 5.0% in 2014 and to 5.2% in 2015. There are no plans for the Issuer's business model to change significantly in 2014. The Issuer will continue to focus on its core business and, in light of the difficult market environment, direct its attention to maintaining and, where possible, expanding its current market share. In this respect, the Issuer will advise and support its clients in all global activities by relying on the global network and products of Citi. In 2014, the Issuer shall once again operate a disciplined cost and accounting management program. It will direct most of its attention in this regard to improving operational efficiency and to further strengthening the corporate governance structures. Optimizing internal procedures will also remain a focus. There is no plan to significantly expand the client portfolio, the volume of business and the selection of products and services. The Issuer does intend, however, to selectively add strategically important clients to its client base, to the extent that a business model can be developed which provides sustainable economic benefits for these clients and Citi. The credit standing of the current client portfolio is viewed as stable. The loan portfolio exposure to the peripheral countries is to the largest extent limited. No significant detriment from that exposure is anticipated. The risk capital currently available is viewed as absolutely adequate for running the current business model. Given the forecasts made by the individual Issuer's divisions and the measures described above, the Bank is again projecting an overall profit for fiscal year 2014, but it will probably be slightly lower than the 2013 profit.
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 has decided not to make any profit forecasts or profit estimates in the Base Prospectus.

<table>
<tr><td>B.10</td><td>A description of the nature of any qualifications in the audit report on the historical financial information.</td><td>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.</td></tr>
<tr><td>B.12</td><td>Selected historical key financial information regarding the issuer, presented for each financial year of the period covered by the historical financial information and any subsequent interim financial period accompanied by comparative data from the same period in the prior financial year, except that the requirement for comparative balance sheet information is satisfied by presenting the year-end balance sheet information. A statement that there has been no material adverse change in the prospects of the issuer since the date of its last published audited financial statements or a description of any material adverse change.

A description of significant changes in the financial or trading position of</td><td>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 2013 between the prior fiscal year (fiscal year 2012) and fiscal year 2013 and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

<table>
<tr><th></th><th>30.11.2013
in million Euro</th><th>prior fiscal year (30.11.2012)
in million Euro</th></tr>
<tr><td>Balance sheet total</td><td>13,516</td><td>9,543</td></tr>
<tr><td>Business volume</td><td>14,793</td><td>11,162</td></tr>
<tr><td>Equity capital</td><td>590</td><td>590</td></tr>
<tr><td>Loan portfolio</td><td>5,101</td><td>5,626</td></tr>
<tr><td>Number of employees</td><td>270</td><td>334</td></tr>
</table>

<table>
<tr><th></th><th>01.12.2012 - 30.11.2013
in million Euro</th><th>prior fiscal year (01.12.2011 - 30.11.2012)
in million Euro</th></tr>
<tr><td>Interest income from operations</td><td>6</td><td>11</td></tr>
<tr><td>Commissions from brokerage business</td><td>80</td><td>111</td></tr>
<tr><td>Commissions from securities business</td><td>15</td><td>18</td></tr>
<tr><td>Net income from financial trading operations</td><td>35</td><td>25</td></tr>
<tr><td>General administrative expenses</td><td>151</td><td>161</td></tr>
</table>

As of the balance sheet date, the balance sheet equity capital consists of the following components:

<table>
<tr><th></th><th>30.11.2013
in million Euro
(audited)</th><th>prior fiscal year (30.11.2012)
in million Euro
(audited)</th></tr>
<tr><td>Subscribed capital</td><td></td><td></td></tr>
<tr><td>Share capital</td><td>210.6</td><td>210.6</td></tr>
</table>
</td></tr>
</table>

	the issuer subsequent to the period covered by the historical financial information.	<table><tr><td>Silent partner capital</td><td>122.7</td><td>122.7</td></tr><tr><td>Capital reserves</td><td>196.3</td><td>195.8</td></tr><tr><td>Legal reserves</td><td>33.0</td><td>33.0</td></tr><tr><td>Other earnings reserves</td><td>27.9</td><td>27.9</td></tr></table> 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 13.3m (EUR 9.4m in the previous year). The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows: <table><tr><td></td><td>30.11.2013 in million Euro</td><td>prior fiscal year (30.11.2012) in million Euro</td></tr><tr><td>Equity capital on balance sheet</td><td>590.5</td><td>590.0</td></tr><tr><td>Less intangible assets</td><td>0</td><td>0</td></tr><tr><td>Core capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Supplementary capital</td><td>0.0</td><td>0.0</td></tr><tr><td>Equity capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Capital ratios</td><td></td><td></td></tr><tr><td>Tier one capital in %</td><td>37.5</td><td>33.6</td></tr><tr><td>Total capital ratio in %</td><td>37.5</td><td>33.6</td></tr></table> The Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material adverse change in the outlook of the Issuer has occurred. Furthermore, the Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material change has occurred in the financial or trading position.
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.	Not applicable; significant events that may have a material impact on the assessment of the Issuer's solvency have recently not occurred. 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 (*die den Verkaufsauftrag ausführende Stelle*) 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 optimize its organizational structure.
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	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 (*Aktiengesetz*, "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.	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with 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 (*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. **Security identification number** ISIN: DE000CF99EG1 Local Code: 4595C
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 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 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 Open End Turbo Bear Warrants with knock-out** Open End 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 Open End 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. In the event of exercise by the investor or following termination by the Issuer, in each case on a valuation date, the cash or termination amount received by the investors on the maturity date 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 Open End 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 derivative securities – the exercise date or final reference date.	Maturity date: At the latest the fifth common banking day following the exercise date or the termination date, as the case may be, at the registered office of the Issuer and the place of the central securities depositary. Exercise date(s): The last banking day of each month on which the warrant holder meets the exercise prerequisites. Valuation date: In case of an exercise the first exercise date, provided that such day is a Banking Day in London and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant adjustment exchange, or in case of a termination the day on which the

		termination becomes effective.
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants which the warrant holders have the right to exercise, the Issuer will transfer any amount payable 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. 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 this type of exercise, in order to exercise the option right the warrant holder must have submitted an effective exercise notice to the exercise agent within the exercise period and transferred the Warrants intended to be exercised to the Issuer, crediting its account with Clearstream Frankfurt or Clearstream Luxembourg, or to Euroclear. If the option right is not exercised effectively within the exercise period and 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: *855705* ISIN: *FR0000120628* Company: AXA S.A. Relevant stock exchange: Euronext Paris Reuters page: AXAF.PA Website: www.axa.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 includes all risks arising from contractual agreements and from the general legal environment under legal risks. Supervisory risks arise from the statutory framework applicable to the Issuer. • 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 value of his investment, a statement of that fact, together with a description of the circumstances in which such additional liability arises and the likely financial effect.	**<u>General risk factors of Warrants</u>** **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. **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** **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. **Risk of exercise of the Warrants and Issuer's right of termination** In the case of Open End Turbo Warrants with knock-out, there is a risk that the term may be ended unexpectedly. The term of the Warrants ends either with the effective exercise of the Warrants by the warrant holder, or with a termination of all the Warrants by the Issuer, or on the occurrence of a knock-out event or an early redemption of the Warrants, if the terms and conditions provide for early redemption of the Warrants. **Risk relating to adjustments of the strike and of the knock-out barrier** In the case of Open End Turbo Bear Warrants with knock-out, the strike and the knock-out barrier of the Warrants are subject to ongoing adjustment. In order to reflect the financing costs incurred by the Issuer in connection with the hedging transactions entered into for the Warrants, the strike of the Warrants is changed by an adjustment amount on a daily basis. **Investors should note that the adjustment rate** for adjusting the features of the Warrants specified by the Issuer using its reasonable discretion when determining the interest rate correction factor **may differ significantly in certain financing level adjustment periods**, if the prevailing market conditions so require, **from the adjustment rate determined for the first financing level adjustment period**. In addition, the relevant knock-out barrier for the respective following financing level adjustment period is adjusted by the Issuer in its reasonable discretion on an adjustment date pursuant to the terms and conditions of the Warrants. **Investors should therefore not assume that the knock-out barrier will always remain at roughly the same distance from the strike during the term of the Warrants**.
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 09/05/2014. The offeror of the Warrants is the Issuer. The issue date is: 09/05/2014 **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 0.27. 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 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 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 11 avril 2014 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG datée 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 assume la responsabilité du contenu de ce Résumé, y compris de toute traduction en étant faite. L'Émetteur ou toute personne ayant déposé le Résumé peut être jugé responsable, 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.	L'Émetteur prévoit une forte augmentation du taux de croissance de l'économie mondiale en 2014, de 2,4% à 3,1%. Pour les années suivantes, nous nous attendons à une nouvelle augmentation de 3,3% pour 2015 et à une hausse de 3,5 % pour 2016 et 2017. D'une façon générale, l'Émetteur s'attend au maintien d'écarts significatifs entre les différentes régions. L'Émetteur s'attend à une croissance modeste dans l'Eurozone (les prévisions de croissance de l'Émetteur sont de 0,9 % et de 1,0 % pour 2014 et 2015, respectivement) après avoir enregistré un taux de -0,4 % en 2013. La reprise économique devrait être dynamisée par la réduction des mesures publiques d'austérité, une politique monétaire favorable dans la durée de la part de la Banque Centrale Européenne (BCE), le redressement de l'économie mondiale et la diminution des facteurs d'incertitude. Un euro plus fort, un endettement plus élevé dans les secteurs privés et publics et des conditions de financement toujours difficiles (surtout pour les petites et moyennes entreprises et pour de nombreux États membres) devraient continuer à empêcher la croissance potentielle dans l'Eurozone. L'inflation devrait être très modérée dans l'ensemble de l'Eurozone. En 2014, les éléments importants seront « l'examen de la qualité des actifs » et le test de stress qui sont prévus et que la BCE réalisera en lien avec les autorités de

		contrôle nationales et l'Autorité bancaire européenne (ABE). Malgré les efforts actuels de nombreuses banques européennes pour réduire la dette et augmenter le capital, de nouveaux déficits ou insuffisances des banques dans certains pays pourraient apparaître au cours de ces recherches. Cette perspective et l'incertitude, qui prévaut actuellement sur la manière dont les besoins en capital pourraient être potentiellement satisfaits, pourraient entraîner une incertitude à la fois sur les marchés financiers et, potentiellement, à l'approche de ces tests. Étant donné les risques actuels de déflation et la faible croissance, nous nous attendons à ce que la BCE poursuive l'ajustement des taux d'intérêt et décide d'apports supplémentaires de liquidités si la situation du marché le nécessite. Compte tenu de la persistance des taux d'intérêt bas, de l'hésitation des clients et de la volatilité encore prévisible sur les marchés, le potentiel de croissance des bénéfices dans le secteur bancaire doit encore être considéré comme modeste. Des questions telles que les exigences en matière de capital, la réglementation et la restructuration seront encore des sujets essentiels dans le secteur bancaire en 2014 et marqueront de leur empreinte l'aspect financier des choses. Des réductions générales des coûts et la révision des modèles de gestion occuperont une fois de plus une place centrale. L'accroissement des exigences réglementaires en matière de fonds propres et de liquidités continuera à préoccuper l'ensemble du secteur financier et, sans aucun doute, augmentera fortement les charges d'exploitation. Pour l'Allemagne, l'Émetteur prévoit des taux de croissance de 1,9 % environ pour 2014 et de 1,7 % pour 2015. Aux États-Unis, il faut encore observer comme réagira la Réserve fédérale aux défis actuels et si les partis politiques des États-Unis peuvent parvenir à un accord sur le budget du pays. L'Asie semble stable et demeurera certainement attractive pour les investisseurs. Néanmoins, il faut encore voir comment la Chine résoudra certains de ses défis actuels. Pour les pays industriels, le taux d'inflation en 2014 devrait légèrement augmenter à 1,7 % et demeurer ensuite relativement stable les années suivantes. De même, en Allemagne, le taux d'inflation devrait osciller au-dessous de 2%. Concernant les taux d'inflation des pays émergents, l'Émetteur s'attend à une légère augmentation de 5,0 % en 2014 et de 5,2 % en 2015. Aucun projet de modification importante du modèle de gestion n'existe en 2014 pour l'Émetteur. Il continuera à s'axer sur son activité de base et, compte tenu de l'environnement difficile du marché, s'efforcera de maintenir et, si possible, d'étendre sa part actuelle de marché. À cet égard, l'Émetteur conseillera et soutiendra ses clients dans toutes les activités générales en s'appuyant sur le réseau mondial et les produits de Citi. En 2014, l'Émetteur mettra en œuvre une nouvelle fois un programme strict de gestion des coûts et de la comptabilité. Dans ce sens, il recherchera essentiellement à améliorer l'efficacité opérationnelle et à consolider davantage les structures de gouvernance d'entreprise. L'optimisation des procédures internes restera aussi l'objectif. Il n'existe aucun projet d'augmentation importante du portefeuille de clients, du volume des affaires et du choix de produits et services. L'Émetteur a cependant l'intention d'ajouter ponctuellement des clients stratégiquement importants à sa clientèle dans la mesure où peut être mis au point un modèle de gestion apportant des gains économiques durables pour ces clients et pour Citi. La solvabilité du portefeuille de clients actuel est considérée stable. L'exposition du portefeuille de prêts par

		rapport aux pays périphériques est limitée au maximum. Aucun préjudice important de cette exposition n'est présagé. Le capital-risque actuellement disponible est considéré comme totalement adéquat pour mener le modèle de gestion actuel. Étant donné les prévisions réalisées par les différentes divisions de l'Émetteur et les mesures décrites ci-dessus, la Banque prévoit à nouveau un bénéfice global pour l'exercice 2014 mais qui sera probablement légèrement inférieur à celui de 2013.
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 historiques et pour toute période intermédiaire	**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 2013 entre l'exercice budgétaire antérieur (exercice 2012) et l'exercice 2013 et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG :

	30.11.2013 en millions d'euros	**Exercice précédent (30.11.2012)**

ultérieure, accompagnées de données comparatives couvrant la même période de l'exercice précédent; la présentation des bilans de clôture suffit toutefois à remplir l'exigence d'informations bilancielles comparables.

Une déclaration attestant qu'aucune détérioration significative n'a eue de répercussions sur les perspectives de 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 de l'émetteur survenus après la période couverte par les informations financières historiques.

		en millions d'euros
Total du bilan	13.516	9.543
Volume d'activité	14.793	11.162
Fonds propres	590	590
Portefeuille des prêts	5.101	5.626
Nombre d'employés	270	334

	01.12.2012 - 30.11.2013 en millions d'euros	**Exercice précédent (01.12.2011 - 30.11.2012)** en millions d'euros
Revenus d'intérêt de l'exploitation	6	11
Commissions de courtage	80	111
Commissions d'opérations sur valeurs mobilières	15	18
Revenu net des opérations financières de négoce	35	25
Frais généraux et administratifs	151	161

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

	30.11.2013 en millions d'euros (audité)	**Exercice précédent (30.11.2012)** 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	196,3	195,8
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 13,3 millions d'euros (9,4 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 : **30.11.2013** en millions d'euros / **Exercice précédent (30.11.2012)** en millions d'euros Fonds propres au bilan: 590,5 / 590,0 Moins immobilisations: 0 / 0 Capital de base: 603,8 / 599,3 Capitaux supplémentaires: 0,0 / 0,0 Fonds propres: 603,8 / 599,3 Ratios de capitaux Fonds propres Tier one en %: 37,5 / 33,6 Ratio de capitaux totaux en %: 37,5 / 33,6 L'Émetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2013, aucune détérioration significative n'a affecté les perspectives de l'Émetteur. En outre, l'Émetteur déclare que depuis la date des derniers états financiers audités au 3o novembre 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale.
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'Émetteur 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 peut ne pas avoir déduit et payé la retenue à la source des dividendes reçus en relation avec des transactions communément appelées cum-ex transactions pour des actions qu'il conserve pour ses clients suivant les besoins. 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'euros 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. Le 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 une 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. Citigroup Global Markets Deutschland AG a obtenu l'avis juridique d'un bureau réputé de consultants en fiscalité ainsi que d'un cabinet réputé d'expertise

		comptable. A partir de ces avis, la direction de Citigroup Global Markets Deutschland AG considère que la probabilité d'obtenir gain de cause dans l'hypothèse d'une procédure judiciaire excède 50 pourcents. De ce fait, la direction de Citigroup Global Markets Deutschland AG a décidé de n'écrire dans ses comptes qu'une réserve au titre de l'avis juridique et des dépenses éventuelles de litige et a décidé à cet égard qu'un montant de 2 millions d'Euros était adéquat. 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: DE000CF99EG1 Numéro d'identification local : 4595C
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 *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	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.

	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.	
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 Open End Turbo Bear à barrière désactivante** Les Warrants Open End Turbo Bear 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 Open End Turbo Bear à barrière désactivante perde sa valeur ou quasiment sa valeur immédiatement (événement désactivant) 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. Lorsque l'investisseur fait jouer son droit d'exercice ou après clôture par l'Émetteur, dans les deux cas à une date d'évaluation, le montant en numéraire ou le montant d'arrivée à terme reçu par les investisseurs à la date d'échéance 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 Open End 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: Au plus tard le cinquième jour ouvrable bancaire suivant la date d'exercice ou la date de rappel, le cas échéant, au siège social de l'émetteur et de la place du dépositaire central des titres. Date d'exercice: Le dernier jour ouvrable de chaque mois au cours duquel le détenteur du warrant remplit les conditions d'exercice. Date d'évaluation: En cas d'exercice le premier date d'exercice, à condition que ce jour soit un jour ouvrable bancaire à Londres et un jour de bourse et un jour où les options et les contrats à terme portant sur le sous-jacent sont négociés sur la bourse d'ajustement de référence, ou en cas de rappel la journée à laquelle le rappel devient effectif.
C.17	Décrire la procédure de règlement des	Dans le cas de Warrants pour lesquels les détenteurs de warrant disposent d'un droit d'exercice à tout moment, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au

	instruments dérivés.	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 avec cette modalité d'exercice, afin d'exercer le droit d'option, le détenteur du warrant doit avoir soumis une notification d'exercice effectif à l'agent d'exercice au cours de la période d'exercice et avoir transféré les Warrants qui doivent être exercés à l'Émetteur, en créditant son compte chez Clearstream Francfort ou Clearstream Luxembourg, ou chez Euroclear. Si le droit d'option n'est pas exercé effectivement au cours de la période d'exercice et 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): *855705* ISIN: *FR0000120628* Société: AXA S.A. Bourse de valeurs mobilières concernée: Euronext Paris Page de Reuters: AXAF.PA Site Web: www.axa.com
Section 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 qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son 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 que des effets financiers probables de cette matérialisation.	**<u>Facteurs généraux de risque des Warrants</u>** **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 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. **<u>Facteurs de risque spécifiques au produit</u>** **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. **Risque d'exercice des warrants et du droit de l'Émetteur à la résiliation** Dans le cas des Warrants Turbo Open-End à barrière désactivante, le risque existe que la période de validité prenne fin inopinément. La période de validité des Warrants se termine soit avec l'exercice effectif des warrants par le détenteur du warrant, ou par la résiliation de tous les Warrants par l'Émetteur, ou lors de la survenue d'un événement désactivant ou d'un rachat anticipé des Warrants, si les termes et conditions prévoient le rachat anticipé des Warrants. **Risque relatif aux ajustements du prix d'exercice et de la barrière désactivante** Dans le cas de Warrants Turbo Open-End Bear à barrière désactivante, le prix d'exercice et la barrière désactivante des Warrants font l'objet d'un ajustement quotidien (ou mensuel pour la barrière désactivante). Afin de refléter les coûts de financement encourus par l'Émetteur associés aux opérations de couverture conclues pour les Warrants, le prix d'exercice des warrants est modifié quotidiennement par un montant d'ajustement. **Les investisseurs doivent prendre conscience que le taux d'ajustement** utilisé pour ajuster les caractéristiques des Warrants et spécifié par l'Émetteur à sa discrétion raisonnable lors de la détermination du facteur de correction de taux d'intérêt, **est susceptible de différer de manière significative au cours de certaines périodes d'ajustement du niveau de financement,** si les conditions prévalant sur le marché l'exigent, **du taux d'ajustement déterminé pour la première période d'ajustement du niveau de financement.** De plus, la barrière de désactivation correspondante pour les périodes respectives suivantes d'ajustement du niveau de financement est ajustée par l'Émetteur, à sa raisonnable discrétion, à une date d'ajustement conforme aux termes et conditions des Warrants. **Les investisseurs devraient donc ne pas supposer que la**

		barrière désactivante demeurera toujours plus ou moins à la même distance du prix d'exercice pendant la période de validité des Warrants.
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 09.05.2014. Les offreur des Warrants est: l'Émetteur La date d'émission est: 09.05.2014 **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 0,27. 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

08 May 2014

to the

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

OPEN END TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT
(TURBO INFINI BEST)

based on the following underlying:

BNP Paribas

ISIN: DE000CF99EH9

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 Open End Turbo Warrants with knock-out (Product No. 3) (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 11 April 2014, 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 Open End 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 Open End 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 and/or No. 4 of the Issue Specific 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 or Termination of the Warrants by the Issuer (No. 2 of the General Conditions and/or No. 4 of the Issue Specific 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 Depositaries**":	Euroclear System, Brussels; Clearstream Banking S.A., Luxembourg
"**Adjustment Date**":	The first Banking Day in Frankfurt of each month.
"**Adjustment due to Dividend Payments**":	In case of dividends or other equivalent cash distributions on a share or one or more shares represented in an index, the Issuer will adjust the effective Strike and, as the case may be,

	the effective Knock-Out Barrier at its reasonable discretion. The adjustment will be effected at the day on which shares of the respective company, for which dividends or other equivalent cash distributions are made, are traded ex-dividend on its home exchange.
"**Adjustment Rate**":	The Adjustment Rate for the first Financing Level Adjustment Period corresponds to the relevant rate as specified in Table 1 of the Annex to the Issue Specific Conditions for the first Financing Level Adjustment Period. The Adjustment Rate applicable in each succeeding Adjustment Period composes as follows: in case of Open End Turbo Bull Warrants the sum of, and for Open End Turbo Bear Warrants the difference of (i) the interest rate ("**Reference Interest Rate**") as published on the Reuters page EURIBOR1M= (or a replacing page) for EUR-Rates Ref., USDVIEW (or a replacing page) for US-Rates Ref., JPYVIEW (or a replacing page) for Yen-Rates Ref., CHFLIBOR (or a replacing page) for CHF-Rates Ref., HKDVIEW (or a replacing page) for HKD-Rates Ref., and SEKVIEW (or a replacing page) for SEK-Rates Ref. at the last day of the respective preceding Financing Level Adjustment Period and (ii) the Interest Rate Correction Factor applicable in the respective Financing Level Adjustment Period. If the Reference Interest Rate is no longer displayed in one of the manners described above, the Issuer is entitled to determine at its reasonable discretion a Reference Interest Rate based on the market practice prevailing at the time and giving due consideration to the prevailing market conditions.
"**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**	Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

"**Depositary**":	France
"**Clearing Territory of the Central Securities Depositary**":	France
"**Currency Conversion Date**":	As specified in Table 2 of the Annex to the Issue Specific Conditions.
"**Exchange Rate Reference Agent**":	not applicable
"**Exercise Date**":	The last Banking Day of each month 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).
"**Financing Level Adjustment Period**":	The period from the Issue Date until the first Adjustment Date (inclusive) and each following period from an Adjustment Date (exclusive) until the next following Adjustment Date (inclusive).
"**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.
"**Interest Rate Correction Factor**":	An interest rate determined for each Financing Level Adjustment Period by the Issuer at its reasonable discretion taking into account the then prevailing market environment. It may be different for Bull and Bear 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**":	On the Issue Date, the Knock-Out Barrier is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Knock-Out Cash Amount**":	zero
"**Maturity Date**":	The earlier of the Payment Date upon Exercise or the Payment Date upon Termination.
"**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 Exercise Date + 1**":	not applicable

"**Modified Exercise Date**":	The Exercise Date provided that such day 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, otherwise the first day following the Exercise Date on which the aforementioned prerequisites are met.
"**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**":	Period from the Issue Date (inclusive) until the Valuation Date (inclusive).
"**Payment Date upon Exercise**":	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.
"**Payment Date upon Termination**":	At the latest the fifth common Banking Day following the Termination 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**":	On the Issue Date, the Strike is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Type**":	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 + 1**":	not applicable

"**Valuation Date**": As specified in Table 2 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. 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 (No. 2b (2) of the Issue Specific Conditions) of the Warrant (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. 2b
Adjustment Amount

(1) The respective "**Strike**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Strike shall be adjusted on each calendar day during a Financing Level Adjustment Period by the Adjustment Amount calculated by the Issuer for that relevant calendar day. The Adjustment Amount for the Warrants may vary. The "**Adjustment Amount**" of a series applying for each calendar day during the respective Financing Level Adjustment Period shall be equal to the result obtained by multiplying the Strike applying on the Adjustment Date falling in that Financing Level Adjustment Period by the Adjustment Rate applicable in that Financing Level Adjustment Period and converted to the amount for one calendar day using the actual/360 day count convention. The resulting Strike for each calendar day shall be rounded to three decimal places in accordance with normal commercial practice, but the calculation of the next following Strike in each case shall be based on the unrounded Strike for the preceding day. The calculations for the first Financing Level Adjustment Period shall be based on the Strike on the Issue Date.

(2) The respective "**Knock-Out Barrier**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Knock-Out Barrier shall be determined by the Issuer on each calendar day in such a way that it corresponds to the respective Strike adjusted in accordance with the preceding paragraph.

(3) In the event of dividend payments or other cash distributions equivalent to dividend payments in respect of the Underlying (applicable in the case of shares as the Underlying) or in respect of the shares on which the Underlying is based (applicable in the case of stock indices as the Underlying), the Strike applying in each case and, where relevant, the Knock-Out Barrier shall be adjusted in accordance with No. 2 (3) of the Issue Specific Conditions (Adjustment due to Dividend Payments).

No. 3
Exercise of the Option Rights

(1) The Warrants may be exercised by the Warrant Holder only with effect as of an Exercise Date in accordance with No. 2 (3) of the Issue Specific Conditions. 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 at the latest by 10:00 a.m. (local time at the location of the relevant Exercise Agent) on the Exercise Date. The provisions of paragraphs (2) to (4) of this No. 3 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 Paris and Frankfurt am Main 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 fifteen (15) 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) 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.

(4) 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
Termination

(1) The Issuer shall have the right to terminate all of the Warrants of a series during their term with a notice period of 4 weeks by giving notice in accordance with No. 4 of the General Conditions with effect as of the Termination Date specified in the notice (the "**Termination Date**"). Termination in accordance with this No. 4 may not be effected earlier than 3 months after the Issue Date. All Termination Notices issued pursuant to this No. 4 are irrevocable and must specify the Termination Date. The Termination shall become effective on the date specified in the announcement of the notice. For the purposes of calculating the Cash Amount in accordance with No. 2 of the Issue Specific Conditions, the date on which the Termination becomes effective shall be deemed to be the Valuation Date within the meaning of these Terms and Conditions.

(2) In the event of Termination by the Issuer, No. 3 of the Issue Specific Conditions shall not apply. The Exercise Date within the meaning of No. 2 (3) of the Issue Specific Conditions shall in this case be the date on which the Termination becomes effective. The Payment Date shall be the Payment Date upon Termination in accordance with paragraph (3) of this No. 4.

(3) In this event, the Issuer will transfer the Cash Amount for all of the Warrants affected by the Termination to the Central Securities Depositary within five (5) Banking Days at the head office of the Issuer and at the location of the Central Securities Depositary after the

Termination Date for the credit of the Warrant Holders registered with the Central Securities Depositary on the second day following the Termination Date (referred to in the following as "**Payment Date upon Termination**"). 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. In the event that the onward transfer is not possible within three months after the Payment Date upon Termination ("**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.

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. "**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: 09/05/2014
Initial value date in France: 14/05/2014

ISIN / Local Trading Code	Underlying	Type	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike on the Issue Date / Knock-Out Barrier on the Issue Date	Multiplier	Adjustment Rate in the 1st Financing Level Adjustment Period	Number	Reference Price of the Underlying ("Reference Price")
DE000CF99EH9 / 4619C	BNP Paribas	BULL	No	EUR 0.25	Euro (EUR)	EUR 52.00 / EUR 52.00	0.1	4.24 %	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 / Relevant Adjustment Exchange for the Underlying ("Adjustment Exchange")	Valuation Date / Currency Conversion Date	Currency in which the Reference Price is expressed ("Reference Currency")
BNP Paribas / Common Shares	FR0000131104	Euronext Paris / EUREX Frankfurt	Modified Exercise Date / 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	:	STOXX Limited, Zurich, Switzerland
Dow Jones & Company, Inc.	:	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.	:	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 Paris	:	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 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, Spain
NYSE	:	New York Stock Exchange, New York, NY, USA
OCC	:	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):

- **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)**
- **Risk of exercise of the Warrants and Issuer's right of termination**
- **Risk relating to adjustments of the strike and of the knock-out barrier**

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 09/05/2014.

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		
A.1	This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the "**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 11 April 2014 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 has assumed responsibility for this Summary including any translations of the same. The Issuer or persons who have tabled the Summary may be held liable, 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 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.	**Domicile** Frankfurt 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.
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Issuer is forecasting a significant increase in the growth rate for the global economy in 2014, climbing from 2.4% to 3.1%. For the years thereafter, we are anticipating a further increase to 3.3% for 2015 and a rise to 3.5% for 2016 and 2017. Overall, the Issuer continues to expect significant differences between the individual regions. The Issuer expects modest growth in the Eurozone (the Issuer's growth projections are 0.9% and 1.0% for 2014 and 2015, respectively) after having reported a -0.4% rate in 2013. The economic recovery should be buoyed by scaled-down public austerity measures, a continuing supportive monetary policy from the European Central Bank (ECB), a recovering global economy and a decline in the factors of uncertainty. A stronger Euro, higher debt loads in the private and public sectors and a persistently difficult financing terms and conditions (above all for small and mid-sized companies and for many Member States) should continue to inhibit the growth potential in the Eurozone. Inflation should be very modest in the entire Eurozone. Important factors in 2014 will be the planned "Asset Quality Review" and the stress test, which the ECB will perform in conjunction with national supervisory authorities and the European Bank Authority (EBA). Despite the current efforts by many European banks to lower debt and raise capital, new capital shortfalls or gaps at the banks in some countries could come to light during the course of these investigations. This prospect and the currently prevailing uncertainty about how such capital shortfalls could be potentially filled could cause uncertainty both on the financial markets and potentially in the run-up to these tests. Given the current risks of deflation and weak growth, we expect that the ECB will further adjust interest rates, and will decide on additional liquidity measures, if the market situation necessitates such action. In light of the continued low interest rates, the hesitancy of clients, and the volatility still anticipated on the markets, the potential for earnings growth within the banking industry must still be viewed as modest. Issues such as capital requirements, regulation and restructuring will again be the major themes in the banking industry in 2014 and will leave their mark on the cost side of things. General cost reductions and the review of the business models will once again take center stage. Increased regulatory requirements concerning equity capital and liquidity will continue to preoccupy the entire financial industry and will without question significantly increase operating costs. For Germany, the Issuer is forecasting growth rates of about 1.9% for 2014 and 1.7% for 2015. In the United States, it remains to be seen how the Federal Reserve will react to the current challenges and whether the political parties in the US can reach an agreement on the US budget. Asia is viewed as stable and will certainly remain attractive to investors. Nevertheless, it remains to be seen how China will resolve some of its current challenges. For the industrial countries, the inflation rate in 2014 should increase slightly to 1.7%, and then remain relatively stable in the years thereafter. Also in Germany, the inflation rate should hover below 2%. With respect to the inflation rates for

		the emerging countries, the Issuer expects a slight increase to 5.0% in 2014 and to 5.2% in 2015. There are no plans for the Issuer's business model to change significantly in 2014. The Issuer will continue to focus on its core business and, in light of the difficult market environment, direct its attention to maintaining and, where possible, expanding its current market share. In this respect, the Issuer will advise and support its clients in all global activities by relying on the global network and products of Citi. In 2014, the Issuer shall once again operate a disciplined cost and accounting management program. It will direct most of its attention in this regard to improving operational efficiency and to further strengthening the corporate governance structures. Optimizing internal procedures will also remain a focus. There is no plan to significantly expand the client portfolio, the volume of business and the selection of products and services. The Issuer does intend, however, to selectively add strategically important clients to its client base, to the extent that a business model can be developed which provides sustainable economic benefits for these clients and Citi. The credit standing of the current client portfolio is viewed as stable. The loan portfolio exposure to the peripheral countries is to the largest extent limited. No significant detriment from that exposure is anticipated. The risk capital currently available is viewed as absolutely adequate for running the current business model. Given the forecasts made by the individual Issuer's divisions and the measures described above, the Bank is again projecting an overall profit for fiscal year 2014, but it will probably be slightly lower than the 2013 profit.
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 has decided not to make any profit forecasts or profit estimates in the Base Prospectus.

<table>
<tr><td>B.10</td><td>A description of the nature of any qualifications in the audit report on the historical financial information.</td><td>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.</td></tr>
<tr><td>B.12</td><td>Selected historical key financial information regarding the issuer, presented for each financial year of the period covered by the historical financial information and any subsequent interim financial period accompanied by comparative data from the same period in the prior financial year, except that the requirement for comparative balance sheet information is satisfied by presenting the year-end balance sheet information. A statement that there has been no material adverse change in the prospects of the issuer since the date of its last published audited financial statements or a description of any material adverse change.

A description of significant changes in the financial or trading position of</td><td>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 2013 between the prior fiscal year (fiscal year 2012) and fiscal year 2013 and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

<table>
<tr><th></th><th>30.11.2013
in million Euro</th><th>prior fiscal year (30.11.2012)
in million Euro</th></tr>
<tr><td>Balance sheet total</td><td>13,516</td><td>9,543</td></tr>
<tr><td>Business volume</td><td>14,793</td><td>11,162</td></tr>
<tr><td>Equity capital</td><td>590</td><td>590</td></tr>
<tr><td>Loan portfolio</td><td>5,101</td><td>5,626</td></tr>
<tr><td>Number of employees</td><td>270</td><td>334</td></tr>
</table>

<table>
<tr><th></th><th>01.12.2012 - 30.11.2013
in million Euro</th><th>prior fiscal year (01.12.2011 - 30.11.2012)
in million Euro</th></tr>
<tr><td>Interest income from operations</td><td>6</td><td>11</td></tr>
<tr><td>Commissions from brokerage business</td><td>80</td><td>111</td></tr>
<tr><td>Commissions from securities business</td><td>15</td><td>18</td></tr>
<tr><td>Net income from financial trading operations</td><td>35</td><td>25</td></tr>
<tr><td>General administrative expenses</td><td>151</td><td>161</td></tr>
</table>

As of the balance sheet date, the balance sheet equity capital consists of the following components:

<table>
<tr><th></th><th>30.11.2013
in million Euro
(audited)</th><th>prior fiscal year (30.11.2012)
in million Euro
(audited)</th></tr>
<tr><td>Subscribed capital</td><td></td><td></td></tr>
<tr><td>Share capital</td><td>210.6</td><td>210.6</td></tr>
</table>
</td></tr>
</table>

	the issuer subsequent to the period covered by the historical financial information.	<table><tr><td>Silent partner capital</td><td>122.7</td><td>122.7</td></tr><tr><td>Capital reserves</td><td>196.3</td><td>195.8</td></tr><tr><td>Legal reserves</td><td>33.0</td><td>33.0</td></tr><tr><td>Other earnings reserves</td><td>27.9</td><td>27.9</td></tr></table> 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 13.3m (EUR 9.4m in the previous year). The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows: <table><tr><td></td><td>30.11.2013 in million Euro</td><td>prior fiscal year (30.11.2012) in million Euro</td></tr><tr><td>Equity capital on balance sheet</td><td>590.5</td><td>590.0</td></tr><tr><td>Less intangible assets</td><td>0</td><td>0</td></tr><tr><td>Core capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Supplementary capital</td><td>0.0</td><td>0.0</td></tr><tr><td>Equity capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Capital ratios</td><td></td><td></td></tr><tr><td>Tier one capital in %</td><td>37.5</td><td>33.6</td></tr><tr><td>Total capital ratio in %</td><td>37.5</td><td>33.6</td></tr></table> The Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material adverse change in the outlook of the Issuer has occurred. Furthermore, the Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material change has occurred in the financial or trading position.
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.	Not applicable; significant events that may have a material impact on the assessment of the Issuer's solvency have recently not occurred. 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 (*die den Verkaufsauftrag ausführende Stelle*) 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 optimize its organizational structure.
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	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 (*Aktiengesetz*, "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.	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with 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 (*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. **Security identification number** ISIN: DE000CF99EH9 Local Code: 4619C
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 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 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 Open End Turbo Bull Warrants with knock-out** Open End 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 Open End 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. In the event of exercise by the investor or following termination by the Issuer, in each case on a valuation date, the cash or termination amount received by the investors on the maturity date 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 Open End 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: At the latest the fifth common banking day following the exercise date or the termination date, as the case may be, at the registered office of the Issuer and the place of the central securities depositary. Exercise date(s): The last banking day of each month on which the warrant holder meets the exercise prerequisites. Valuation date: In case of an exercise the first exercise date, provided that such day is a Banking Day in London and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant adjustment exchange, or in case of a termination the day on which the

		termination becomes effective.
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants which the warrant holders have the right to exercise, the Issuer will transfer any amount payable 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. 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 this type of exercise, in order to exercise the option right the warrant holder must have submitted an effective exercise notice to the exercise agent within the exercise period and transferred the Warrants intended to be exercised to the Issuer, crediting its account with Clearstream Frankfurt or Clearstream Luxembourg, or to Euroclear. If the option right is not exercised effectively within the exercise period and 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: *887771* ISIN: *FR0000131104* Company: BNP Paribas Relevant stock exchange: Euronext Paris Reuters page: BNPP.PA Website: www.bnpparibas.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 includes all risks arising from contractual agreements and from the general legal environment under legal risks. Supervisory risks arise from the statutory framework applicable to the Issuer. • 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 value of his investment, a statement of that fact, together with a description of the circumstances in which such additional liability arises and the likely financial effect.	**<u>General risk factors of Warrants</u>** **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. **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** **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. **Risk of exercise of the Warrants and Issuer's right of termination** In the case of Open End Turbo Warrants with knock-out, there is a risk that the term may be ended unexpectedly. The term of the Warrants ends either with the effective exercise of the Warrants by the warrant holder, or with a termination of all the Warrants by the Issuer, or on the occurrence of a knock-out event or an early redemption of the Warrants, if the terms and conditions provide for early redemption of the Warrants. **Risk relating to adjustments of the strike and of the knock-out barrier** In the case of Open End Turbo Bull Warrants with knock-out, the strike and the knock-out barrier of the Warrants are subject to ongoing adjustment. In order to reflect the financing costs incurred by the Issuer in connection with the hedging transactions entered into for the Warrants, the strike of the Warrants is changed by an adjustment amount on a daily basis. **Investors should note that the adjustment rate** for adjusting the features of the Warrants specified by the Issuer using its reasonable discretion when determining the interest rate correction factor **may differ significantly in certain financing level adjustment periods**, if the prevailing market conditions so require, **from the adjustment rate determined for the first financing level adjustment period**. In addition, the relevant knock-out barrier for the respective following financing level adjustment period is adjusted by the Issuer in its reasonable discretion on an adjustment date pursuant to the terms and conditions of the Warrants. **Investors should therefore not assume that the knock-out barrier will always remain at roughly the same distance from the strike during the term of the Warrants**.
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 09/05/2014. The offeror of the Warrants is the Issuer. The issue date is: 09/05/2014 **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 0.25. 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 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 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 11 avril 2014 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG datée 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 assume la responsabilité du contenu de ce Résumé, y compris de toute traduction en étant faite. L'Émetteur ou toute personne ayant déposé le Résumé peut être jugé responsable, 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.	L'Émetteur prévoit une forte augmentation du taux de croissance de l'économie mondiale en 2014, de 2,4% à 3,1%. Pour les années suivantes, nous nous attendons à une nouvelle augmentation de 3,3% pour 2015 et à une hausse de 3,5 % pour 2016 et 2017. D'une façon générale, l'Émetteur s'attend au maintien d'écarts significatifs entre les différentes régions. L'Émetteur s'attend à une croissance modeste dans l'Eurozone (les prévisions de croissance de l'Émetteur sont de 0,9 % et de 1,0 % pour 2014 et 2015, respectivement) après avoir enregistré un taux de -0,4 % en 2013. La reprise économique devrait être dynamisée par la réduction des mesures publiques d'austérité, une politique monétaire favorable dans la durée de la part de la Banque Centrale Européenne (BCE), le redressement de l'économie mondiale et la diminution des facteurs d'incertitude. Un euro plus fort, un endettement plus élevé dans les secteurs privés et publics et des conditions de financement toujours difficiles (surtout pour les petites et moyennes entreprises et pour de nombreux États membres) devraient continuer à empêcher la croissance potentielle dans l'Eurozone. L'inflation devrait être très modérée dans l'ensemble de l'Eurozone. En 2014, les éléments importants seront « l'examen de la qualité des actifs » et le test de stress qui sont prévus et que la BCE réalisera en lien avec les autorités de

		contrôle nationales et l'Autorité bancaire européenne (ABE). Malgré les efforts actuels de nombreuses banques européennes pour réduire la dette et augmenter le capital, de nouveaux déficits ou insuffisances des banques dans certains pays pourraient apparaître au cours de ces recherches. Cette perspective et l'incertitude, qui prévaut actuellement sur la manière dont les besoins en capital pourraient être potentiellement satisfaits, pourraient entraîner une incertitude à la fois sur les marchés financiers et, potentiellement, à l'approche de ces tests. Étant donné les risques actuels de déflation et la faible croissance, nous nous attendons à ce que la BCE poursuive l'ajustement des taux d'intérêt et décide d'apports supplémentaires de liquidités si la situation du marché le nécessite. Compte tenu de la persistance des taux d'intérêt bas, de l'hésitation des clients et de la volatilité encore prévisible sur les marchés, le potentiel de croissance des bénéfices dans le secteur bancaire doit encore être considéré comme modeste. Des questions telles que les exigences en matière de capital, la réglementation et la restructuration seront encore des sujets essentiels dans le secteur bancaire en 2014 et marqueront de leur empreinte l'aspect financier des choses. Des réductions générales des coûts et la révision des modèles de gestion occuperont une fois de plus une place centrale. L'accroissement des exigences réglementaires en matière de fonds propres et de liquidités continuera à préoccuper l'ensemble du secteur financier et, sans aucun doute, augmentera fortement les charges d'exploitation. Pour l'Allemagne, l'Émetteur prévoit des taux de croissance de 1,9 % environ pour 2014 et de 1,7 % pour 2015. Aux États-Unis, il faut encore observer comme réagira la Réserve fédérale aux défis actuels et si les partis politiques des États-Unis peuvent parvenir à un accord sur le budget du pays. L'Asie semble stable et demeurera certainement attractive pour les investisseurs. Néanmoins, il faut encore voir comment la Chine résoudra certains de ses défis actuels. Pour les pays industriels, le taux d'inflation en 2014 devrait légèrement augmenter à 1,7 % et demeurer ensuite relativement stable les années suivantes. De même, en Allemagne, le taux d'inflation devrait osciller au-dessous de 2%. Concernant les taux d'inflation des pays émergents, l'Émetteur s'attend à une légère augmentation de 5,0 % en 2014 et de 5,2 % en 2015. Aucun projet de modification importante du modèle de gestion n'existe en 2014 pour l'Émetteur. Il continuera à s'axer sur son activité de base et, compte tenu de l'environnement difficile du marché, s'efforcera de maintenir et, si possible, d'étendre sa part actuelle de marché. À cet égard, l'Émetteur conseillera et soutiendra ses clients dans toutes les activités générales en s'appuyant sur le réseau mondial et les produits de Citi. En 2014, l'Émetteur mettra en œuvre une nouvelle fois un programme strict de gestion des coûts et de la comptabilité. Dans ce sens, il recherchera essentiellement à améliorer l'efficacité opérationnelle et à consolider davantage les structures de gouvernance d'entreprise. L'optimisation des procédures internes restera aussi l'objectif. Il n'existe aucun projet d'augmentation importante du portefeuille de clients, du volume des affaires et du choix de produits et services. L'Émetteur a cependant l'intention d'ajouter ponctuellement des clients stratégiquement importants à sa clientèle dans la mesure où peut être mis au point un modèle de gestion apportant des gains économiques durables pour ces clients et pour Citi. La solvabilité du portefeuille de clients actuel est considérée stable. L'exposition du portefeuille de prêts par

		rapport aux pays périphériques est limitée au maximum. Aucun préjudice important de cette exposition n'est présagé. Le capital-risque actuellement disponible est considéré comme totalement adéquat pour mener le modèle de gestion actuel. Étant donné les prévisions réalisées par les différentes divisions de l'Émetteur et les mesures décrites ci-dessus, la Banque prévoit à nouveau un bénéfice global pour l'exercice 2014 mais qui sera probablement légèrement inférieur à celui de 2013.
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 historiques et pour toute période intermédiaire	**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 2013 entre l'exercice budgétaire antérieur (exercice 2012) et l'exercice 2013 et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG :

	30.11.2013 en millions d'euros	**Exercice précédent (30.11.2012)**

ultérieure, accompagnées de données comparatives couvrant la même période de l'exercice précédent; la présentation des bilans de clôture suffit toutefois à remplir l'exigence d'informations bilancielles comparables.

Une déclaration attestant qu'aucune détérioration significative n'a eue de répercussions sur les perspectives de 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 de l'émetteur survenus après la période couverte par les informations financières historiques.

		en millions d'euros
Total du bilan	13.516	9.543
Volume d'activité	14.793	11.162
Fonds propres	590	590
Portefeuille des prêts	5.101	5.626
Nombre d'employés	270	334

	01.12.2012 - 30.11.2013 en millions d'euros	**Exercice précédent (01.12.2011 - 30.11.2012)** en millions d'euros
Revenus d'intérêt de l'exploitation	6	11
Commissions de courtage	80	111
Commissions d'opérations sur valeurs mobilières	15	18
Revenu net des opérations financières de négoce	35	25
Frais généraux et administratifs	151	161

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

	30.11.2013 en millions d'euros (audité)	**Exercice précédent (30.11.2012)** 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	196,3	195,8
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 13,3 millions d'euros (9,4 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 : **30.11.2013** en millions d'euros / **Exercice précédent (30.11.2012)** en millions d'euros Fonds propres au bilan: 590,5 / 590,0 Moins immobilisations: 0 / 0 Capital de base: 603,8 / 599,3 Capitaux supplémentaires: 0,0 / 0,0 Fonds propres: 603,8 / 599,3 Ratios de capitaux Fonds propres Tier one en %: 37,5 / 33,6 Ratio de capitaux totaux en %: 37,5 / 33,6 L'Émetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2013, aucune détérioration significative n'a affecté les perspectives de l'Émetteur. En outre, l'Émetteur déclare que depuis la date des derniers états financiers audités au 3o novembre 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale.
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'Émetteur 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 peut ne pas avoir déduit et payé la retenue à la source des dividendes reçus en relation avec des transactions communément appelées cum-ex transactions pour des actions qu'il conserve pour ses clients suivant les besoins. 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'euros 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. Le 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 une 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. Citigroup Global Markets Deutschland AG a obtenu l'avis juridique d'un bureau réputé de consultants en fiscalité ainsi que d'un cabinet réputé d'expertise

		comptable. A partir de ces avis, la direction de Citigroup Global Markets Deutschland AG considère que la probabilité d'obtenir gain de cause dans l'hypothèse d'une procédure judiciaire excède 50 pourcents. De ce fait, la direction de Citigroup Global Markets Deutschland AG a décidé de n'écrire dans ses comptes qu'une réserve au titre de l'avis juridique et des dépenses éventuelles de litige et a décidé à cet égard qu'un montant de 2 millions d'Euros était adéquat. 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: DE000CF99EH9 Numéro d'identification local : 4619C
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 *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	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.

	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.	
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 Open End Turbo Bull à barrière désactivante** Les Warrants Open End Turbo Bull à barrière désactivante 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 Open End Turbo Bull à barrière désactivante perde sa valeur ou quasiment sa valeur immédiatement (événement désactivant) 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. Lorsque l'investisseur fait jouer son droit d'exercice ou après clôture par l'Émetteur, dans les deux cas à une date d'évaluation, le montant en numéraire ou le montant d'arrivée à terme reçu par les investisseurs à la date d'échéance 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 Open End 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: Au plus tard le cinquième jour ouvrable bancaire suivant la date d'exercice ou la date de rappel, le cas échéant, au siège social de l'émetteur et de la place du dépositaire central des titres. Date d'exercice: Le dernier jour ouvrable de chaque mois au cours duquel le détenteur du warrant remplit les conditions d'exercice. Date d'évaluation: En cas d'exercice le premier date d'exercice, à condition que ce jour soit un jour ouvrable bancaire à Londres et un jour de bourse et un jour où les options et les contrats à terme portant sur le sous-jacent sont négociés sur la bourse d'ajustement de référence, ou en cas de rappel la journée à laquelle le rappel devient effectif.
C.17	Décrire la procédure de règlement des	Dans le cas de Warrants pour lesquels les détenteurs de warrant disposent d'un droit d'exercice à tout moment, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au

	instruments dérivés.	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 avec cette modalité d'exercice, afin d'exercer le droit d'option, le détenteur du warrant doit avoir soumis une notification d'exercice effectif à l'agent d'exercice au cours de la période d'exercice et avoir transféré les Warrants qui doivent être exercés à l'Émetteur, en créditant son compte chez Clearstream Francfort ou Clearstream Luxembourg, ou chez Euroclear. Si le droit d'option n'est pas exercé effectivement au cours de la période d'exercice et 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): *887771* ISIN: *FR0000131104* Société: BNP Paribas Bourse de valeurs mobilières concernée: Euronext Paris Page de Reuters: BNPP.PA Site Web: www.bnpparibas.com
Section 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 qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son 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 que des effets financiers probables de cette matérialisation.	**<u>Facteurs généraux de risque des Warrants</u>** **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 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. **<u>Facteurs de risque spécifiques au produit</u>** **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. **Risque d'exercice des warrants et du droit de l'Émetteur à la résiliation** Dans le cas des Warrants Turbo Open-End à barrière désactivante, le risque existe que la période de validité prenne fin inopinément. La période de validité des Warrants se termine soit avec l'exercice effectif des warrants par le détenteur du warrant, ou par la résiliation de tous les Warrants par l'Émetteur, ou lors de la survenue d'un événement désactivant ou d'un rachat anticipé des Warrants, si les termes et conditions prévoient le rachat anticipé des Warrants. **Risque relatif aux ajustements du prix d'exercice et de la barrière désactivante** Dans le cas de Warrants Turbo Open-End Bull à barrière désactivante, le prix d'exercice et la barrière désactivante des Warrants font l'objet d'un ajustement quotidien (ou mensuel pour la barrière désactivante). Afin de refléter les coûts de financement encourus par l'Émetteur associés aux opérations de couverture conclues pour les Warrants, le prix d'exercice des warrants est modifié quotidiennement par un montant d'ajustement. **Les investisseurs doivent prendre conscience que le taux d'ajustement** utilisé pour ajuster les caractéristiques des Warrants et spécifié par l'Émetteur à sa discrétion raisonnable lors de la détermination du facteur de correction de taux d'intérêt, **est susceptible de différer de manière significative au cours de certaines périodes d'ajustement du niveau de financement,** si les conditions prévalant sur le marché l'exigent, **du taux d'ajustement déterminé pour la première période d'ajustement du niveau de financement.** De plus, la barrière de désactivation correspondante pour les périodes respectives suivantes d'ajustement du niveau de financement est ajustée par l'Émetteur, à sa raisonnable discrétion, à une date d'ajustement conforme aux termes et conditions des Warrants. **Les investisseurs devraient donc ne pas supposer que la barrière désactivante demeurera toujours plus ou moins à la même distance**

		du prix d'exercice pendant la période de validité des Warrants.
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 09.05.2014. Les offreur des Warrants est: l'Émetteur La date d'émission est: 09.05.2014 **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 0,25. 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

08 May 2014

to the

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

OPEN END TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT
(TURBO INFINI BEST)

based on the following underlying:

Crédit Agricole

ISIN: DE000CF99EJ5

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 Open End Turbo Warrants with knock-out (Product No. 3) (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 11 April 2014, 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 Open End 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 Open End 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 and/or No. 4 of the Issue Specific 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 or Termination of the Warrants by the Issuer (No. 2 of the General Conditions and/or No. 4 of the Issue Specific 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 Depositaries**":	Euroclear System, Brussels; Clearstream Banking S.A., Luxembourg
"**Adjustment Date**":	The first Banking Day in Frankfurt of each month.
"**Adjustment due to Dividend Payments**":	In case of dividends or other equivalent cash distributions on a share or one or more shares represented in an index, the Issuer will adjust the effective Strike and, as the case may be,

	the effective Knock-Out Barrier at its reasonable discretion. The adjustment will be effected at the day on which shares of the respective company, for which dividends or other equivalent cash distributions are made, are traded ex-dividend on its home exchange.
"**Adjustment Rate**":	The Adjustment Rate for the first Financing Level Adjustment Period corresponds to the relevant rate as specified in Table 1 of the Annex to the Issue Specific Conditions for the first Financing Level Adjustment Period. The Adjustment Rate applicable in each succeeding Adjustment Period composes as follows: in case of Open End Turbo Bull Warrants the sum of, and for Open End Turbo Bear Warrants the difference of (i) the interest rate ("**Reference Interest Rate**") as published on the Reuters page EURIBOR1M= (or a replacing page) for EUR-Rates Ref., USDVIEW (or a replacing page) for US-Rates Ref., JPYVIEW (or a replacing page) for Yen-Rates Ref., CHFLIBOR (or a replacing page) for CHF-Rates Ref., HKDVIEW (or a replacing page) for HKD-Rates Ref., and SEKVIEW (or a replacing page) for SEK-Rates Ref. at the last day of the respective preceding Financing Level Adjustment Period and (ii) the Interest Rate Correction Factor applicable in the respective Financing Level Adjustment Period. If the Reference Interest Rate is no longer displayed in one of the manners described above, the Issuer is entitled to determine at its reasonable discretion a Reference Interest Rate based on the market practice prevailing at the time and giving due consideration to the prevailing market conditions.
"**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**	Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

"**Depositary**":	France
"**Clearing Territory of the Central Securities Depositary**":	France
"**Currency Conversion Date**":	As specified in Table 2 of the Annex to the Issue Specific Conditions.
"**Exchange Rate Reference Agent**":	not applicable
"**Exercise Date**":	The last Banking Day of each month 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).
"**Financing Level Adjustment Period**":	The period from the Issue Date until the first Adjustment Date (inclusive) and each following period from an Adjustment Date (exclusive) until the next following Adjustment Date (inclusive).
"**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.
"**Interest Rate Correction Factor**":	An interest rate determined for each Financing Level Adjustment Period by the Issuer at its reasonable discretion taking into account the then prevailing market environment. It may be different for Bull and Bear 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**":	On the Issue Date, the Knock-Out Barrier is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Knock-Out Cash Amount**":	zero
"**Maturity Date**":	The earlier of the Payment Date upon Exercise or the Payment Date upon Termination.
"**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 Exercise Date + 1**":	not applicable

"**Modified Exercise Date**":	The Exercise Date provided that such day 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, otherwise the first day following the Exercise Date on which the aforementioned prerequisites are met.
"**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**":	Period from the Issue Date (inclusive) until the Valuation Date (inclusive).
"**Payment Date upon Exercise**":	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.
"**Payment Date upon Termination**":	At the latest the fifth common Banking Day following the Termination 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**":	On the Issue Date, the Strike is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Type**":	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 + 1**":	not applicable

"**Valuation Date**": As specified in Table 2 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. 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 (No. 2b (2) of the Issue Specific Conditions) of the Warrant (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. 2b
Adjustment Amount

(1) The respective "**Strike**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Strike shall be adjusted on each calendar day during a Financing Level Adjustment Period by the Adjustment Amount calculated by the Issuer for that relevant calendar day. The Adjustment Amount for the Warrants may vary. The "**Adjustment Amount**" of a series applying for each calendar day during the respective Financing Level Adjustment Period shall be equal to the result obtained by multiplying the Strike applying on the Adjustment Date falling in that Financing Level Adjustment Period by the Adjustment Rate applicable in that Financing Level Adjustment Period and converted to the amount for one calendar day using the actual/360 day count convention. The resulting Strike for each calendar day shall be rounded to three decimal places in accordance with normal commercial practice, but the calculation of the next following Strike in each case shall be based on the unrounded Strike for the preceding day. The calculations for the first Financing Level Adjustment Period shall be based on the Strike on the Issue Date.

(2) The respective "**Knock-Out Barrier**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Knock-Out Barrier shall be determined by the Issuer on each calendar day in such a way that it corresponds to the respective Strike adjusted in accordance with the preceding paragraph.

(3) In the event of dividend payments or other cash distributions equivalent to dividend payments in respect of the Underlying (applicable in the case of shares as the Underlying) or in respect of the shares on which the Underlying is based (applicable in the case of stock indices as the Underlying), the Strike applying in each case and, where relevant, the Knock-Out Barrier shall be adjusted in accordance with No. 2 (3) of the Issue Specific Conditions (Adjustment due to Dividend Payments).

No. 3
Exercise of the Option Rights

(1) The Warrants may be exercised by the Warrant Holder only with effect as of an Exercise Date in accordance with No. 2 (3) of the Issue Specific Conditions. 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 at the latest by 10:00 a.m. (local time at the location of the relevant Exercise Agent) on the Exercise Date. The provisions of paragraphs (2) to (4) of this No. 3 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 Paris and Frankfurt am Main 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 fifteen (15) 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) 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.

(4) 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
Termination

(1) The Issuer shall have the right to terminate all of the Warrants of a series during their term with a notice period of 4 weeks by giving notice in accordance with No. 4 of the General Conditions with effect as of the Termination Date specified in the notice (the "**Termination Date**"). Termination in accordance with this No. 4 may not be effected earlier than 3 months after the Issue Date. All Termination Notices issued pursuant to this No. 4 are irrevocable and must specify the Termination Date. The Termination shall become effective on the date specified in the announcement of the notice. For the purposes of calculating the Cash Amount in accordance with No. 2 of the Issue Specific Conditions, the date on which the Termination becomes effective shall be deemed to be the Valuation Date within the meaning of these Terms and Conditions.

(2) In the event of Termination by the Issuer, No. 3 of the Issue Specific Conditions shall not apply. The Exercise Date within the meaning of No. 2 (3) of the Issue Specific Conditions shall in this case be the date on which the Termination becomes effective. The Payment Date shall be the Payment Date upon Termination in accordance with paragraph (3) of this No. 4.

(3) In this event, the Issuer will transfer the Cash Amount for all of the Warrants affected by the Termination to the Central Securities Depositary within five (5) Banking Days at the head office of the Issuer and at the location of the Central Securities Depositary after the

Termination Date for the credit of the Warrant Holders registered with the Central Securities Depositary on the second day following the Termination Date (referred to in the following as "**Payment Date upon Termination**"). 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. In the event that the onward transfer is not possible within three months after the Payment Date upon Termination ("**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.

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. "**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: 09/05/2014
Initial value date in France: 14/05/2014

ISIN / Local Trading Code	Underlying	Type	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike on the Issue Date / Knock-Out Barrier on the Issue Date	Multiplier	Adjustment Rate in the 1st Financing Level Adjustment Period	Number	Reference Price of the Underlying ("Reference Price")
DE000CF99EJ5 / 4623C	Crédit Agricole	BEAR	No	EUR 0.76	Euro (EUR)	EUR 15.00 / EUR 15.00	0.2	-3.76 %	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 / Relevant Adjustment Exchange for the Underlying ("Adjustment Exchange")	Valuation Date / Currency Conversion Date	Currency in which the Reference Price is expressed ("Reference Currency")
Crédit Agricole S.A. / Common Shares	FR0000045072	Euronext Paris / EUREX Frankfurt	Modified Exercise Date / 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	:	STOXX Limited, Zurich, Switzerland
Dow Jones & Company, Inc.	:	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.	:	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 Paris	:	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 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, Spain
NYSE	:	New York Stock Exchange, New York, NY, USA
OCC	:	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):

- **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)**
- **Risk of exercise of the Warrants and Issuer's right of termination**
- **Risk relating to adjustments of the strike and of the knock-out barrier**

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 09/05/2014.

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.credit-agricole.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		
A.1	This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the "**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 11 April 2014 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 has assumed responsibility for this Summary including any translations of the same. The Issuer or persons who have tabled the Summary may be held liable, 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 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.	**Domicile** Frankfurt 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.
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Issuer is forecasting a significant increase in the growth rate for the global economy in 2014, climbing from 2.4% to 3.1%. For the years thereafter, we are anticipating a further increase to 3.3% for 2015 and a rise to 3.5% for 2016 and 2017. Overall, the Issuer continues to expect significant differences between the individual regions. The Issuer expects modest growth in the Eurozone (the Issuer's growth projections are 0.9% and 1.0% for 2014 and 2015, respectively) after having reported a -0.4% rate in 2013. The economic recovery should be buoyed by scaled-down public austerity measures, a continuing supportive monetary policy from the European Central Bank (ECB), a recovering global economy and a decline in the factors of uncertainty. A stronger Euro, higher debt loads in the private and public sectors and a persistently difficult financing terms and conditions (above all for small and mid-sized companies and for many Member States) should continue to inhibit the growth potential in the Eurozone. Inflation should be very modest in the entire Eurozone. Important factors in 2014 will be the planned "Asset Quality Review" and the stress test, which the ECB will perform in conjunction with national supervisory authorities and the European Bank Authority (EBA). Despite the current efforts by many European banks to lower debt and raise capital, new capital shortfalls or gaps at the banks in some countries could come to light during the course of these investigations. This prospect and the currently prevailing uncertainty about how such capital shortfalls could be potentially filled could cause uncertainty both on the financial markets and potentially in the run-up to these tests. Given the current risks of deflation and weak growth, we expect that the ECB will further adjust interest rates, and will decide on additional liquidity measures, if the market situation necessitates such action. In light of the continued low interest rates, the hesitancy of clients, and the volatility still anticipated on the markets, the potential for earnings growth within the banking industry must still be viewed as modest. Issues such as capital requirements, regulation and restructuring will again be the major themes in the banking industry in 2014 and will leave their mark on the cost side of things. General cost reductions and the review of the business models will once again take center stage. Increased regulatory requirements concerning equity capital and liquidity will continue to preoccupy the entire financial industry and will without question significantly increase operating costs. For Germany, the Issuer is forecasting growth rates of about 1.9% for 2014 and 1.7% for 2015. In the United States, it remains to be seen how the Federal Reserve will react to the current challenges and whether the political parties in the US can reach an agreement on the US budget. Asia is viewed as stable and will certainly remain attractive to investors. Nevertheless, it remains to be seen how China will resolve some of its current challenges. For the industrial countries, the inflation rate in 2014 should increase slightly to 1.7%, and then remain relatively stable in the years thereafter. Also in Germany, the inflation rate should hover below 2%. With respect to the inflation rates for

		the emerging countries, the Issuer expects a slight increase to 5.0% in 2014 and to 5.2% in 2015. There are no plans for the Issuer's business model to change significantly in 2014. The Issuer will continue to focus on its core business and, in light of the difficult market environment, direct its attention to maintaining and, where possible, expanding its current market share. In this respect, the Issuer will advise and support its clients in all global activities by relying on the global network and products of Citi. In 2014, the Issuer shall once again operate a disciplined cost and accounting management program. It will direct most of its attention in this regard to improving operational efficiency and to further strengthening the corporate governance structures. Optimizing internal procedures will also remain a focus. There is no plan to significantly expand the client portfolio, the volume of business and the selection of products and services. The Issuer does intend, however, to selectively add strategically important clients to its client base, to the extent that a business model can be developed which provides sustainable economic benefits for these clients and Citi. The credit standing of the current client portfolio is viewed as stable. The loan portfolio exposure to the peripheral countries is to the largest extent limited. No significant detriment from that exposure is anticipated. The risk capital currently available is viewed as absolutely adequate for running the current business model. Given the forecasts made by the individual Issuer's divisions and the measures described above, the Bank is again projecting an overall profit for fiscal year 2014, but it will probably be slightly lower than the 2013 profit.
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 has decided not to make any profit forecasts or profit estimates in the Base Prospectus.

<table>
<tr><td>B.10</td><td>A description of the nature of any qualifications in the audit report on the historical financial information.</td><td>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.</td></tr>
<tr><td>B.12</td><td>Selected historical key financial information regarding the issuer, presented for each financial year of the period covered by the historical financial information and any subsequent interim financial period accompanied by comparative data from the same period in the prior financial year, except that the requirement for comparative balance sheet information is satisfied by presenting the year-end balance sheet information. A statement that there has been no material adverse change in the prospects of the issuer since the date of its last published audited financial statements or a description of any material adverse change.

A description of significant changes in the financial or trading position of</td><td>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 2013 between the prior fiscal year (fiscal year 2012) and fiscal year 2013 and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

<table>
<tr><th></th><th>30.11.2013
in million Euro</th><th>prior fiscal year (30.11.2012)
in million Euro</th></tr>
<tr><td>Balance sheet total</td><td>13,516</td><td>9,543</td></tr>
<tr><td>Business volume</td><td>14,793</td><td>11,162</td></tr>
<tr><td>Equity capital</td><td>590</td><td>590</td></tr>
<tr><td>Loan portfolio</td><td>5,101</td><td>5,626</td></tr>
<tr><td>Number of employees</td><td>270</td><td>334</td></tr>
</table>

<table>
<tr><th></th><th>01.12.2012 - 30.11.2013
in million Euro</th><th>prior fiscal year (01.12.2011 - 30.11.2012)
in million Euro</th></tr>
<tr><td>Interest income from operations</td><td>6</td><td>11</td></tr>
<tr><td>Commissions from brokerage business</td><td>80</td><td>111</td></tr>
<tr><td>Commissions from securities business</td><td>15</td><td>18</td></tr>
<tr><td>Net income from financial trading operations</td><td>35</td><td>25</td></tr>
<tr><td>General administrative expenses</td><td>151</td><td>161</td></tr>
</table>

As of the balance sheet date, the balance sheet equity capital consists of the following components:

<table>
<tr><th></th><th>30.11.2013
in million Euro
(audited)</th><th>prior fiscal year (30.11.2012)
in million Euro
(audited)</th></tr>
<tr><td>Subscribed capital</td><td></td><td></td></tr>
<tr><td>Share capital</td><td>210.6</td><td>210.6</td></tr>
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</td></tr>
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	the issuer subsequent to the period covered by the historical financial information.	<table><tr><td>Silent partner capital</td><td>122.7</td><td>122.7</td></tr><tr><td>Capital reserves</td><td>196.3</td><td>195.8</td></tr><tr><td>Legal reserves</td><td>33.0</td><td>33.0</td></tr><tr><td>Other earnings reserves</td><td>27.9</td><td>27.9</td></tr></table> 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 13.3m (EUR 9.4m in the previous year). The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows: <table><tr><td></td><td>30.11.2013 in million Euro</td><td>prior fiscal year (30.11.2012) in million Euro</td></tr><tr><td>Equity capital on balance sheet</td><td>590.5</td><td>590.0</td></tr><tr><td>Less intangible assets</td><td>0</td><td>0</td></tr><tr><td>Core capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Supplementary capital</td><td>0.0</td><td>0.0</td></tr><tr><td>Equity capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Capital ratios</td><td></td><td></td></tr><tr><td>Tier one capital in %</td><td>37.5</td><td>33.6</td></tr><tr><td>Total capital ratio in %</td><td>37.5</td><td>33.6</td></tr></table> The Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material adverse change in the outlook of the Issuer has occurred. Furthermore, the Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material change has occurred in the financial or trading position.
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.	Not applicable; significant events that may have a material impact on the assessment of the Issuer's solvency have recently not occurred. 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 (*die den Verkaufsauftrag ausführende Stelle*) 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 optimize its organizational structure.
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	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 (*Aktiengesetz*, "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.	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with 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 (*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. **Security identification number** ISIN: DE000CF99EJ5 Local Code: 4623C
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 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 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 Open End Turbo Bear Warrants with knock-out** Open End 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 Open End 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. In the event of exercise by the investor or following termination by the Issuer, in each case on a valuation date, the cash or termination amount received by the investors on the maturity date 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 Open End 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 derivative securities – the exercise date or final reference date.	Maturity date: At the latest the fifth common banking day following the exercise date or the termination date, as the case may be, at the registered office of the Issuer and the place of the central securities depositary. Exercise date(s): The last banking day of each month on which the warrant holder meets the exercise prerequisites. Valuation date: In case of an exercise the first exercise date, provided that such day is a Banking Day in London and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant adjustment exchange, or in case of a termination the day on which the

		termination becomes effective.
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants which the warrant holders have the right to exercise, the Issuer will transfer any amount payable 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. 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 this type of exercise, in order to exercise the option right the warrant holder must have submitted an effective exercise notice to the exercise agent within the exercise period and transferred the Warrants intended to be exercised to the Issuer, crediting its account with Clearstream Frankfurt or Clearstream Luxembourg, or to Euroclear. If the option right is not exercised effectively within the exercise period and 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: *982285* ISIN: *FR0000045072* Company: Crédit Agricole S.A. Relevant stock exchange: Euronext Paris Reuters page: CAGR.PA Website: www.credit-agricole.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 includes all risks arising from contractual agreements and from the general legal environment under legal risks. Supervisory risks arise from the statutory framework applicable to the Issuer. • 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 value of his investment, a statement of that fact, together with a description of the circumstances in which such additional liability arises and the likely financial effect.	**<u>General risk factors of Warrants</u>** **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. **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** **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. **Risk of exercise of the Warrants and Issuer's right of termination** In the case of Open End Turbo Warrants with knock-out, there is a risk that the term may be ended unexpectedly. The term of the Warrants ends either with the effective exercise of the Warrants by the warrant holder, or with a termination of all the Warrants by the Issuer, or on the occurrence of a knock-out event or an early redemption of the Warrants, if the terms and conditions provide for early redemption of the Warrants. **Risk relating to adjustments of the strike and of the knock-out barrier** In the case of Open End Turbo Bear Warrants with knock-out, the strike and the knock-out barrier of the Warrants are subject to ongoing adjustment. In order to reflect the financing costs incurred by the Issuer in connection with the hedging transactions entered into for the Warrants, the strike of the Warrants is changed by an adjustment amount on a daily basis. **Investors should note that the adjustment rate** for adjusting the features of the Warrants specified by the Issuer using its reasonable discretion when determining the interest rate correction factor **may differ significantly in certain financing level adjustment periods**, if the prevailing market conditions so require, **from the adjustment rate determined for the first financing level adjustment period**. In addition, the relevant knock-out barrier for the respective following financing level adjustment period is adjusted by the Issuer in its reasonable discretion on an adjustment date pursuant to the terms and conditions of the Warrants. **Investors should therefore not assume that the knock-out barrier will always remain at roughly the same distance from the strike during the term of the Warrants**.
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 09/05/2014. The offeror of the Warrants is the Issuer. The issue date is: 09/05/2014 **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 0.76. 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 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 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 11 avril 2014 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG datée 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 assume la responsabilité du contenu de ce Résumé, y compris de toute traduction en étant faite. L'Émetteur ou toute personne ayant déposé le Résumé peut être jugé responsable, 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.	L'Émetteur prévoit une forte augmentation du taux de croissance de l'économie mondiale en 2014, de 2,4% à 3,1%. Pour les années suivantes, nous nous attendons à une nouvelle augmentation de 3,3% pour 2015 et à une hausse de 3,5 % pour 2016 et 2017. D'une façon générale, l'Émetteur s'attend au maintien d'écarts significatifs entre les différentes régions. L'Émetteur s'attend à une croissance modeste dans l'Eurozone (les prévisions de croissance de l'Émetteur sont de 0,9 % et de 1,0 % pour 2014 et 2015, respectivement) après avoir enregistré un taux de -0,4 % en 2013. La reprise économique devrait être dynamisée par la réduction des mesures publiques d'austérité, une politique monétaire favorable dans la durée de la part de la Banque Centrale Européenne (BCE), le redressement de l'économie mondiale et la diminution des facteurs d'incertitude. Un euro plus fort, un endettement plus élevé dans les secteurs privés et publics et des conditions de financement toujours difficiles (surtout pour les petites et moyennes entreprises et pour de nombreux États membres) devraient continuer à empêcher la croissance potentielle dans l'Eurozone. L'inflation devrait être très modérée dans l'ensemble de l'Eurozone. En 2014, les éléments importants seront « l'examen de la qualité des actifs » et le test de stress qui sont prévus et que la BCE réalisera en lien avec les autorités de

		contrôle nationales et l'Autorité bancaire européenne (ABE). Malgré les efforts actuels de nombreuses banques européennes pour réduire la dette et augmenter le capital, de nouveaux déficits ou insuffisances des banques dans certains pays pourraient apparaître au cours de ces recherches. Cette perspective et l'incertitude, qui prévaut actuellement sur la manière dont les besoins en capital pourraient être potentiellement satisfaits, pourraient entraîner une incertitude à la fois sur les marchés financiers et, potentiellement, à l'approche de ces tests. Étant donné les risques actuels de déflation et la faible croissance, nous nous attendons à ce que la BCE poursuive l'ajustement des taux d'intérêt et décide d'apports supplémentaires de liquidités si la situation du marché le nécessite. Compte tenu de la persistance des taux d'intérêt bas, de l'hésitation des clients et de la volatilité encore prévisible sur les marchés, le potentiel de croissance des bénéfices dans le secteur bancaire doit encore être considéré comme modeste. Des questions telles que les exigences en matière de capital, la réglementation et la restructuration seront encore des sujets essentiels dans le secteur bancaire en 2014 et marqueront de leur empreinte l'aspect financier des choses. Des réductions générales des coûts et la révision des modèles de gestion occuperont une fois de plus une place centrale. L'accroissement des exigences réglementaires en matière de fonds propres et de liquidités continuera à préoccuper l'ensemble du secteur financier et, sans aucun doute, augmentera fortement les charges d'exploitation. Pour l'Allemagne, l'Émetteur prévoit des taux de croissance de 1,9 % environ pour 2014 et de 1,7 % pour 2015. Aux États-Unis, il faut encore observer comme réagira la Réserve fédérale aux défis actuels et si les partis politiques des États-Unis peuvent parvenir à un accord sur le budget du pays. L'Asie semble stable et demeurera certainement attractive pour les investisseurs. Néanmoins, il faut encore voir comment la Chine résoudra certains de ses défis actuels. Pour les pays industriels, le taux d'inflation en 2014 devrait légèrement augmenter à 1,7 % et demeurer ensuite relativement stable les années suivantes. De même, en Allemagne, le taux d'inflation devrait osciller au-dessous de 2%. Concernant les taux d'inflation des pays émergents, l'Émetteur s'attend à une légère augmentation de 5,0 % en 2014 et de 5,2 % en 2015. Aucun projet de modification importante du modèle de gestion n'existe en 2014 pour l'Émetteur. Il continuera à s'axer sur son activité de base et, compte tenu de l'environnement difficile du marché, s'efforcera de maintenir et, si possible, d'étendre sa part actuelle de marché. À cet égard, l'Émetteur conseillera et soutiendra ses clients dans toutes les activités générales en s'appuyant sur le réseau mondial et les produits de Citi. En 2014, l'Émetteur mettra en œuvre une nouvelle fois un programme strict de gestion des coûts et de la comptabilité. Dans ce sens, il recherchera essentiellement à améliorer l'efficacité opérationnelle et à consolider davantage les structures de gouvernance d'entreprise. L'optimisation des procédures internes restera aussi l'objectif. Il n'existe aucun projet d'augmentation importante du portefeuille de clients, du volume des affaires et du choix de produits et services. L'Émetteur a cependant l'intention d'ajouter ponctuellement des clients stratégiquement importants à sa clientèle dans la mesure où peut être mis au point un modèle de gestion apportant des gains économiques durables pour ces clients et pour Citi. La solvabilité du portefeuille de clients actuel est considérée stable. L'exposition du portefeuille de prêts par

		rapport aux pays périphériques est limitée au maximum. Aucun préjudice important de cette exposition n'est présagé. Le capital-risque actuellement disponible est considéré comme totalement adéquat pour mener le modèle de gestion actuel. Étant donné les prévisions réalisées par les différentes divisions de l'Émetteur et les mesures décrites ci-dessus, la Banque prévoit à nouveau un bénéfice global pour l'exercice 2014 mais qui sera probablement légèrement inférieur à celui de 2013.
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 historiques et pour toute période intermédiaire	**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 2013 entre l'exercice budgétaire antérieur (exercice 2012) et l'exercice 2013 et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG :

	30.11.2013 en millions d'euros	**Exercice précédent (30.11.2012)**

ultérieure, accompagnées de données comparatives couvrant la même période de l'exercice précédent; la présentation des bilans de clôture suffit toutefois à remplir l'exigence d'informations bilancielles comparables.

Une déclaration attestant qu'aucune détérioration significative n'a eue de répercussions sur les perspectives de 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 de l'émetteur survenus après la période couverte par les informations financières historiques.

		en millions d'euros
Total du bilan	13.516	9.543
Volume d'activité	14.793	11.162
Fonds propres	590	590
Portefeuille des prêts	5.101	5.626
Nombre d'employés	270	334

	01.12.2012 - 30.11.2013 en millions d'euros	**Exercice précédent (01.12.2011 - 30.11.2012)** en millions d'euros
Revenus d'intérêt de l'exploitation	6	11
Commissions de courtage	80	111
Commissions d'opérations sur valeurs mobilières	15	18
Revenu net des opérations financières de négoce	35	25
Frais généraux et administratifs	151	161

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

	30.11.2013 en millions d'euros (audité)	**Exercice précédent (30.11.2012)** 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	196,3	195,8
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 13,3 millions d'euros (9,4 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 : **30.11.2013** en millions d'euros / **Exercice précédent (30.11.2012)** en millions d'euros Fonds propres au bilan: 590,5 / 590,0 Moins immobilisations: 0 / 0 Capital de base: 603,8 / 599,3 Capitaux supplémentaires: 0,0 / 0,0 Fonds propres: 603,8 / 599,3 Ratios de capitaux Fonds propres Tier one en %: 37,5 / 33,6 Ratio de capitaux totaux en %: 37,5 / 33,6 L'Émetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2013, aucune détérioration significative n'a affecté les perspectives de l'Émetteur. En outre, l'Émetteur déclare que depuis la date des derniers états financiers audités au 3o novembre 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale.
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'Émetteur 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 peut ne pas avoir déduit et payé la retenue à la source des dividendes reçus en relation avec des transactions communément appelées cum-ex transactions pour des actions qu'il conserve pour ses clients suivant les besoins. 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'euros 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. Le 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 une 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. Citigroup Global Markets Deutschland AG a obtenu l'avis juridique d'un bureau réputé de consultants en fiscalité ainsi que d'un cabinet réputé d'expertise

		comptable. A partir de ces avis, la direction de Citigroup Global Markets Deutschland AG considère que la probabilité d'obtenir gain de cause dans l'hypothèse d'une procédure judiciaire excède 50 pourcents. De ce fait, la direction de Citigroup Global Markets Deutschland AG a décidé de n'écrire dans ses comptes qu'une réserve au titre de l'avis juridique et des dépenses éventuelles de litige et a décidé à cet égard qu'un montant de 2 millions d'Euros était adéquat. 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: DE000CF99EJ5 Numéro d'identification local : 4623C
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 *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	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.

	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.	
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 Open End Turbo Bear à barrière désactivante** Les Warrants Open End Turbo Bear 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 Open End Turbo Bear à barrière désactivante perde sa valeur ou quasiment sa valeur immédiatement (événement désactivant) 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. Lorsque l'investisseur fait jouer son droit d'exercice ou après clôture par l'Émetteur, dans les deux cas à une date d'évaluation, le montant en numéraire ou le montant d'arrivée à terme reçu par les investisseurs à la date d'échéance 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 Open End 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: Au plus tard le cinquième jour ouvrable bancaire suivant la date d'exercice ou la date de rappel, le cas échéant, au siège social de l'émetteur et de la place du dépositaire central des titres. Date d'exercice: Le dernier jour ouvrable de chaque mois au cours duquel le détenteur du warrant remplit les conditions d'exercice. Date d'évaluation: En cas d'exercice le premier date d'exercice, à condition que ce jour soit un jour ouvrable bancaire à Londres et un jour de bourse et un jour où les options et les contrats à terme portant sur le sous-jacent sont négociés sur la bourse d'ajustement de référence, ou en cas de rappel la journée à laquelle le rappel devient effectif.
C.17	Décrire la procédure de règlement des	Dans le cas de Warrants pour lesquels les détenteurs de warrant disposent d'un droit d'exercice à tout moment, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au

	instruments dérivés.	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 avec cette modalité d'exercice, afin d'exercer le droit d'option, le détenteur du warrant doit avoir soumis une notification d'exercice effectif à l'agent d'exercice au cours de la période d'exercice et avoir transféré les Warrants qui doivent être exercés à l'Émetteur, en créditant son compte chez Clearstream Francfort ou Clearstream Luxembourg, ou chez Euroclear. Si le droit d'option n'est pas exercé effectivement au cours de la période d'exercice et 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): *982285* ISIN: *FR0000045072* Société: Crédit Agricole S.A. Bourse de valeurs mobilières concernée: Euronext Paris Page de Reuters: CAGR.PA Site Web: www.credit-agricole.com
Section 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 qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son 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 que des effets financiers probables de cette matérialisation.	**<u>Facteurs généraux de risque des Warrants</u>** **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 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. **<u>Facteurs de risque spécifiques au produit</u>** **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. **Risque d'exercice des warrants et du droit de l'Émetteur à la résiliation** Dans le cas des Warrants Turbo Open-End à barrière désactivante, le risque existe que la période de validité prenne fin inopinément. La période de validité des Warrants se termine soit avec l'exercice effectif des warrants par le détenteur du warrant, ou par la résiliation de tous les Warrants par l'Émetteur, ou lors de la survenue d'un événement désactivant ou d'un rachat anticipé des Warrants, si les termes et conditions prévoient le rachat anticipé des Warrants. **Risque relatif aux ajustements du prix d'exercice et de la barrière désactivante** Dans le cas de Warrants Turbo Open-End Bear à barrière désactivante, le prix d'exercice et la barrière désactivante des Warrants font l'objet d'un ajustement quotidien (ou mensuel pour la barrière désactivante). Afin de refléter les coûts de financement encourus par l'Émetteur associés aux opérations de couverture conclues pour les Warrants, le prix d'exercice des warrants est modifié quotidiennement par un montant d'ajustement. **Les investisseurs doivent prendre conscience que le taux d'ajustement** utilisé pour ajuster les caractéristiques des Warrants et spécifié par l'Émetteur à sa discrétion raisonnable lors de la détermination du facteur de correction de taux d'intérêt, **est susceptible de différer de manière significative au cours de certaines périodes d'ajustement du niveau de financement,** si les conditions prévalant sur le marché l'exigent, **du taux d'ajustement déterminé pour la première période d'ajustement du niveau de financement.** De plus, la barrière de désactivation correspondante pour les périodes respectives suivantes d'ajustement du niveau de financement est ajustée par l'Émetteur, à sa raisonnable discrétion, à une date d'ajustement conforme aux termes et conditions des Warrants. **Les investisseurs devraient donc ne pas supposer que la**

		barrière désactivante demeurera toujours plus ou moins à la même distance du prix d'exercice pendant la période de validité des Warrants.
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 09.05.2014. Les offreur des Warrants est: l'Émetteur La date d'émission est: 09.05.2014 **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 0,76. 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

08 May 2014

to the

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

OPEN END TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT
(TURBO INFINI BEST)

based on the following underlying:

Crédit Agricole

ISIN: DE000CF99EK3

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 Open End Turbo Warrants with knock-out (Product No. 3) (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 11 April 2014, 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 Open End 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 Open End 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 and/or No. 4 of the Issue Specific 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 or Termination of the Warrants by the Issuer (No. 2 of the General Conditions and/or No. 4 of the Issue Specific 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 Depositaries**":	Euroclear System, Brussels; Clearstream Banking S.A., Luxembourg
"**Adjustment Date**":	The first Banking Day in Frankfurt of each month.
"**Adjustment due to Dividend Payments**":	In case of dividends or other equivalent cash distributions on a share or one or more shares represented in an index, the Issuer will adjust the effective Strike and, as the case may be,

	the effective Knock-Out Barrier at its reasonable discretion. The adjustment will be effected at the day on which shares of the respective company, for which dividends or other equivalent cash distributions are made, are traded ex-dividend on its home exchange.
"**Adjustment Rate**":	The Adjustment Rate for the first Financing Level Adjustment Period corresponds to the relevant rate as specified in Table 1 of the Annex to the Issue Specific Conditions for the first Financing Level Adjustment Period. The Adjustment Rate applicable in each succeeding Adjustment Period composes as follows: in case of Open End Turbo Bull Warrants the sum of, and for Open End Turbo Bear Warrants the difference of (i) the interest rate ("**Reference Interest Rate**") as published on the Reuters page EURIBOR1M= (or a replacing page) for EUR-Rates Ref., USDVIEW (or a replacing page) for US-Rates Ref., JPYVIEW (or a replacing page) for Yen-Rates Ref., CHFLIBOR (or a replacing page) for CHF-Rates Ref., HKDVIEW (or a replacing page) for HKD-Rates Ref., and SEKVIEW (or a replacing page) for SEK-Rates Ref. at the last day of the respective preceding Financing Level Adjustment Period and (ii) the Interest Rate Correction Factor applicable in the respective Financing Level Adjustment Period. If the Reference Interest Rate is no longer displayed in one of the manners described above, the Issuer is entitled to determine at its reasonable discretion a Reference Interest Rate based on the market practice prevailing at the time and giving due consideration to the prevailing market conditions.
"**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**	Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

"**Depositary**":	France
"**Clearing Territory of the Central Securities Depositary**":	France
"**Currency Conversion Date**":	As specified in Table 2 of the Annex to the Issue Specific Conditions.
"**Exchange Rate Reference Agent**":	not applicable
"**Exercise Date**":	The last Banking Day of each month 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).
"**Financing Level Adjustment Period**":	The period from the Issue Date until the first Adjustment Date (inclusive) and each following period from an Adjustment Date (exclusive) until the next following Adjustment Date (inclusive).
"**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.
"**Interest Rate Correction Factor**":	An interest rate determined for each Financing Level Adjustment Period by the Issuer at its reasonable discretion taking into account the then prevailing market environment. It may be different for Bull and Bear 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**":	On the Issue Date, the Knock-Out Barrier is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Knock-Out Cash Amount**":	zero
"**Maturity Date**":	The earlier of the Payment Date upon Exercise or the Payment Date upon Termination.
"**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 Exercise Date + 1**":	not applicable

"**Modified Exercise Date**":	The Exercise Date provided that such day 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, otherwise the first day following the Exercise Date on which the aforementioned prerequisites are met.
"**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**":	Period from the Issue Date (inclusive) until the Valuation Date (inclusive).
"**Payment Date upon Exercise**":	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.
"**Payment Date upon Termination**":	At the latest the fifth common Banking Day following the Termination 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**":	On the Issue Date, the Strike is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Type**":	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 + 1**":	not applicable

"**Valuation Date**": As specified in Table 2 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. 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 (No. 2b (2) of the Issue Specific Conditions) of the Warrant (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. 2b
Adjustment Amount

(1) The respective "**Strike**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Strike shall be adjusted on each calendar day during a Financing Level Adjustment Period by the Adjustment Amount calculated by the Issuer for that relevant calendar day. The Adjustment Amount for the Warrants may vary. The "**Adjustment Amount**" of a series applying for each calendar day during the respective Financing Level Adjustment Period shall be equal to the result obtained by multiplying the Strike applying on the Adjustment Date falling in that Financing Level Adjustment Period by the Adjustment Rate applicable in that Financing Level Adjustment Period and converted to the amount for one calendar day using the actual/360 day count convention. The resulting Strike for each calendar day shall be rounded to three decimal places in accordance with normal commercial practice, but the calculation of the next following Strike in each case shall be based on the unrounded Strike for the preceding day. The calculations for the first Financing Level Adjustment Period shall be based on the Strike on the Issue Date.

(2) The respective "**Knock-Out Barrier**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Knock-Out Barrier shall be determined by the Issuer on each calendar day in such a way that it corresponds to the respective Strike adjusted in accordance with the preceding paragraph.

(3) In the event of dividend payments or other cash distributions equivalent to dividend payments in respect of the Underlying (applicable in the case of shares as the Underlying) or in respect of the shares on which the Underlying is based (applicable in the case of stock indices as the Underlying), the Strike applying in each case and, where relevant, the Knock-Out Barrier shall be adjusted in accordance with No. 2 (3) of the Issue Specific Conditions (Adjustment due to Dividend Payments).

No. 3
Exercise of the Option Rights

(1) The Warrants may be exercised by the Warrant Holder only with effect as of an Exercise Date in accordance with No. 2 (3) of the Issue Specific Conditions. 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 at the latest by 10:00 a.m. (local time at the location of the relevant Exercise Agent) on the Exercise Date. The provisions of paragraphs (2) to (4) of this No. 3 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 Paris and Frankfurt am Main 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 fifteen (15) 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) 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.

(4) 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
Termination

(1) The Issuer shall have the right to terminate all of the Warrants of a series during their term with a notice period of 4 weeks by giving notice in accordance with No. 4 of the General Conditions with effect as of the Termination Date specified in the notice (the "**Termination Date**"). Termination in accordance with this No. 4 may not be effected earlier than 3 months after the Issue Date. All Termination Notices issued pursuant to this No. 4 are irrevocable and must specify the Termination Date. The Termination shall become effective on the date specified in the announcement of the notice. For the purposes of calculating the Cash Amount in accordance with No. 2 of the Issue Specific Conditions, the date on which the Termination becomes effective shall be deemed to be the Valuation Date within the meaning of these Terms and Conditions.

(2) In the event of Termination by the Issuer, No. 3 of the Issue Specific Conditions shall not apply. The Exercise Date within the meaning of No. 2 (3) of the Issue Specific Conditions shall in this case be the date on which the Termination becomes effective. The Payment Date shall be the Payment Date upon Termination in accordance with paragraph (3) of this No. 4.

(3) In this event, the Issuer will transfer the Cash Amount for all of the Warrants affected by the Termination to the Central Securities Depositary within five (5) Banking Days at the head office of the Issuer and at the location of the Central Securities Depositary after the

Termination Date for the credit of the Warrant Holders registered with the Central Securities Depositary on the second day following the Termination Date (referred to in the following as "**Payment Date upon Termination**"). 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. In the event that the onward transfer is not possible within three months after the Payment Date upon Termination ("**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.

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. "**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: 09/05/2014
Initial value date in France: 14/05/2014

ISIN / Local Trading Code	Underlying	Type	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike on the Issue Date / Knock-Out Barrier on the Issue Date	Multiplier	Adjustment Rate in the 1st Financing Level Adjustment Period	Number	Reference Price of the Underlying ("Reference Price")
DE000CF99EK3 / 4630C	Crédit Agricole	BEAR	No	EUR 1.36	Euro (EUR)	EUR 18.00 / EUR 18.00	0.2	-3.76 %	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 / Relevant Adjustment Exchange for the Underlying ("Adjustment Exchange")	Valuation Date / Currency Conversion Date	Currency in which the Reference Price is expressed ("Reference Currency")
Crédit Agricole S.A. / Common Shares	FR0000045072	Euronext Paris / EUREX Frankfurt	Modified Exercise Date / 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	:	STOXX Limited, Zurich, Switzerland
Dow Jones & Company, Inc.	:	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.	:	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 Paris	:	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 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, Spain
NYSE	:	New York Stock Exchange, New York, NY, USA
OCC	:	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):

- **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)**
- **Risk of exercise of the Warrants and Issuer's right of termination**
- **Risk relating to adjustments of the strike and of the knock-out barrier**

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 09/05/2014.

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.credit-agricole.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		
A.1	This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the "**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 11 April 2014 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 has assumed responsibility for this Summary including any translations of the same. The Issuer or persons who have tabled the Summary may be held liable, 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 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.	**Domicile** Frankfurt 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.
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Issuer is forecasting a significant increase in the growth rate for the global economy in 2014, climbing from 2.4% to 3.1%. For the years thereafter, we are anticipating a further increase to 3.3% for 2015 and a rise to 3.5% for 2016 and 2017. Overall, the Issuer continues to expect significant differences between the individual regions. The Issuer expects modest growth in the Eurozone (the Issuer's growth projections are 0.9% and 1.0% for 2014 and 2015, respectively) after having reported a -0.4% rate in 2013. The economic recovery should be buoyed by scaled-down public austerity measures, a continuing supportive monetary policy from the European Central Bank (ECB), a recovering global economy and a decline in the factors of uncertainty. A stronger Euro, higher debt loads in the private and public sectors and a persistently difficult financing terms and conditions (above all for small and mid-sized companies and for many Member States) should continue to inhibit the growth potential in the Eurozone. Inflation should be very modest in the entire Eurozone. Important factors in 2014 will be the planned "Asset Quality Review" and the stress test, which the ECB will perform in conjunction with national supervisory authorities and the European Bank Authority (EBA). Despite the current efforts by many European banks to lower debt and raise capital, new capital shortfalls or gaps at the banks in some countries could come to light during the course of these investigations. This prospect and the currently prevailing uncertainty about how such capital shortfalls could be potentially filled could cause uncertainty both on the financial markets and potentially in the run-up to these tests. Given the current risks of deflation and weak growth, we expect that the ECB will further adjust interest rates, and will decide on additional liquidity measures, if the market situation necessitates such action. In light of the continued low interest rates, the hesitancy of clients, and the volatility still anticipated on the markets, the potential for earnings growth within the banking industry must still be viewed as modest. Issues such as capital requirements, regulation and restructuring will again be the major themes in the banking industry in 2014 and will leave their mark on the cost side of things. General cost reductions and the review of the business models will once again take center stage. Increased regulatory requirements concerning equity capital and liquidity will continue to preoccupy the entire financial industry and will without question significantly increase operating costs. For Germany, the Issuer is forecasting growth rates of about 1.9% for 2014 and 1.7% for 2015. In the United States, it remains to be seen how the Federal Reserve will react to the current challenges and whether the political parties in the US can reach an agreement on the US budget. Asia is viewed as stable and will certainly remain attractive to investors. Nevertheless, it remains to be seen how China will resolve some of its current challenges. For the industrial countries, the inflation rate in 2014 should increase slightly to 1.7%, and then remain relatively stable in the years thereafter. Also in Germany, the inflation rate should hover below 2%. With respect to the inflation rates for

		the emerging countries, the Issuer expects a slight increase to 5.0% in 2014 and to 5.2% in 2015. There are no plans for the Issuer's business model to change significantly in 2014. The Issuer will continue to focus on its core business and, in light of the difficult market environment, direct its attention to maintaining and, where possible, expanding its current market share. In this respect, the Issuer will advise and support its clients in all global activities by relying on the global network and products of Citi. In 2014, the Issuer shall once again operate a disciplined cost and accounting management program. It will direct most of its attention in this regard to improving operational efficiency and to further strengthening the corporate governance structures. Optimizing internal procedures will also remain a focus. There is no plan to significantly expand the client portfolio, the volume of business and the selection of products and services. The Issuer does intend, however, to selectively add strategically important clients to its client base, to the extent that a business model can be developed which provides sustainable economic benefits for these clients and Citi. The credit standing of the current client portfolio is viewed as stable. The loan portfolio exposure to the peripheral countries is to the largest extent limited. No significant detriment from that exposure is anticipated. The risk capital currently available is viewed as absolutely adequate for running the current business model. Given the forecasts made by the individual Issuer's divisions and the measures described above, the Bank is again projecting an overall profit for fiscal year 2014, but it will probably be slightly lower than the 2013 profit.
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 has decided not to make any profit forecasts or profit estimates in the Base Prospectus.

<table>
<tr><td>B.10</td><td>A description of the nature of any qualifications in the audit report on the historical financial information.</td><td>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.</td></tr>
<tr><td>B.12</td><td>Selected historical key financial information regarding the issuer, presented for each financial year of the period covered by the historical financial information and any subsequent interim financial period accompanied by comparative data from the same period in the prior financial year, except that the requirement for comparative balance sheet information is satisfied by presenting the year-end balance sheet information. A statement that there has been no material adverse change in the prospects of the issuer since the date of its last published audited financial statements or a description of any material adverse change.

A description of significant changes in the financial or trading position of</td><td>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 2013 between the prior fiscal year (fiscal year 2012) and fiscal year 2013 and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

<table>
<tr><th></th><th>30.11.2013
in million Euro</th><th>prior fiscal year (30.11.2012)
in million Euro</th></tr>
<tr><td>Balance sheet total</td><td>13,516</td><td>9,543</td></tr>
<tr><td>Business volume</td><td>14,793</td><td>11,162</td></tr>
<tr><td>Equity capital</td><td>590</td><td>590</td></tr>
<tr><td>Loan portfolio</td><td>5,101</td><td>5,626</td></tr>
<tr><td>Number of employees</td><td>270</td><td>334</td></tr>
</table>

<table>
<tr><th></th><th>01.12.2012 - 30.11.2013
in million Euro</th><th>prior fiscal year (01.12.2011 - 30.11.2012)
in million Euro</th></tr>
<tr><td>Interest income from operations</td><td>6</td><td>11</td></tr>
<tr><td>Commissions from brokerage business</td><td>80</td><td>111</td></tr>
<tr><td>Commissions from securities business</td><td>15</td><td>18</td></tr>
<tr><td>Net income from financial trading operations</td><td>35</td><td>25</td></tr>
<tr><td>General administrative expenses</td><td>151</td><td>161</td></tr>
</table>

As of the balance sheet date, the balance sheet equity capital consists of the following components:

<table>
<tr><th></th><th>30.11.2013
in million Euro
(audited)</th><th>prior fiscal year (30.11.2012)
in million Euro
(audited)</th></tr>
<tr><td>Subscribed capital</td><td></td><td></td></tr>
<tr><td>Share capital</td><td>210.6</td><td>210.6</td></tr>
</table>
</td></tr>
</table>

	the issuer subsequent to the period covered by the historical financial information.	<table><tr><td>Silent partner capital</td><td>122.7</td><td>122.7</td></tr><tr><td>Capital reserves</td><td>196.3</td><td>195.8</td></tr><tr><td>Legal reserves</td><td>33.0</td><td>33.0</td></tr><tr><td>Other earnings reserves</td><td>27.9</td><td>27.9</td></tr></table> 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 13.3m (EUR 9.4m in the previous year). The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows: <table><tr><td></td><td>30.11.2013 in million Euro</td><td>prior fiscal year (30.11.2012) in million Euro</td></tr><tr><td>Equity capital on balance sheet</td><td>590.5</td><td>590.0</td></tr><tr><td>Less intangible assets</td><td>0</td><td>0</td></tr><tr><td>Core capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Supplementary capital</td><td>0.0</td><td>0.0</td></tr><tr><td>Equity capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Capital ratios</td><td></td><td></td></tr><tr><td>Tier one capital in %</td><td>37.5</td><td>33.6</td></tr><tr><td>Total capital ratio in %</td><td>37.5</td><td>33.6</td></tr></table> The Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material adverse change in the outlook of the Issuer has occurred. Furthermore, the Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material change has occurred in the financial or trading position.
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.	Not applicable; significant events that may have a material impact on the assessment of the Issuer's solvency have recently not occurred. 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 (*die den Verkaufsauftrag ausführende Stelle*) 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 optimize its organizational structure.
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	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 (*Aktiengesetz*, "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.	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with 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 (*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. **Security identification number** ISIN: DE000CF99EK3 Local Code: 4630C
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 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 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 Open End Turbo Bear Warrants with knock-out** Open End 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 Open End 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. In the event of exercise by the investor or following termination by the Issuer, in each case on a valuation date, the cash or termination amount received by the investors on the maturity date 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 Open End 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 derivative securities – the exercise date or final reference date.	Maturity date: At the latest the fifth common banking day following the exercise date or the termination date, as the case may be, at the registered office of the Issuer and the place of the central securities depositary. Exercise date(s): The last banking day of each month on which the warrant holder meets the exercise prerequisites. Valuation date: In case of an exercise the first exercise date, provided that such day is a Banking Day in London and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant adjustment exchange, or in case of a termination the day on which the

		termination becomes effective.
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants which the warrant holders have the right to exercise, the Issuer will transfer any amount payable 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. 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 this type of exercise, in order to exercise the option right the warrant holder must have submitted an effective exercise notice to the exercise agent within the exercise period and transferred the Warrants intended to be exercised to the Issuer, crediting its account with Clearstream Frankfurt or Clearstream Luxembourg, or to Euroclear. If the option right is not exercised effectively within the exercise period and 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: *982285* ISIN: *FR0000045072* Company: Crédit Agricole S.A. Relevant stock exchange: Euronext Paris Reuters page: CAGR.PA Website: www.credit-agricole.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 includes all risks arising from contractual agreements and from the general legal environment under legal risks. Supervisory risks arise from the statutory framework applicable to the Issuer. • 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 value of his investment, a statement of that fact, together with a description of the circumstances in which such additional liability arises and the likely financial effect.	**<u>General risk factors of Warrants</u>** **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. **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** **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. **Risk of exercise of the Warrants and Issuer's right of termination** In the case of Open End Turbo Warrants with knock-out, there is a risk that the term may be ended unexpectedly. The term of the Warrants ends either with the effective exercise of the Warrants by the warrant holder, or with a termination of all the Warrants by the Issuer, or on the occurrence of a knock-out event or an early redemption of the Warrants, if the terms and conditions provide for early redemption of the Warrants. **Risk relating to adjustments of the strike and of the knock-out barrier** In the case of Open End Turbo Bear Warrants with knock-out, the strike and the knock-out barrier of the Warrants are subject to ongoing adjustment. In order to reflect the financing costs incurred by the Issuer in connection with the hedging transactions entered into for the Warrants, the strike of the Warrants is changed by an adjustment amount on a daily basis. **Investors should note that the adjustment rate** for adjusting the features of the Warrants specified by the Issuer using its reasonable discretion when determining the interest rate correction factor **may differ significantly in certain financing level adjustment periods**, if the prevailing market conditions so require, **from the adjustment rate determined for the first financing level adjustment period**. In addition, the relevant knock-out barrier for the respective following financing level adjustment period is adjusted by the Issuer in its reasonable discretion on an adjustment date pursuant to the terms and conditions of the Warrants. **Investors should therefore not assume that the knock-out barrier will always remain at roughly the same distance from the strike during the term of the Warrants**.
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 09/05/2014. The offeror of the Warrants is the Issuer. The issue date is: 09/05/2014 **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 1.36. 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 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 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 11 avril 2014 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG datée 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 assume la responsabilité du contenu de ce Résumé, y compris de toute traduction en étant faite. L'Émetteur ou toute personne ayant déposé le Résumé peut être jugé responsable, 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.	L'Émetteur prévoit une forte augmentation du taux de croissance de l'économie mondiale en 2014, de 2,4% à 3,1%. Pour les années suivantes, nous nous attendons à une nouvelle augmentation de 3,3% pour 2015 et à une hausse de 3,5 % pour 2016 et 2017. D'une façon générale, l'Émetteur s'attend au maintien d'écarts significatifs entre les différentes régions. L'Émetteur s'attend à une croissance modeste dans l'Eurozone (les prévisions de croissance de l'Émetteur sont de 0,9 % et de 1,0 % pour 2014 et 2015, respectivement) après avoir enregistré un taux de -0,4 % en 2013. La reprise économique devrait être dynamisée par la réduction des mesures publiques d'austérité, une politique monétaire favorable dans la durée de la part de la Banque Centrale Européenne (BCE), le redressement de l'économie mondiale et la diminution des facteurs d'incertitude. Un euro plus fort, un endettement plus élevé dans les secteurs privés et publics et des conditions de financement toujours difficiles (surtout pour les petites et moyennes entreprises et pour de nombreux États membres) devraient continuer à empêcher la croissance potentielle dans l'Eurozone. L'inflation devrait être très modérée dans l'ensemble de l'Eurozone. En 2014, les éléments importants seront « l'examen de la qualité des actifs » et le test de stress qui sont prévus et que la BCE réalisera en lien avec les autorités de

		contrôle nationales et l'Autorité bancaire européenne (ABE). Malgré les efforts actuels de nombreuses banques européennes pour réduire la dette et augmenter le capital, de nouveaux déficits ou insuffisances des banques dans certains pays pourraient apparaître au cours de ces recherches. Cette perspective et l'incertitude, qui prévaut actuellement sur la manière dont les besoins en capital pourraient être potentiellement satisfaits, pourraient entraîner une incertitude à la fois sur les marchés financiers et, potentiellement, à l'approche de ces tests. Étant donné les risques actuels de déflation et la faible croissance, nous nous attendons à ce que la BCE poursuive l'ajustement des taux d'intérêt et décide d'apports supplémentaires de liquidités si la situation du marché le nécessite. Compte tenu de la persistance des taux d'intérêt bas, de l'hésitation des clients et de la volatilité encore prévisible sur les marchés, le potentiel de croissance des bénéfices dans le secteur bancaire doit encore être considéré comme modeste. Des questions telles que les exigences en matière de capital, la réglementation et la restructuration seront encore des sujets essentiels dans le secteur bancaire en 2014 et marqueront de leur empreinte l'aspect financier des choses. Des réductions générales des coûts et la révision des modèles de gestion occuperont une fois de plus une place centrale. L'accroissement des exigences réglementaires en matière de fonds propres et de liquidités continuera à préoccuper l'ensemble du secteur financier et, sans aucun doute, augmentera fortement les charges d'exploitation. Pour l'Allemagne, l'Émetteur prévoit des taux de croissance de 1,9 % environ pour 2014 et de 1,7 % pour 2015. Aux États-Unis, il faut encore observer comme réagira la Réserve fédérale aux défis actuels et si les partis politiques des États-Unis peuvent parvenir à un accord sur le budget du pays. L'Asie semble stable et demeurera certainement attractive pour les investisseurs. Néanmoins, il faut encore voir comment la Chine résoudra certains de ses défis actuels. Pour les pays industriels, le taux d'inflation en 2014 devrait légèrement augmenter à 1,7 % et demeurer ensuite relativement stable les années suivantes. De même, en Allemagne, le taux d'inflation devrait osciller au-dessous de 2%. Concernant les taux d'inflation des pays émergents, l'Émetteur s'attend à une légère augmentation de 5,0 % en 2014 et de 5,2 % en 2015. Aucun projet de modification importante du modèle de gestion n'existe en 2014 pour l'Émetteur. Il continuera à s'axer sur son activité de base et, compte tenu de l'environnement difficile du marché, s'efforcera de maintenir et, si possible, d'étendre sa part actuelle de marché. À cet égard, l'Émetteur conseillera et soutiendra ses clients dans toutes les activités générales en s'appuyant sur le réseau mondial et les produits de Citi. En 2014, l'Émetteur mettra en œuvre une nouvelle fois un programme strict de gestion des coûts et de la comptabilité. Dans ce sens, il recherchera essentiellement à améliorer l'efficacité opérationnelle et à consolider davantage les structures de gouvernance d'entreprise. L'optimisation des procédures internes restera aussi l'objectif. Il n'existe aucun projet d'augmentation importante du portefeuille de clients, du volume des affaires et du choix de produits et services. L'Émetteur a cependant l'intention d'ajouter ponctuellement des clients stratégiquement importants à sa clientèle dans la mesure où peut être mis au point un modèle de gestion apportant des gains économiques durables pour ces clients et pour Citi. La solvabilité du portefeuille de clients actuel est considérée stable. L'exposition du portefeuille de prêts par

		rapport aux pays périphériques est limitée au maximum. Aucun préjudice important de cette exposition n'est présagé. Le capital-risque actuellement disponible est considéré comme totalement adéquat pour mener le modèle de gestion actuel. Étant donné les prévisions réalisées par les différentes divisions de l'Émetteur et les mesures décrites ci-dessus, la Banque prévoit à nouveau un bénéfice global pour l'exercice 2014 mais qui sera probablement légèrement inférieur à celui de 2013.
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 historiques et pour toute période intermédiaire	**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 2013 entre l'exercice budgétaire antérieur (exercice 2012) et l'exercice 2013 et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG :

	30.11.2013 en millions d'euros	**Exercice précédent (30.11.2012)**

ultérieure, accompagnées de données comparatives couvrant la même période de l'exercice précédent; la présentation des bilans de clôture suffit toutefois à remplir l'exigence d'informations bilancielles comparables.

Une déclaration attestant qu'aucune détérioration significative n'a eue de répercussions sur les perspectives de 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 de l'émetteur survenus après la période couverte par les informations financières historiques.

		en millions d'euros
Total du bilan	13.516	9.543
Volume d'activité	14.793	11.162
Fonds propres	590	590
Portefeuille des prêts	5.101	5.626
Nombre d'employés	270	334

	01.12.2012 - 30.11.2013 en millions d'euros	**Exercice précédent (01.12.2011 - 30.11.2012)** en millions d'euros
Revenus d'intérêt de l'exploitation	6	11
Commissions de courtage	80	111
Commissions d'opérations sur valeurs mobilières	15	18
Revenu net des opérations financières de négoce	35	25
Frais généraux et administratifs	151	161

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

	30.11.2013 en millions d'euros (audité)	**Exercice précédent (30.11.2012)** 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	196,3	195,8
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 13,3 millions d'euros (9,4 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 : **30.11.2013** en millions d'euros / **Exercice précédent (30.11.2012)** en millions d'euros Fonds propres au bilan: 590,5 / 590,0 Moins immobilisations: 0 / 0 Capital de base: 603,8 / 599,3 Capitaux supplémentaires: 0,0 / 0,0 Fonds propres: 603,8 / 599,3 Ratios de capitaux Fonds propres Tier one en %: 37,5 / 33,6 Ratio de capitaux totaux en %: 37,5 / 33,6 L'Émetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2013, aucune détérioration significative n'a affecté les perspectives de l'Émetteur. En outre, l'Émetteur déclare que depuis la date des derniers états financiers audités au 3o novembre 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale.
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'Émetteur 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 peut ne pas avoir déduit et payé la retenue à la source des dividendes reçus en relation avec des transactions communément appelées cum-ex transactions pour des actions qu'il conserve pour ses clients suivant les besoins. 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'euros 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. Le 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 une 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. Citigroup Global Markets Deutschland AG a obtenu l'avis juridique d'un bureau réputé de consultants en fiscalité ainsi que d'un cabinet réputé d'expertise

		comptable. A partir de ces avis, la direction de Citigroup Global Markets Deutschland AG considère que la probabilité d'obtenir gain de cause dans l'hypothèse d'une procédure judiciaire excède 50 pourcents. De ce fait, la direction de Citigroup Global Markets Deutschland AG a décidé de n'écrire dans ses comptes qu'une réserve au titre de l'avis juridique et des dépenses éventuelles de litige et a décidé à cet égard qu'un montant de 2 millions d'Euros était adéquat. 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: DE000CF99EK3 Numéro d'identification local : 4630C
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 *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	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.

	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.	
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 Open End Turbo Bear à barrière désactivante** Les Warrants Open End Turbo Bear 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 Open End Turbo Bear à barrière désactivante perde sa valeur ou quasiment sa valeur immédiatement (événement désactivant) 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. Lorsque l'investisseur fait jouer son droit d'exercice ou après clôture par l'Émetteur, dans les deux cas à une date d'évaluation, le montant en numéraire ou le montant d'arrivée à terme reçu par les investisseurs à la date d'échéance 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 Open End 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: Au plus tard le cinquième jour ouvrable bancaire suivant la date d'exercice ou la date de rappel, le cas échéant, au siège social de l'émetteur et de la place du dépositaire central des titres. Date d'exercice: Le dernier jour ouvrable de chaque mois au cours duquel le détenteur du warrant remplit les conditions d'exercice. Date d'évaluation: En cas d'exercice le premier date d'exercice, à condition que ce jour soit un jour ouvrable bancaire à Londres et un jour de bourse et un jour où les options et les contrats à terme portant sur le sous-jacent sont négociés sur la bourse d'ajustement de référence, ou en cas de rappel la journée à laquelle le rappel devient effectif.
C.17	Décrire la procédure de règlement des	Dans le cas de Warrants pour lesquels les détenteurs de warrant disposent d'un droit d'exercice à tout moment, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au

	instruments dérivés.	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 avec cette modalité d'exercice, afin d'exercer le droit d'option, le détenteur du warrant doit avoir soumis une notification d'exercice effectif à l'agent d'exercice au cours de la période d'exercice et avoir transféré les Warrants qui doivent être exercés à l'Émetteur, en créditant son compte chez Clearstream Francfort ou Clearstream Luxembourg, ou chez Euroclear. Si le droit d'option n'est pas exercé effectivement au cours de la période d'exercice et 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): *982285* ISIN: *FR0000045072* Société: Crédit Agricole S.A. Bourse de valeurs mobilières concernée: Euronext Paris Page de Reuters: CAGR.PA Site Web: www.credit-agricole.com
Section 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 qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son 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 que des effets financiers probables de cette matérialisation.	**<u>Facteurs généraux de risque des Warrants</u>** **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 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. **<u>Facteurs de risque spécifiques au produit</u>** **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. **Risque d'exercice des warrants et du droit de l'Émetteur à la résiliation** Dans le cas des Warrants Turbo Open-End à barrière désactivante, le risque existe que la période de validité prenne fin inopinément. La période de validité des Warrants se termine soit avec l'exercice effectif des warrants par le détenteur du warrant, ou par la résiliation de tous les Warrants par l'Émetteur, ou lors de la survenue d'un événement désactivant ou d'un rachat anticipé des Warrants, si les termes et conditions prévoient le rachat anticipé des Warrants. **Risque relatif aux ajustements du prix d'exercice et de la barrière désactivante** Dans le cas de Warrants Turbo Open-End Bear à barrière désactivante, le prix d'exercice et la barrière désactivante des Warrants font l'objet d'un ajustement quotidien (ou mensuel pour la barrière désactivante). Afin de refléter les coûts de financement encourus par l'Émetteur associés aux opérations de couverture conclues pour les Warrants, le prix d'exercice des warrants est modifié quotidiennement par un montant d'ajustement. **Les investisseurs doivent prendre conscience que le taux d'ajustement** utilisé pour ajuster les caractéristiques des Warrants et spécifié par l'Émetteur à sa discrétion raisonnable lors de la détermination du facteur de correction de taux d'intérêt, **est susceptible de différer de manière significative au cours de certaines périodes d'ajustement du niveau de financement,** si les conditions prévalant sur le marché l'exigent, **du taux d'ajustement déterminé pour la première période d'ajustement du niveau de financement.** De plus, la barrière de désactivation correspondante pour les périodes respectives suivantes d'ajustement du niveau de financement est ajustée par l'Émetteur, à sa raisonnable discrétion, à une date d'ajustement conforme aux termes et conditions des Warrants. **Les investisseurs devraient donc ne pas supposer que la**

		barrière désactivante demeurera toujours plus ou moins à la même distance du prix d'exercice pendant la période de validité des Warrants.
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 09.05.2014. Les offreur des Warrants est: l'Émetteur La date d'émission est: 09.05.2014 **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 1,36. 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

08 May 2014

to the

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

OPEN END TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT
(TURBO INFINI BEST)

based on the following underlying:

Cap Gemini

ISIN: DE000CF99EL1

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 Open End Turbo Warrants with knock-out (Product No. 3) (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 11 April 2014, 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 Open End 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 Open End 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 and/or No. 4 of the Issue Specific 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 or Termination of the Warrants by the Issuer (No. 2 of the General Conditions and/or No. 4 of the Issue Specific 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 Depositaries**":	Euroclear System, Brussels; Clearstream Banking S.A., Luxembourg
"**Adjustment Date**":	The first Banking Day in Frankfurt of each month.
"**Adjustment due to Dividend Payments**":	In case of dividends or other equivalent cash distributions on a share or one or more shares represented in an index, the Issuer will adjust the effective Strike and, as the case may be,

	the effective Knock-Out Barrier at its reasonable discretion. The adjustment will be effected at the day on which shares of the respective company, for which dividends or other equivalent cash distributions are made, are traded ex-dividend on its home exchange.
"**Adjustment Rate**":	The Adjustment Rate for the first Financing Level Adjustment Period corresponds to the relevant rate as specified in Table 1 of the Annex to the Issue Specific Conditions for the first Financing Level Adjustment Period. The Adjustment Rate applicable in each succeeding Adjustment Period composes as follows: in case of Open End Turbo Bull Warrants the sum of, and for Open End Turbo Bear Warrants the difference of (i) the interest rate ("**Reference Interest Rate**") as published on the Reuters page EURIBOR1M= (or a replacing page) for EUR-Rates Ref., USDVIEW (or a replacing page) for US-Rates Ref., JPYVIEW (or a replacing page) for Yen-Rates Ref., CHFLIBOR (or a replacing page) for CHF-Rates Ref., HKDVIEW (or a replacing page) for HKD-Rates Ref., and SEKVIEW (or a replacing page) for SEK-Rates Ref. at the last day of the respective preceding Financing Level Adjustment Period and (ii) the Interest Rate Correction Factor applicable in the respective Financing Level Adjustment Period. If the Reference Interest Rate is no longer displayed in one of the manners described above, the Issuer is entitled to determine at its reasonable discretion a Reference Interest Rate based on the market practice prevailing at the time and giving due consideration to the prevailing market conditions.
"**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**	Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

"**Depositary**":	France
"**Clearing Territory of the Central Securities Depositary**":	France
"**Currency Conversion Date**":	As specified in Table 2 of the Annex to the Issue Specific Conditions.
"**Exchange Rate Reference Agent**":	not applicable
"**Exercise Date**":	The last Banking Day of each month 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).
"**Financing Level Adjustment Period**":	The period from the Issue Date until the first Adjustment Date (inclusive) and each following period from an Adjustment Date (exclusive) until the next following Adjustment Date (inclusive).
"**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.
"**Interest Rate Correction Factor**":	An interest rate determined for each Financing Level Adjustment Period by the Issuer at its reasonable discretion taking into account the then prevailing market environment. It may be different for Bull and Bear 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**":	On the Issue Date, the Knock-Out Barrier is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Knock-Out Cash Amount**":	zero
"**Maturity Date**":	The earlier of the Payment Date upon Exercise or the Payment Date upon Termination.
"**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 Exercise Date + 1**":	not applicable

"**Modified Exercise Date**":	The Exercise Date provided that such day 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, otherwise the first day following the Exercise Date on which the aforementioned prerequisites are met.
"**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**":	Period from the Issue Date (inclusive) until the Valuation Date (inclusive).
"**Payment Date upon Exercise**":	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.
"**Payment Date upon Termination**":	At the latest the fifth common Banking Day following the Termination 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**":	On the Issue Date, the Strike is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Type**":	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 + 1**":	not applicable

"**Valuation Date**": As specified in Table 2 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. 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 (No. 2b (2) of the Issue Specific Conditions) of the Warrant (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. 2b
Adjustment Amount

(1) The respective "**Strike**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Strike shall be adjusted on each calendar day during a Financing Level Adjustment Period by the Adjustment Amount calculated by the Issuer for that relevant calendar day. The Adjustment Amount for the Warrants may vary. The "**Adjustment Amount**" of a series applying for each calendar day during the respective Financing Level Adjustment Period shall be equal to the result obtained by multiplying the Strike applying on the Adjustment Date falling in that Financing Level Adjustment Period by the Adjustment Rate applicable in that Financing Level Adjustment Period and converted to the amount for one calendar day using the actual/360 day count convention. The resulting Strike for each calendar day shall be rounded to three decimal places in accordance with normal commercial practice, but the calculation of the next following Strike in each case shall be based on the unrounded Strike for the preceding day. The calculations for the first Financing Level Adjustment Period shall be based on the Strike on the Issue Date.

(2) The respective "**Knock-Out Barrier**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Knock-Out Barrier shall be determined by the Issuer on each calendar day in such a way that it corresponds to the respective Strike adjusted in accordance with the preceding paragraph.

(3) In the event of dividend payments or other cash distributions equivalent to dividend payments in respect of the Underlying (applicable in the case of shares as the Underlying) or in respect of the shares on which the Underlying is based (applicable in the case of stock indices as the Underlying), the Strike applying in each case and, where relevant, the Knock-Out Barrier shall be adjusted in accordance with No. 2 (3) of the Issue Specific Conditions (Adjustment due to Dividend Payments).

No. 3
Exercise of the Option Rights

(1) The Warrants may be exercised by the Warrant Holder only with effect as of an Exercise Date in accordance with No. 2 (3) of the Issue Specific Conditions. 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 at the latest by 10:00 a.m. (local time at the location of the relevant Exercise Agent) on the Exercise Date. The provisions of paragraphs (2) to (4) of this No. 3 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 Paris and Frankfurt am Main 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 fifteen (15) 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) 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.

(4) 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
Termination

(1) The Issuer shall have the right to terminate all of the Warrants of a series during their term with a notice period of 4 weeks by giving notice in accordance with No. 4 of the General Conditions with effect as of the Termination Date specified in the notice (the "**Termination Date**"). Termination in accordance with this No. 4 may not be effected earlier than 3 months after the Issue Date. All Termination Notices issued pursuant to this No. 4 are irrevocable and must specify the Termination Date. The Termination shall become effective on the date specified in the announcement of the notice. For the purposes of calculating the Cash Amount in accordance with No. 2 of the Issue Specific Conditions, the date on which the Termination becomes effective shall be deemed to be the Valuation Date within the meaning of these Terms and Conditions.

(2) In the event of Termination by the Issuer, No. 3 of the Issue Specific Conditions shall not apply. The Exercise Date within the meaning of No. 2 (3) of the Issue Specific Conditions shall in this case be the date on which the Termination becomes effective. The Payment Date shall be the Payment Date upon Termination in accordance with paragraph (3) of this No. 4.

(3) In this event, the Issuer will transfer the Cash Amount for all of the Warrants affected by the Termination to the Central Securities Depositary within five (5) Banking Days at the head office of the Issuer and at the location of the Central Securities Depositary after the

Termination Date for the credit of the Warrant Holders registered with the Central Securities Depositary on the second day following the Termination Date (referred to in the following as "**Payment Date upon Termination**"). 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. In the event that the onward transfer is not possible within three months after the Payment Date upon Termination ("**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.

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. "**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: 09/05/2014
Initial value date in France: 14/05/2014

ISIN / Local Trading Code	Underlying	Type	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike on the Issue Date / Knock-Out Barrier on the Issue Date	Multiplier	Adjustment Rate in the 1st Financing Level Adjustment Period	Number	Reference Price of the Underlying ("Reference Price")
DE000CF99EL1 / 4653C	Cap Gemini	BULL	No	EUR 0.20	Euro (EUR)	EUR 50.00 / EUR 50.00	0.1	4.24 %	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 / Relevant Adjustment Exchange for the Underlying ("Adjustment Exchange")	Valuation Date / Currency Conversion Date	Currency in which the Reference Price is expressed ("Reference Currency")
Cap Gemini SA / Common Shares	FR0000125338	Euronext Paris / EUREX Frankfurt	Modified Exercise Date / 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	:	STOXX Limited, Zurich, Switzerland
Dow Jones & Company, Inc.	:	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.	:	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 Paris	:	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 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, Spain
NYSE	:	New York Stock Exchange, New York, NY, USA
OCC	:	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):

- **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)**
- **Risk of exercise of the Warrants and Issuer's right of termination**
- **Risk relating to adjustments of the strike and of the knock-out barrier**

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 09/05/2014.

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.capgemini.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		
A.1	This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the "**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 11 April 2014 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 has assumed responsibility for this Summary including any translations of the same. The Issuer or persons who have tabled the Summary may be held liable, 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 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.	**Domicile** Frankfurt 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.
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Issuer is forecasting a significant increase in the growth rate for the global economy in 2014, climbing from 2.4% to 3.1%. For the years thereafter, we are anticipating a further increase to 3.3% for 2015 and a rise to 3.5% for 2016 and 2017. Overall, the Issuer continues to expect significant differences between the individual regions. The Issuer expects modest growth in the Eurozone (the Issuer's growth projections are 0.9% and 1.0% for 2014 and 2015, respectively) after having reported a -0.4% rate in 2013. The economic recovery should be buoyed by scaled-down public austerity measures, a continuing supportive monetary policy from the European Central Bank (ECB), a recovering global economy and a decline in the factors of uncertainty. A stronger Euro, higher debt loads in the private and public sectors and a persistently difficult financing terms and conditions (above all for small and mid-sized companies and for many Member States) should continue to inhibit the growth potential in the Eurozone. Inflation should be very modest in the entire Eurozone. Important factors in 2014 will be the planned "Asset Quality Review" and the stress test, which the ECB will perform in conjunction with national supervisory authorities and the European Bank Authority (EBA). Despite the current efforts by many European banks to lower debt and raise capital, new capital shortfalls or gaps at the banks in some countries could come to light during the course of these investigations. This prospect and the currently prevailing uncertainty about how such capital shortfalls could be potentially filled could cause uncertainty both on the financial markets and potentially in the run-up to these tests. Given the current risks of deflation and weak growth, we expect that the ECB will further adjust interest rates, and will decide on additional liquidity measures, if the market situation necessitates such action. In light of the continued low interest rates, the hesitancy of clients, and the volatility still anticipated on the markets, the potential for earnings growth within the banking industry must still be viewed as modest. Issues such as capital requirements, regulation and restructuring will again be the major themes in the banking industry in 2014 and will leave their mark on the cost side of things. General cost reductions and the review of the business models will once again take center stage. Increased regulatory requirements concerning equity capital and liquidity will continue to preoccupy the entire financial industry and will without question significantly increase operating costs. For Germany, the Issuer is forecasting growth rates of about 1.9% for 2014 and 1.7% for 2015. In the United States, it remains to be seen how the Federal Reserve will react to the current challenges and whether the political parties in the US can reach an agreement on the US budget. Asia is viewed as stable and will certainly remain attractive to investors. Nevertheless, it remains to be seen how China will resolve some of its current challenges. For the industrial countries, the inflation rate in 2014 should increase slightly to 1.7%, and then remain relatively stable in the years thereafter. Also in Germany, the inflation rate should hover below 2%. With respect to the inflation rates for

		the emerging countries, the Issuer expects a slight increase to 5.0% in 2014 and to 5.2% in 2015. There are no plans for the Issuer's business model to change significantly in 2014. The Issuer will continue to focus on its core business and, in light of the difficult market environment, direct its attention to maintaining and, where possible, expanding its current market share. In this respect, the Issuer will advise and support its clients in all global activities by relying on the global network and products of Citi. In 2014, the Issuer shall once again operate a disciplined cost and accounting management program. It will direct most of its attention in this regard to improving operational efficiency and to further strengthening the corporate governance structures. Optimizing internal procedures will also remain a focus. There is no plan to significantly expand the client portfolio, the volume of business and the selection of products and services. The Issuer does intend, however, to selectively add strategically important clients to its client base, to the extent that a business model can be developed which provides sustainable economic benefits for these clients and Citi. The credit standing of the current client portfolio is viewed as stable. The loan portfolio exposure to the peripheral countries is to the largest extent limited. No significant detriment from that exposure is anticipated. The risk capital currently available is viewed as absolutely adequate for running the current business model. Given the forecasts made by the individual Issuer's divisions and the measures described above, the Bank is again projecting an overall profit for fiscal year 2014, but it will probably be slightly lower than the 2013 profit.
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 has decided not to make any profit forecasts or profit estimates in the Base Prospectus.

<table>
<tr><td>B.10</td><td>A description of the nature of any qualifications in the audit report on the historical financial information.</td><td>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.</td></tr>
<tr><td>B.12</td><td>Selected historical key financial information regarding the issuer, presented for each financial year of the period covered by the historical financial information and any subsequent interim financial period accompanied by comparative data from the same period in the prior financial year, except that the requirement for comparative balance sheet information is satisfied by presenting the year-end balance sheet information. A statement that there has been no material adverse change in the prospects of the issuer since the date of its last published audited financial statements or a description of any material adverse change.

A description of significant changes in the financial or trading position of</td><td>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 2013 between the prior fiscal year (fiscal year 2012) and fiscal year 2013 and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

<table>
<tr><th></th><th>30.11.2013
in million Euro</th><th>prior fiscal year (30.11.2012)
in million Euro</th></tr>
<tr><td>Balance sheet total</td><td>13,516</td><td>9,543</td></tr>
<tr><td>Business volume</td><td>14,793</td><td>11,162</td></tr>
<tr><td>Equity capital</td><td>590</td><td>590</td></tr>
<tr><td>Loan portfolio</td><td>5,101</td><td>5,626</td></tr>
<tr><td>Number of employees</td><td>270</td><td>334</td></tr>
</table>

<table>
<tr><th></th><th>01.12.2012 - 30.11.2013
in million Euro</th><th>prior fiscal year (01.12.2011 - 30.11.2012)
in million Euro</th></tr>
<tr><td>Interest income from operations</td><td>6</td><td>11</td></tr>
<tr><td>Commissions from brokerage business</td><td>80</td><td>111</td></tr>
<tr><td>Commissions from securities business</td><td>15</td><td>18</td></tr>
<tr><td>Net income from financial trading operations</td><td>35</td><td>25</td></tr>
<tr><td>General administrative expenses</td><td>151</td><td>161</td></tr>
</table>

As of the balance sheet date, the balance sheet equity capital consists of the following components:

<table>
<tr><th></th><th>30.11.2013
in million Euro
(audited)</th><th>prior fiscal year (30.11.2012)
in million Euro
(audited)</th></tr>
<tr><td>Subscribed capital</td><td></td><td></td></tr>
<tr><td>Share capital</td><td>210.6</td><td>210.6</td></tr>
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	the issuer subsequent to the period covered by the historical financial information.	<table><tr><td>Silent partner capital</td><td>122.7</td><td>122.7</td></tr><tr><td>Capital reserves</td><td>196.3</td><td>195.8</td></tr><tr><td>Legal reserves</td><td>33.0</td><td>33.0</td></tr><tr><td>Other earnings reserves</td><td>27.9</td><td>27.9</td></tr></table> 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 13.3m (EUR 9.4m in the previous year). The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows: <table><tr><td></td><td>30.11.2013 in million Euro</td><td>prior fiscal year (30.11.2012) in million Euro</td></tr><tr><td>Equity capital on balance sheet</td><td>590.5</td><td>590.0</td></tr><tr><td>Less intangible assets</td><td>0</td><td>0</td></tr><tr><td>Core capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Supplementary capital</td><td>0.0</td><td>0.0</td></tr><tr><td>Equity capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Capital ratios</td><td></td><td></td></tr><tr><td>Tier one capital in %</td><td>37.5</td><td>33.6</td></tr><tr><td>Total capital ratio in %</td><td>37.5</td><td>33.6</td></tr></table> The Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material adverse change in the outlook of the Issuer has occurred. Furthermore, the Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material change has occurred in the financial or trading position.
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.	Not applicable; significant events that may have a material impact on the assessment of the Issuer's solvency have recently not occurred. 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 (*die den Verkaufsauftrag ausführende Stelle*) 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 optimize its organizational structure.
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	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 (*Aktiengesetz*, "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.	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with 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 (*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. **Security identification number** ISIN: DE000CF99EL1 Local Code: 4653C
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 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 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 Open End Turbo Bull Warrants with knock-out** Open End 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 Open End 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. In the event of exercise by the investor or following termination by the Issuer, in each case on a valuation date, the cash or termination amount received by the investors on the maturity date 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 Open End 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: At the latest the fifth common banking day following the exercise date or the termination date, as the case may be, at the registered office of the Issuer and the place of the central securities depositary. Exercise date(s): The last banking day of each month on which the warrant holder meets the exercise prerequisites. Valuation date: In case of an exercise the first exercise date, provided that such day is a Banking Day in London and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant adjustment exchange, or in case of a termination the day on which the

		termination becomes effective.
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants which the warrant holders have the right to exercise, the Issuer will transfer any amount payable 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. 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 this type of exercise, in order to exercise the option right the warrant holder must have submitted an effective exercise notice to the exercise agent within the exercise period and transferred the Warrants intended to be exercised to the Issuer, crediting its account with Clearstream Frankfurt or Clearstream Luxembourg, or to Euroclear. If the option right is not exercised effectively within the exercise period and 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: *869858* ISIN: *FR0000125338* Company: Cap Gemini SA Relevant stock exchange: Euronext Paris Reuters page: CAPP.PA Website: www.capgemini.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 includes all risks arising from contractual agreements and from the general legal environment under legal risks. Supervisory risks arise from the statutory framework applicable to the Issuer. • 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 value of his investment, a statement of that fact, together with a description of the circumstances in which such additional liability arises and the likely financial effect.	**<u>General risk factors of Warrants</u>** **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. **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** **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. **Risk of exercise of the Warrants and Issuer's right of termination** In the case of Open End Turbo Warrants with knock-out, there is a risk that the term may be ended unexpectedly. The term of the Warrants ends either with the effective exercise of the Warrants by the warrant holder, or with a termination of all the Warrants by the Issuer, or on the occurrence of a knock-out event or an early redemption of the Warrants, if the terms and conditions provide for early redemption of the Warrants. **Risk relating to adjustments of the strike and of the knock-out barrier** In the case of Open End Turbo Bull Warrants with knock-out, the strike and the knock-out barrier of the Warrants are subject to ongoing adjustment. In order to reflect the financing costs incurred by the Issuer in connection with the hedging transactions entered into for the Warrants, the strike of the Warrants is changed by an adjustment amount on a daily basis. **Investors should note that the adjustment rate** for adjusting the features of the Warrants specified by the Issuer using its reasonable discretion when determining the interest rate correction factor **may differ significantly in certain financing level adjustment periods**, if the prevailing market conditions so require, **from the adjustment rate determined for the first financing level adjustment period**. In addition, the relevant knock-out barrier for the respective following financing level adjustment period is adjusted by the Issuer in its reasonable discretion on an adjustment date pursuant to the terms and conditions of the Warrants. **Investors should therefore not assume that the knock-out barrier will always remain at roughly the same distance from the strike during the term of the Warrants**.
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 09/05/2014. The offeror of the Warrants is the Issuer. The issue date is: 09/05/2014 **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. 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 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 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 11 avril 2014 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG datée 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 assume la responsabilité du contenu de ce Résumé, y compris de toute traduction en étant faite. L'Émetteur ou toute personne ayant déposé le Résumé peut être jugé responsable, 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.	L'Émetteur prévoit une forte augmentation du taux de croissance de l'économie mondiale en 2014, de 2,4% à 3,1%. Pour les années suivantes, nous nous attendons à une nouvelle augmentation de 3,3% pour 2015 et à une hausse de 3,5 % pour 2016 et 2017. D'une façon générale, l'Émetteur s'attend au maintien d'écarts significatifs entre les différentes régions. L'Émetteur s'attend à une croissance modeste dans l'Eurozone (les prévisions de croissance de l'Émetteur sont de 0,9 % et de 1,0 % pour 2014 et 2015, respectivement) après avoir enregistré un taux de -0,4 % en 2013. La reprise économique devrait être dynamisée par la réduction des mesures publiques d'austérité, une politique monétaire favorable dans la durée de la part de la Banque Centrale Européenne (BCE), le redressement de l'économie mondiale et la diminution des facteurs d'incertitude. Un euro plus fort, un endettement plus élevé dans les secteurs privés et publics et des conditions de financement toujours difficiles (surtout pour les petites et moyennes entreprises et pour de nombreux États membres) devraient continuer à empêcher la croissance potentielle dans l'Eurozone. L'inflation devrait être très modérée dans l'ensemble de l'Eurozone. En 2014, les éléments importants seront « l'examen de la qualité des actifs » et le test de stress qui sont prévus et que la BCE réalisera en lien avec les autorités de

		contrôle nationales et l'Autorité bancaire européenne (ABE). Malgré les efforts actuels de nombreuses banques européennes pour réduire la dette et augmenter le capital, de nouveaux déficits ou insuffisances des banques dans certains pays pourraient apparaître au cours de ces recherches. Cette perspective et l'incertitude, qui prévaut actuellement sur la manière dont les besoins en capital pourraient être potentiellement satisfaits, pourraient entraîner une incertitude à la fois sur les marchés financiers et, potentiellement, à l'approche de ces tests. Étant donné les risques actuels de déflation et la faible croissance, nous nous attendons à ce que la BCE poursuive l'ajustement des taux d'intérêt et décide d'apports supplémentaires de liquidités si la situation du marché le nécessite. Compte tenu de la persistance des taux d'intérêt bas, de l'hésitation des clients et de la volatilité encore prévisible sur les marchés, le potentiel de croissance des bénéfices dans le secteur bancaire doit encore être considéré comme modeste. Des questions telles que les exigences en matière de capital, la réglementation et la restructuration seront encore des sujets essentiels dans le secteur bancaire en 2014 et marqueront de leur empreinte l'aspect financier des choses. Des réductions générales des coûts et la révision des modèles de gestion occuperont une fois de plus une place centrale. L'accroissement des exigences réglementaires en matière de fonds propres et de liquidités continuera à préoccuper l'ensemble du secteur financier et, sans aucun doute, augmentera fortement les charges d'exploitation. Pour l'Allemagne, l'Émetteur prévoit des taux de croissance de 1,9 % environ pour 2014 et de 1,7 % pour 2015. Aux États-Unis, il faut encore observer comme réagira la Réserve fédérale aux défis actuels et si les partis politiques des États-Unis peuvent parvenir à un accord sur le budget du pays. L'Asie semble stable et demeurera certainement attractive pour les investisseurs. Néanmoins, il faut encore voir comment la Chine résoudra certains de ses défis actuels. Pour les pays industriels, le taux d'inflation en 2014 devrait légèrement augmenter à 1,7 % et demeurer ensuite relativement stable les années suivantes. De même, en Allemagne, le taux d'inflation devrait osciller au-dessous de 2%. Concernant les taux d'inflation des pays émergents, l'Émetteur s'attend à une légère augmentation de 5,0 % en 2014 et de 5,2 % en 2015. Aucun projet de modification importante du modèle de gestion n'existe en 2014 pour l'Émetteur. Il continuera à s'axer sur son activité de base et, compte tenu de l'environnement difficile du marché, s'efforcera de maintenir et, si possible, d'étendre sa part actuelle de marché. À cet égard, l'Émetteur conseillera et soutiendra ses clients dans toutes les activités générales en s'appuyant sur le réseau mondial et les produits de Citi. En 2014, l'Émetteur mettra en œuvre une nouvelle fois un programme strict de gestion des coûts et de la comptabilité. Dans ce sens, il recherchera essentiellement à améliorer l'efficacité opérationnelle et à consolider davantage les structures de gouvernance d'entreprise. L'optimisation des procédures internes restera aussi l'objectif. Il n'existe aucun projet d'augmentation importante du portefeuille de clients, du volume des affaires et du choix de produits et services. L'Émetteur a cependant l'intention d'ajouter ponctuellement des clients stratégiquement importants à sa clientèle dans la mesure où peut être mis au point un modèle de gestion apportant des gains économiques durables pour ces clients et pour Citi. La solvabilité du portefeuille de clients actuel est considérée stable. L'exposition du portefeuille de prêts par

		rapport aux pays périphériques est limitée au maximum. Aucun préjudice important de cette exposition n'est présagé. Le capital-risque actuellement disponible est considéré comme totalement adéquat pour mener le modèle de gestion actuel. Étant donné les prévisions réalisées par les différentes divisions de l'Émetteur et les mesures décrites ci-dessus, la Banque prévoit à nouveau un bénéfice global pour l'exercice 2014 mais qui sera probablement légèrement inférieur à celui de 2013.
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 historiques et pour toute période intermédiaire	**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 2013 entre l'exercice budgétaire antérieur (exercice 2012) et l'exercice 2013 et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG :

	30.11.2013 en millions d'euros	**Exercice précédent (30.11.2012)**

ultérieure, accompagnées de données comparatives couvrant la même période de l'exercice précédent; la présentation des bilans de clôture suffit toutefois à remplir l'exigence d'informations bilancielles comparables.

Une déclaration attestant qu'aucune détérioration significative n'a eue de répercussions sur les perspectives de 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 de l'émetteur survenus après la période couverte par les informations financières historiques.

		en millions d'euros
Total du bilan	13.516	9.543
Volume d'activité	14.793	11.162
Fonds propres	590	590
Portefeuille des prêts	5.101	5.626
Nombre d'employés	270	334

	01.12.2012 - 30.11.2013 en millions d'euros	**Exercice précédent (01.12.2011 - 30.11.2012)** en millions d'euros
Revenus d'intérêt de l'exploitation	6	11
Commissions de courtage	80	111
Commissions d'opérations sur valeurs mobilières	15	18
Revenu net des opérations financières de négoce	35	25
Frais généraux et administratifs	151	161

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

	30.11.2013 en millions d'euros (audité)	**Exercice précédent (30.11.2012)** 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	196,3	195,8
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 13,3 millions d'euros (9,4 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 : **30.11.2013** en millions d'euros / **Exercice précédent (30.11.2012)** en millions d'euros Fonds propres au bilan: 590,5 / 590,0 Moins immobilisations: 0 / 0 Capital de base: 603,8 / 599,3 Capitaux supplémentaires: 0,0 / 0,0 Fonds propres: 603,8 / 599,3 Ratios de capitaux Fonds propres Tier one en %: 37,5 / 33,6 Ratio de capitaux totaux en %: 37,5 / 33,6 L'Émetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2013, aucune détérioration significative n'a affecté les perspectives de l'Émetteur. En outre, l'Émetteur déclare que depuis la date des derniers états financiers audités au 3o novembre 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale.
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'Émetteur 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 peut ne pas avoir déduit et payé la retenue à la source des dividendes reçus en relation avec des transactions communément appelées cum-ex transactions pour des actions qu'il conserve pour ses clients suivant les besoins. 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'euros 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. Le 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 une 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. Citigroup Global Markets Deutschland AG a obtenu l'avis juridique d'un bureau réputé de consultants en fiscalité ainsi que d'un cabinet réputé d'expertise

		comptable. A partir de ces avis, la direction de Citigroup Global Markets Deutschland AG considère que la probabilité d'obtenir gain de cause dans l'hypothèse d'une procédure judiciaire excède 50 pourcents. De ce fait, la direction de Citigroup Global Markets Deutschland AG a décidé de n'écrire dans ses comptes qu'une réserve au titre de l'avis juridique et des dépenses éventuelles de litige et a décidé à cet égard qu'un montant de 2 millions d'Euros était adéquat. 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: DE000CF99EL1 Numéro d'identification local : 4653C
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 *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	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.

	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.	
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 Open End Turbo Bull à barrière désactivante** Les Warrants Open End Turbo Bull à barrière désactivante 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 Open End Turbo Bull à barrière désactivante perde sa valeur ou quasiment sa valeur immédiatement (événement désactivant) 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. Lorsque l'investisseur fait jouer son droit d'exercice ou après clôture par l'Émetteur, dans les deux cas à une date d'évaluation, le montant en numéraire ou le montant d'arrivée à terme reçu par les investisseurs à la date d'échéance 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 Open End 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: Au plus tard le cinquième jour ouvrable bancaire suivant la date d'exercice ou la date de rappel, le cas échéant, au siège social de l'émetteur et de la place du dépositaire central des titres. Date d'exercice: Le dernier jour ouvrable de chaque mois au cours duquel le détenteur du warrant remplit les conditions d'exercice. Date d'évaluation: En cas d'exercice le premier date d'exercice, à condition que ce jour soit un jour ouvrable bancaire à Londres et un jour de bourse et un jour où les options et les contrats à terme portant sur le sous-jacent sont négociés sur la bourse d'ajustement de référence, ou en cas de rappel la journée à laquelle le rappel devient effectif.
C.17	Décrire la procédure de règlement des	Dans le cas de Warrants pour lesquels les détenteurs de warrant disposent d'un droit d'exercice à tout moment, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au

	instruments dérivés.	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 avec cette modalité d'exercice, afin d'exercer le droit d'option, le détenteur du warrant doit avoir soumis une notification d'exercice effectif à l'agent d'exercice au cours de la période d'exercice et avoir transféré les Warrants qui doivent être exercés à l'Émetteur, en créditant son compte chez Clearstream Francfort ou Clearstream Luxembourg, ou chez Euroclear. Si le droit d'option n'est pas exercé effectivement au cours de la période d'exercice et 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): *869858* ISIN: *FR0000125338* Société: Cap Gemini SA Bourse de valeurs mobilières concernée: Euronext Paris Page de Reuters: CAPP.PA Site Web: www.capgemini.com
Section 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 qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son 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 que des effets financiers probables de cette matérialisation.	**<u>Facteurs généraux de risque des Warrants</u>** **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 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. **<u>Facteurs de risque spécifiques au produit</u>** **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. **Risque d'exercice des warrants et du droit de l'Émetteur à la résiliation** Dans le cas des Warrants Turbo Open-End à barrière désactivante, le risque existe que la période de validité prenne fin inopinément. La période de validité des Warrants se termine soit avec l'exercice effectif des warrants par le détenteur du warrant, ou par la résiliation de tous les Warrants par l'Émetteur, ou lors de la survenue d'un événement désactivant ou d'un rachat anticipé des Warrants, si les termes et conditions prévoient le rachat anticipé des Warrants. **Risque relatif aux ajustements du prix d'exercice et de la barrière désactivante** Dans le cas de Warrants Turbo Open-End Bull à barrière désactivante, le prix d'exercice et la barrière désactivante des Warrants font l'objet d'un ajustement quotidien (ou mensuel pour la barrière désactivante). Afin de refléter les coûts de financement encourus par l'Émetteur associés aux opérations de couverture conclues pour les Warrants, le prix d'exercice des warrants est modifié quotidiennement par un montant d'ajustement. **Les investisseurs doivent prendre conscience que le taux d'ajustement** utilisé pour ajuster les caractéristiques des Warrants et spécifié par l'Émetteur à sa discrétion raisonnable lors de la détermination du facteur de correction de taux d'intérêt, **est susceptible de différer de manière significative au cours de certaines périodes d'ajustement du niveau de financement,** si les conditions prévalant sur le marché l'exigent, **du taux d'ajustement déterminé pour la première période d'ajustement du niveau de financement.** De plus, la barrière de désactivation correspondante pour les périodes respectives suivantes d'ajustement du niveau de financement est ajustée par l'Émetteur, à sa raisonnable discrétion, à une date d'ajustement conforme aux termes et conditions des Warrants. **Les investisseurs devraient donc ne pas supposer que la barrière désactivante demeurera toujours plus ou moins à la même distance**

		du prix d'exercice pendant la période de validité des Warrants.
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 09.05.2014. Les offreur des Warrants est: l'Émetteur La date d'émission est: 09.05.2014 **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

08 May 2014

to the

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

OPEN END TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT
(TURBO INFINI BEST)

based on the following underlying:

Danone

ISIN: DE000CF99EM9

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 Open End Turbo Warrants with knock-out (Product No. 3) (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 11 April 2014, 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 Open End 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 Open End 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 and/or No. 4 of the Issue Specific 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 or Termination of the Warrants by the Issuer (No. 2 of the General Conditions and/or No. 4 of the Issue Specific 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 Depositaries**":	Euroclear System, Brussels; Clearstream Banking S.A., Luxembourg
"**Adjustment Date**":	The first Banking Day in Frankfurt of each month.
"**Adjustment due to Dividend Payments**":	In case of dividends or other equivalent cash distributions on a share or one or more shares represented in an index, the Issuer will adjust the effective Strike and, as the case may be,

	the effective Knock-Out Barrier at its reasonable discretion. The adjustment will be effected at the day on which shares of the respective company, for which dividends or other equivalent cash distributions are made, are traded ex-dividend on its home exchange.
"**Adjustment Rate**":	The Adjustment Rate for the first Financing Level Adjustment Period corresponds to the relevant rate as specified in Table 1 of the Annex to the Issue Specific Conditions for the first Financing Level Adjustment Period. The Adjustment Rate applicable in each succeeding Adjustment Period composes as follows: in case of Open End Turbo Bull Warrants the sum of, and for Open End Turbo Bear Warrants the difference of (i) the interest rate ("**Reference Interest Rate**") as published on the Reuters page EURIBOR1M= (or a replacing page) for EUR-Rates Ref., USDVIEW (or a replacing page) for US-Rates Ref., JPYVIEW (or a replacing page) for Yen-Rates Ref., CHFLIBOR (or a replacing page) for CHF-Rates Ref., HKDVIEW (or a replacing page) for HKD-Rates Ref., and SEKVIEW (or a replacing page) for SEK-Rates Ref. at the last day of the respective preceding Financing Level Adjustment Period and (ii) the Interest Rate Correction Factor applicable in the respective Financing Level Adjustment Period. If the Reference Interest Rate is no longer displayed in one of the manners described above, the Issuer is entitled to determine at its reasonable discretion a Reference Interest Rate based on the market practice prevailing at the time and giving due consideration to the prevailing market conditions.
"**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**	Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

"**Depositary**":	France
"**Clearing Territory of the Central Securities Depositary**":	France
"**Currency Conversion Date**":	As specified in Table 2 of the Annex to the Issue Specific Conditions.
"**Exchange Rate Reference Agent**":	not applicable
"**Exercise Date**":	The last Banking Day of each month 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).
"**Financing Level Adjustment Period**":	The period from the Issue Date until the first Adjustment Date (inclusive) and each following period from an Adjustment Date (exclusive) until the next following Adjustment Date (inclusive).
"**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.
"**Interest Rate Correction Factor**":	An interest rate determined for each Financing Level Adjustment Period by the Issuer at its reasonable discretion taking into account the then prevailing market environment. It may be different for Bull and Bear 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**":	On the Issue Date, the Knock-Out Barrier is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Knock-Out Cash Amount**":	zero
"**Maturity Date**":	The earlier of the Payment Date upon Exercise or the Payment Date upon Termination.
"**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 Exercise Date + 1**":	not applicable

"**Modified Exercise Date**":	The Exercise Date provided that such day 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, otherwise the first day following the Exercise Date on which the aforementioned prerequisites are met.
"**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**":	Period from the Issue Date (inclusive) until the Valuation Date (inclusive).
"**Payment Date upon Exercise**":	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.
"**Payment Date upon Termination**":	At the latest the fifth common Banking Day following the Termination 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**":	On the Issue Date, the Strike is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Type**":	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 + 1**":	not applicable

"**Valuation Date**": As specified in Table 2 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. 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 (No. 2b (2) of the Issue Specific Conditions) of the Warrant (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. 2b
Adjustment Amount

(1) The respective "**Strike**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Strike shall be adjusted on each calendar day during a Financing Level Adjustment Period by the Adjustment Amount calculated by the Issuer for that relevant calendar day. The Adjustment Amount for the Warrants may vary. The "**Adjustment Amount**" of a series applying for each calendar day during the respective Financing Level Adjustment Period shall be equal to the result obtained by multiplying the Strike applying on the Adjustment Date falling in that Financing Level Adjustment Period by the Adjustment Rate applicable in that Financing Level Adjustment Period and converted to the amount for one calendar day using the actual/360 day count convention. The resulting Strike for each calendar day shall be rounded to three decimal places in accordance with normal commercial practice, but the calculation of the next following Strike in each case shall be based on the unrounded Strike for the preceding day. The calculations for the first Financing Level Adjustment Period shall be based on the Strike on the Issue Date.

(2) The respective "**Knock-Out Barrier**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Knock-Out Barrier shall be determined by the Issuer on each calendar day in such a way that it corresponds to the respective Strike adjusted in accordance with the preceding paragraph.

(3) In the event of dividend payments or other cash distributions equivalent to dividend payments in respect of the Underlying (applicable in the case of shares as the Underlying) or in respect of the shares on which the Underlying is based (applicable in the case of stock indices as the Underlying), the Strike applying in each case and, where relevant, the Knock-Out Barrier shall be adjusted in accordance with No. 2 (3) of the Issue Specific Conditions (Adjustment due to Dividend Payments).

No. 3
Exercise of the Option Rights

(1) The Warrants may be exercised by the Warrant Holder only with effect as of an Exercise Date in accordance with No. 2 (3) of the Issue Specific Conditions. 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 at the latest by 10:00 a.m. (local time at the location of the relevant Exercise Agent) on the Exercise Date. The provisions of paragraphs (2) to (4) of this No. 3 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 Paris and Frankfurt am Main 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 fifteen (15) 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) 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.

(4) 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
Termination

(1) The Issuer shall have the right to terminate all of the Warrants of a series during their term with a notice period of 4 weeks by giving notice in accordance with No. 4 of the General Conditions with effect as of the Termination Date specified in the notice (the "**Termination Date**"). Termination in accordance with this No. 4 may not be effected earlier than 3 months after the Issue Date. All Termination Notices issued pursuant to this No. 4 are irrevocable and must specify the Termination Date. The Termination shall become effective on the date specified in the announcement of the notice. For the purposes of calculating the Cash Amount in accordance with No. 2 of the Issue Specific Conditions, the date on which the Termination becomes effective shall be deemed to be the Valuation Date within the meaning of these Terms and Conditions.

(2) In the event of Termination by the Issuer, No. 3 of the Issue Specific Conditions shall not apply. The Exercise Date within the meaning of No. 2 (3) of the Issue Specific Conditions shall in this case be the date on which the Termination becomes effective. The Payment Date shall be the Payment Date upon Termination in accordance with paragraph (3) of this No. 4.

(3) In this event, the Issuer will transfer the Cash Amount for all of the Warrants affected by the Termination to the Central Securities Depositary within five (5) Banking Days at the head office of the Issuer and at the location of the Central Securities Depositary after the

Termination Date for the credit of the Warrant Holders registered with the Central Securities Depositary on the second day following the Termination Date (referred to in the following as "**Payment Date upon Termination**"). 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. In the event that the onward transfer is not possible within three months after the Payment Date upon Termination ("**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.

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. "**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: 09/05/2014
Initial value date in France: 14/05/2014

ISIN / Local Trading Code	Underlying	Type	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike on the Issue Date / Knock-Out Barrier on the Issue Date	Multiplier	Adjustment Rate in the 1st Financing Level Adjustment Period	Number	Reference Price of the Underlying ("Reference Price")
DE000CF99EM9 / 4681C	Danone	BULL	No	EUR 0.33	Euro (EUR)	EUR 50.00 / EUR 50.00	0.1	4.24 %	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 / Relevant Adjustment Exchange for the Underlying ("Adjustment Exchange")	Valuation Date / Currency Conversion Date	Currency in which the Reference Price is expressed ("Reference Currency")
DANONE S.A. / Common Shares	FR0000120644	Euronext Paris / EUREX Frankfurt	Modified Exercise Date / 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	:	STOXX Limited, Zurich, Switzerland
Dow Jones & Company, Inc.	:	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.	:	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 Paris	:	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 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, Spain
NYSE	:	New York Stock Exchange, New York, NY, USA
OCC	:	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):

- **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)**
- **Risk of exercise of the Warrants and Issuer's right of termination**
- **Risk relating to adjustments of the strike and of the knock-out barrier**

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 09/05/2014.

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		
A.1	This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the "**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 11 April 2014 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 has assumed responsibility for this Summary including any translations of the same. The Issuer or persons who have tabled the Summary may be held liable, 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 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.	**Domicile** Frankfurt 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.
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Issuer is forecasting a significant increase in the growth rate for the global economy in 2014, climbing from 2.4% to 3.1%. For the years thereafter, we are anticipating a further increase to 3.3% for 2015 and a rise to 3.5% for 2016 and 2017. Overall, the Issuer continues to expect significant differences between the individual regions. The Issuer expects modest growth in the Eurozone (the Issuer's growth projections are 0.9% and 1.0% for 2014 and 2015, respectively) after having reported a -0.4% rate in 2013. The economic recovery should be buoyed by scaled-down public austerity measures, a continuing supportive monetary policy from the European Central Bank (ECB), a recovering global economy and a decline in the factors of uncertainty. A stronger Euro, higher debt loads in the private and public sectors and a persistently difficult financing terms and conditions (above all for small and mid-sized companies and for many Member States) should continue to inhibit the growth potential in the Eurozone. Inflation should be very modest in the entire Eurozone. Important factors in 2014 will be the planned "Asset Quality Review" and the stress test, which the ECB will perform in conjunction with national supervisory authorities and the European Bank Authority (EBA). Despite the current efforts by many European banks to lower debt and raise capital, new capital shortfalls or gaps at the banks in some countries could come to light during the course of these investigations. This prospect and the currently prevailing uncertainty about how such capital shortfalls could be potentially filled could cause uncertainty both on the financial markets and potentially in the run-up to these tests. Given the current risks of deflation and weak growth, we expect that the ECB will further adjust interest rates, and will decide on additional liquidity measures, if the market situation necessitates such action. In light of the continued low interest rates, the hesitancy of clients, and the volatility still anticipated on the markets, the potential for earnings growth within the banking industry must still be viewed as modest. Issues such as capital requirements, regulation and restructuring will again be the major themes in the banking industry in 2014 and will leave their mark on the cost side of things. General cost reductions and the review of the business models will once again take center stage. Increased regulatory requirements concerning equity capital and liquidity will continue to preoccupy the entire financial industry and will without question significantly increase operating costs. For Germany, the Issuer is forecasting growth rates of about 1.9% for 2014 and 1.7% for 2015. In the United States, it remains to be seen how the Federal Reserve will react to the current challenges and whether the political parties in the US can reach an agreement on the US budget. Asia is viewed as stable and will certainly remain attractive to investors. Nevertheless, it remains to be seen how China will resolve some of its current challenges. For the industrial countries, the inflation rate in 2014 should increase slightly to 1.7%, and then remain relatively stable in the years thereafter. Also in Germany, the inflation rate should hover below 2%. With respect to the inflation rates for

		the emerging countries, the Issuer expects a slight increase to 5.0% in 2014 and to 5.2% in 2015. There are no plans for the Issuer's business model to change significantly in 2014. The Issuer will continue to focus on its core business and, in light of the difficult market environment, direct its attention to maintaining and, where possible, expanding its current market share. In this respect, the Issuer will advise and support its clients in all global activities by relying on the global network and products of Citi. In 2014, the Issuer shall once again operate a disciplined cost and accounting management program. It will direct most of its attention in this regard to improving operational efficiency and to further strengthening the corporate governance structures. Optimizing internal procedures will also remain a focus. There is no plan to significantly expand the client portfolio, the volume of business and the selection of products and services. The Issuer does intend, however, to selectively add strategically important clients to its client base, to the extent that a business model can be developed which provides sustainable economic benefits for these clients and Citi. The credit standing of the current client portfolio is viewed as stable. The loan portfolio exposure to the peripheral countries is to the largest extent limited. No significant detriment from that exposure is anticipated. The risk capital currently available is viewed as absolutely adequate for running the current business model. Given the forecasts made by the individual Issuer's divisions and the measures described above, the Bank is again projecting an overall profit for fiscal year 2014, but it will probably be slightly lower than the 2013 profit.
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 has decided not to make any profit forecasts or profit estimates in the Base Prospectus.

<table>
<tr><td>B.10</td><td>A description of the nature of any qualifications in the audit report on the historical financial information.</td><td>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.</td></tr>
<tr><td>B.12</td><td>Selected historical key financial information regarding the issuer, presented for each financial year of the period covered by the historical financial information and any subsequent interim financial period accompanied by comparative data from the same period in the prior financial year, except that the requirement for comparative balance sheet information is satisfied by presenting the year-end balance sheet information. A statement that there has been no material adverse change in the prospects of the issuer since the date of its last published audited financial statements or a description of any material adverse change.

A description of significant changes in the financial or trading position of</td><td>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 2013 between the prior fiscal year (fiscal year 2012) and fiscal year 2013 and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

<table>
<tr><th></th><th>30.11.2013
in million Euro</th><th>prior fiscal year (30.11.2012)
in million Euro</th></tr>
<tr><td>Balance sheet total</td><td>13,516</td><td>9,543</td></tr>
<tr><td>Business volume</td><td>14,793</td><td>11,162</td></tr>
<tr><td>Equity capital</td><td>590</td><td>590</td></tr>
<tr><td>Loan portfolio</td><td>5,101</td><td>5,626</td></tr>
<tr><td>Number of employees</td><td>270</td><td>334</td></tr>
</table>

<table>
<tr><th></th><th>01.12.2012 - 30.11.2013
in million Euro</th><th>prior fiscal year (01.12.2011 - 30.11.2012)
in million Euro</th></tr>
<tr><td>Interest income from operations</td><td>6</td><td>11</td></tr>
<tr><td>Commissions from brokerage business</td><td>80</td><td>111</td></tr>
<tr><td>Commissions from securities business</td><td>15</td><td>18</td></tr>
<tr><td>Net income from financial trading operations</td><td>35</td><td>25</td></tr>
<tr><td>General administrative expenses</td><td>151</td><td>161</td></tr>
</table>

As of the balance sheet date, the balance sheet equity capital consists of the following components:

<table>
<tr><th></th><th>30.11.2013
in million Euro
(audited)</th><th>prior fiscal year (30.11.2012)
in million Euro
(audited)</th></tr>
<tr><td>Subscribed capital</td><td></td><td></td></tr>
<tr><td>Share capital</td><td>210.6</td><td>210.6</td></tr>
</table>
</td></tr>
</table>

	the issuer subsequent to the period covered by the historical financial information.	<table><tr><td>Silent partner capital</td><td>122.7</td><td>122.7</td></tr><tr><td>Capital reserves</td><td>196.3</td><td>195.8</td></tr><tr><td>Legal reserves</td><td>33.0</td><td>33.0</td></tr><tr><td>Other earnings reserves</td><td>27.9</td><td>27.9</td></tr></table> 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 13.3m (EUR 9.4m in the previous year). The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows: <table><tr><td></td><td>30.11.2013 in million Euro</td><td>prior fiscal year (30.11.2012) in million Euro</td></tr><tr><td>Equity capital on balance sheet</td><td>590.5</td><td>590.0</td></tr><tr><td>Less intangible assets</td><td>0</td><td>0</td></tr><tr><td>Core capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Supplementary capital</td><td>0.0</td><td>0.0</td></tr><tr><td>Equity capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Capital ratios</td><td></td><td></td></tr><tr><td>Tier one capital in %</td><td>37.5</td><td>33.6</td></tr><tr><td>Total capital ratio in %</td><td>37.5</td><td>33.6</td></tr></table> The Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material adverse change in the outlook of the Issuer has occurred. Furthermore, the Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material change has occurred in the financial or trading position.
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.	Not applicable; significant events that may have a material impact on the assessment of the Issuer's solvency have recently not occurred. 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 (*die den Verkaufsauftrag ausführende Stelle*) 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 optimize its organizational structure.
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	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 (*Aktiengesetz*, "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.	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with 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 (*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. **Security identification number** ISIN: DE000CF99EM9 Local Code: 4681C
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 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 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 Open End Turbo Bull Warrants with knock-out** Open End 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 Open End 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. In the event of exercise by the investor or following termination by the Issuer, in each case on a valuation date, the cash or termination amount received by the investors on the maturity date 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 Open End 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: At the latest the fifth common banking day following the exercise date or the termination date, as the case may be, at the registered office of the Issuer and the place of the central securities depositary. Exercise date(s): The last banking day of each month on which the warrant holder meets the exercise prerequisites. Valuation date: In case of an exercise the first exercise date, provided that such day is a Banking Day in London and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant adjustment exchange, or in case of a termination the day on which the

		termination becomes effective.
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants which the warrant holders have the right to exercise, the Issuer will transfer any amount payable 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. 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 this type of exercise, in order to exercise the option right the warrant holder must have submitted an effective exercise notice to the exercise agent within the exercise period and transferred the Warrants intended to be exercised to the Issuer, crediting its account with Clearstream Frankfurt or Clearstream Luxembourg, or to Euroclear. If the option right is not exercised effectively within the exercise period and 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 includes all risks arising from contractual agreements and from the general legal environment under legal risks. Supervisory risks arise from the statutory framework applicable to the Issuer. • 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 value of his investment, a statement of that fact, together with a description of the circumstances in which such additional liability arises and the likely financial effect.	**<u>General risk factors of Warrants</u>** **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. **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** **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. **Risk of exercise of the Warrants and Issuer's right of termination** In the case of Open End Turbo Warrants with knock-out, there is a risk that the term may be ended unexpectedly. The term of the Warrants ends either with the effective exercise of the Warrants by the warrant holder, or with a termination of all the Warrants by the Issuer, or on the occurrence of a knock-out event or an early redemption of the Warrants, if the terms and conditions provide for early redemption of the Warrants. **Risk relating to adjustments of the strike and of the knock-out barrier** In the case of Open End Turbo Bull Warrants with knock-out, the strike and the knock-out barrier of the Warrants are subject to ongoing adjustment. In order to reflect the financing costs incurred by the Issuer in connection with the hedging transactions entered into for the Warrants, the strike of the Warrants is changed by an adjustment amount on a daily basis. **Investors should note that the adjustment rate** for adjusting the features of the Warrants specified by the Issuer using its reasonable discretion when determining the interest rate correction factor **may differ significantly in certain financing level adjustment periods**, if the prevailing market conditions so require, **from the adjustment rate determined for the first financing level adjustment period**. In addition, the relevant knock-out barrier for the respective following financing level adjustment period is adjusted by the Issuer in its reasonable discretion on an adjustment date pursuant to the terms and conditions of the Warrants. **Investors should therefore not assume that the knock-out barrier will always remain at roughly the same distance from the strike during the term of the Warrants**.
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 09/05/2014. The offeror of the Warrants is the Issuer. The issue date is: 09/05/2014 **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 0.33. 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 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 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 11 avril 2014 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG datée 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 assume la responsabilité du contenu de ce Résumé, y compris de toute traduction en étant faite. L'Émetteur ou toute personne ayant déposé le Résumé peut être jugé responsable, 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.	L'Émetteur prévoit une forte augmentation du taux de croissance de l'économie mondiale en 2014, de 2,4% à 3,1%. Pour les années suivantes, nous nous attendons à une nouvelle augmentation de 3,3% pour 2015 et à une hausse de 3,5 % pour 2016 et 2017. D'une façon générale, l'Émetteur s'attend au maintien d'écarts significatifs entre les différentes régions. L'Émetteur s'attend à une croissance modeste dans l'Eurozone (les prévisions de croissance de l'Émetteur sont de 0,9 % et de 1,0 % pour 2014 et 2015, respectivement) après avoir enregistré un taux de -0,4 % en 2013. La reprise économique devrait être dynamisée par la réduction des mesures publiques d'austérité, une politique monétaire favorable dans la durée de la part de la Banque Centrale Européenne (BCE), le redressement de l'économie mondiale et la diminution des facteurs d'incertitude. Un euro plus fort, un endettement plus élevé dans les secteurs privés et publics et des conditions de financement toujours difficiles (surtout pour les petites et moyennes entreprises et pour de nombreux États membres) devraient continuer à empêcher la croissance potentielle dans l'Eurozone. L'inflation devrait être très modérée dans l'ensemble de l'Eurozone. En 2014, les éléments importants seront « l'examen de la qualité des actifs » et le test de stress qui sont prévus et que la BCE réalisera en lien avec les autorités de

		contrôle nationales et l'Autorité bancaire européenne (ABE). Malgré les efforts actuels de nombreuses banques européennes pour réduire la dette et augmenter le capital, de nouveaux déficits ou insuffisances des banques dans certains pays pourraient apparaître au cours de ces recherches. Cette perspective et l'incertitude, qui prévaut actuellement sur la manière dont les besoins en capital pourraient être potentiellement satisfaits, pourraient entraîner une incertitude à la fois sur les marchés financiers et, potentiellement, à l'approche de ces tests. Étant donné les risques actuels de déflation et la faible croissance, nous nous attendons à ce que la BCE poursuive l'ajustement des taux d'intérêt et décide d'apports supplémentaires de liquidités si la situation du marché le nécessite. Compte tenu de la persistance des taux d'intérêt bas, de l'hésitation des clients et de la volatilité encore prévisible sur les marchés, le potentiel de croissance des bénéfices dans le secteur bancaire doit encore être considéré comme modeste. Des questions telles que les exigences en matière de capital, la réglementation et la restructuration seront encore des sujets essentiels dans le secteur bancaire en 2014 et marqueront de leur empreinte l'aspect financier des choses. Des réductions générales des coûts et la révision des modèles de gestion occuperont une fois de plus une place centrale. L'accroissement des exigences réglementaires en matière de fonds propres et de liquidités continuera à préoccuper l'ensemble du secteur financier et, sans aucun doute, augmentera fortement les charges d'exploitation. Pour l'Allemagne, l'Émetteur prévoit des taux de croissance de 1,9 % environ pour 2014 et de 1,7 % pour 2015. Aux États-Unis, il faut encore observer comme réagira la Réserve fédérale aux défis actuels et si les partis politiques des États-Unis peuvent parvenir à un accord sur le budget du pays. L'Asie semble stable et demeurera certainement attractive pour les investisseurs. Néanmoins, il faut encore voir comment la Chine résoudra certains de ses défis actuels. Pour les pays industriels, le taux d'inflation en 2014 devrait légèrement augmenter à 1,7 % et demeurer ensuite relativement stable les années suivantes. De même, en Allemagne, le taux d'inflation devrait osciller au-dessous de 2%. Concernant les taux d'inflation des pays émergents, l'Émetteur s'attend à une légère augmentation de 5,0 % en 2014 et de 5,2 % en 2015. Aucun projet de modification importante du modèle de gestion n'existe en 2014 pour l'Émetteur. Il continuera à s'axer sur son activité de base et, compte tenu de l'environnement difficile du marché, s'efforcera de maintenir et, si possible, d'étendre sa part actuelle de marché. À cet égard, l'Émetteur conseillera et soutiendra ses clients dans toutes les activités générales en s'appuyant sur le réseau mondial et les produits de Citi. En 2014, l'Émetteur mettra en œuvre une nouvelle fois un programme strict de gestion des coûts et de la comptabilité. Dans ce sens, il recherchera essentiellement à améliorer l'efficacité opérationnelle et à consolider davantage les structures de gouvernance d'entreprise. L'optimisation des procédures internes restera aussi l'objectif. Il n'existe aucun projet d'augmentation importante du portefeuille de clients, du volume des affaires et du choix de produits et services. L'Émetteur a cependant l'intention d'ajouter ponctuellement des clients stratégiquement importants à sa clientèle dans la mesure où peut être mis au point un modèle de gestion apportant des gains économiques durables pour ces clients et pour Citi. La solvabilité du portefeuille de clients actuel est considérée stable. L'exposition du portefeuille de prêts par

		rapport aux pays périphériques est limitée au maximum. Aucun préjudice important de cette exposition n'est présagé. Le capital-risque actuellement disponible est considéré comme totalement adéquat pour mener le modèle de gestion actuel. Étant donné les prévisions réalisées par les différentes divisions de l'Émetteur et les mesures décrites ci-dessus, la Banque prévoit à nouveau un bénéfice global pour l'exercice 2014 mais qui sera probablement légèrement inférieur à celui de 2013.
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 historiques et pour toute période intermédiaire	**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 2013 entre l'exercice budgétaire antérieur (exercice 2012) et l'exercice 2013 et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG :

	30.11.2013 en millions d'euros	**Exercice précédent (30.11.2012)**

ultérieure, accompagnées de données comparatives couvrant la même période de l'exercice précédent; la présentation des bilans de clôture suffit toutefois à remplir l'exigence d'informations bilancielles comparables.

Une déclaration attestant qu'aucune détérioration significative n'a eue de répercussions sur les perspectives de 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 de l'émetteur survenus après la période couverte par les informations financières historiques.

		en millions d'euros
Total du bilan	13.516	9.543
Volume d'activité	14.793	11.162
Fonds propres	590	590
Portefeuille des prêts	5.101	5.626
Nombre d'employés	270	334

	01.12.2012 - 30.11.2013 en millions d'euros	**Exercice précédent (01.12.2011 - 30.11.2012)** en millions d'euros
Revenus d'intérêt de l'exploitation	6	11
Commissions de courtage	80	111
Commissions d'opérations sur valeurs mobilières	15	18
Revenu net des opérations financières de négoce	35	25
Frais généraux et administratifs	151	161

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

	30.11.2013 en millions d'euros (audité)	**Exercice précédent (30.11.2012)** 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	196,3	195,8
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 13,3 millions d'euros (9,4 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 : **30.11.2013** en millions d'euros / **Exercice précédent (30.11.2012)** en millions d'euros Fonds propres au bilan: 590,5 / 590,0 Moins immobilisations: 0 / 0 Capital de base: 603,8 / 599,3 Capitaux supplémentaires: 0,0 / 0,0 Fonds propres: 603,8 / 599,3 Ratios de capitaux Fonds propres Tier one en %: 37,5 / 33,6 Ratio de capitaux totaux en %: 37,5 / 33,6 L'Émetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2013, aucune détérioration significative n'a affecté les perspectives de l'Émetteur. En outre, l'Émetteur déclare que depuis la date des derniers états financiers audités au 3o novembre 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale.
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'Émetteur 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 peut ne pas avoir déduit et payé la retenue à la source des dividendes reçus en relation avec des transactions communément appelées cum-ex transactions pour des actions qu'il conserve pour ses clients suivant les besoins. 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'euros 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. Le 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 une 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. Citigroup Global Markets Deutschland AG a obtenu l'avis juridique d'un bureau réputé de consultants en fiscalité ainsi que d'un cabinet réputé d'expertise

		comptable. A partir de ces avis, la direction de Citigroup Global Markets Deutschland AG considère que la probabilité d'obtenir gain de cause dans l'hypothèse d'une procédure judiciaire excède 50 pourcents. De ce fait, la direction de Citigroup Global Markets Deutschland AG a décidé de n'écrire dans ses comptes qu'une réserve au titre de l'avis juridique et des dépenses éventuelles de litige et a décidé à cet égard qu'un montant de 2 millions d'Euros était adéquat. 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: DE000CF99EM9 Numéro d'identification local : 4681C
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 *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	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.

	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.	
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 Open End Turbo Bull à barrière désactivante** Les Warrants Open End Turbo Bull à barrière désactivante 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 Open End Turbo Bull à barrière désactivante perde sa valeur ou quasiment sa valeur immédiatement (événement désactivant) 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. Lorsque l'investisseur fait jouer son droit d'exercice ou après clôture par l'Émetteur, dans les deux cas à une date d'évaluation, le montant en numéraire ou le montant d'arrivée à terme reçu par les investisseurs à la date d'échéance 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 Open End 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: Au plus tard le cinquième jour ouvrable bancaire suivant la date d'exercice ou la date de rappel, le cas échéant, au siège social de l'émetteur et de la place du dépositaire central des titres. Date d'exercice: Le dernier jour ouvrable de chaque mois au cours duquel le détenteur du warrant remplit les conditions d'exercice. Date d'évaluation: En cas d'exercice le premier date d'exercice, à condition que ce jour soit un jour ouvrable bancaire à Londres et un jour de bourse et un jour où les options et les contrats à terme portant sur le sous-jacent sont négociés sur la bourse d'ajustement de référence, ou en cas de rappel la journée à laquelle le rappel devient effectif.
C.17	Décrire la procédure de règlement des	Dans le cas de Warrants pour lesquels les détenteurs de warrant disposent d'un droit d'exercice à tout moment, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au

	instruments dérivés.	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 avec cette modalité d'exercice, afin d'exercer le droit d'option, le détenteur du warrant doit avoir soumis une notification d'exercice effectif à l'agent d'exercice au cours de la période d'exercice et avoir transféré les Warrants qui doivent être exercés à l'Émetteur, en créditant son compte chez Clearstream Francfort ou Clearstream Luxembourg, ou chez Euroclear. Si le droit d'option n'est pas exercé effectivement au cours de la période d'exercice et 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 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 qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son 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 que des effets financiers probables de cette matérialisation.	**<u>Facteurs généraux de risque des Warrants</u>** **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 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. **<u>Facteurs de risque spécifiques au produit</u>** **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. **Risque d'exercice des warrants et du droit de l'Émetteur à la résiliation** Dans le cas des Warrants Turbo Open-End à barrière désactivante, le risque existe que la période de validité prenne fin inopinément. La période de validité des Warrants se termine soit avec l'exercice effectif des warrants par le détenteur du warrant, ou par la résiliation de tous les Warrants par l'Émetteur, ou lors de la survenue d'un événement désactivant ou d'un rachat anticipé des Warrants, si les termes et conditions prévoient le rachat anticipé des Warrants. **Risque relatif aux ajustements du prix d'exercice et de la barrière désactivante** Dans le cas de Warrants Turbo Open-End Bull à barrière désactivante, le prix d'exercice et la barrière désactivante des Warrants font l'objet d'un ajustement quotidien (ou mensuel pour la barrière désactivante). Afin de refléter les coûts de financement encourus par l'Émetteur associés aux opérations de couverture conclues pour les Warrants, le prix d'exercice des warrants est modifié quotidiennement par un montant d'ajustement. **Les investisseurs doivent prendre conscience que le taux d'ajustement** utilisé pour ajuster les caractéristiques des Warrants et spécifié par l'Émetteur à sa discrétion raisonnable lors de la détermination du facteur de correction de taux d'intérêt, **est susceptible de différer de manière significative au cours de certaines périodes d'ajustement du niveau de financement,** si les conditions prévalant sur le marché l'exigent, **du taux d'ajustement déterminé pour la première période d'ajustement du niveau de financement.** De plus, la barrière de désactivation correspondante pour les périodes respectives suivantes d'ajustement du niveau de financement est ajustée par l'Émetteur, à sa raisonnable discrétion, à une date d'ajustement conforme aux termes et conditions des Warrants. **Les investisseurs devraient donc ne pas supposer que la barrière désactivante demeurera toujours plus ou moins à la même distance**

		du prix d'exercice pendant la période de validité des Warrants.
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 09.05.2014. Les offreur des Warrants est: l'Émetteur La date d'émission est: 09.05.2014 **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 0,33. 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

08 May 2014

to the

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

OPEN END TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT
(TURBO INFINI BEST)

based on the following underlying:

Airbus

ISIN: DE000CF99EN7

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 Open End Turbo Warrants with knock-out (Product No. 3) (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 11 April 2014, 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 Open End 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 Open End 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 and/or No. 4 of the Issue Specific 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 or Termination of the Warrants by the Issuer (No. 2 of the General Conditions and/or No. 4 of the Issue Specific 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 Depositaries**":	Euroclear System, Brussels; Clearstream Banking S.A., Luxembourg
"**Adjustment Date**":	The first Banking Day in Frankfurt of each month.
"**Adjustment due to Dividend Payments**":	In case of dividends or other equivalent cash distributions on a share or one or more shares represented in an index, the Issuer will adjust the effective Strike and, as the case may be,

	the effective Knock-Out Barrier at its reasonable discretion. The adjustment will be effected at the day on which shares of the respective company, for which dividends or other equivalent cash distributions are made, are traded ex-dividend on its home exchange.
"**Adjustment Rate**":	The Adjustment Rate for the first Financing Level Adjustment Period corresponds to the relevant rate as specified in Table 1 of the Annex to the Issue Specific Conditions for the first Financing Level Adjustment Period. The Adjustment Rate applicable in each succeeding Adjustment Period composes as follows: in case of Open End Turbo Bull Warrants the sum of, and for Open End Turbo Bear Warrants the difference of (i) the interest rate ("**Reference Interest Rate**") as published on the Reuters page EURIBOR1M= (or a replacing page) for EUR-Rates Ref., USDVIEW (or a replacing page) for US-Rates Ref., JPYVIEW (or a replacing page) for Yen-Rates Ref., CHFLIBOR (or a replacing page) for CHF-Rates Ref., HKDVIEW (or a replacing page) for HKD-Rates Ref., and SEKVIEW (or a replacing page) for SEK-Rates Ref. at the last day of the respective preceding Financing Level Adjustment Period and (ii) the Interest Rate Correction Factor applicable in the respective Financing Level Adjustment Period. If the Reference Interest Rate is no longer displayed in one of the manners described above, the Issuer is entitled to determine at its reasonable discretion a Reference Interest Rate based on the market practice prevailing at the time and giving due consideration to the prevailing market conditions.
"**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**	Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

"**Depositary**":	France
"**Clearing Territory of the Central Securities Depositary**":	France
"**Currency Conversion Date**":	As specified in Table 2 of the Annex to the Issue Specific Conditions.
"**Exchange Rate Reference Agent**":	not applicable
"**Exercise Date**":	The last Banking Day of each month 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).
"**Financing Level Adjustment Period**":	The period from the Issue Date until the first Adjustment Date (inclusive) and each following period from an Adjustment Date (exclusive) until the next following Adjustment Date (inclusive).
"**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.
"**Interest Rate Correction Factor**":	An interest rate determined for each Financing Level Adjustment Period by the Issuer at its reasonable discretion taking into account the then prevailing market environment. It may be different for Bull and Bear 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**":	On the Issue Date, the Knock-Out Barrier is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Knock-Out Cash Amount**":	zero
"**Maturity Date**":	The earlier of the Payment Date upon Exercise or the Payment Date upon Termination.
"**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 Exercise Date + 1**":	not applicable

"**Modified Exercise Date**":	The Exercise Date provided that such day 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, otherwise the first day following the Exercise Date on which the aforementioned prerequisites are met.
"**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**":	Period from the Issue Date (inclusive) until the Valuation Date (inclusive).
"**Payment Date upon Exercise**":	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.
"**Payment Date upon Termination**":	At the latest the fifth common Banking Day following the Termination 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**":	On the Issue Date, the Strike is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Type**":	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 + 1**":	not applicable

"**Valuation Date**": As specified in Table 2 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. 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 (No. 2b (2) of the Issue Specific Conditions) of the Warrant (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. 2b
Adjustment Amount

(1) The respective "**Strike**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Strike shall be adjusted on each calendar day during a Financing Level Adjustment Period by the Adjustment Amount calculated by the Issuer for that relevant calendar day. The Adjustment Amount for the Warrants may vary. The "**Adjustment Amount**" of a series applying for each calendar day during the respective Financing Level Adjustment Period shall be equal to the result obtained by multiplying the Strike applying on the Adjustment Date falling in that Financing Level Adjustment Period by the Adjustment Rate applicable in that Financing Level Adjustment Period and converted to the amount for one calendar day using the actual/360 day count convention. The resulting Strike for each calendar day shall be rounded to three decimal places in accordance with normal commercial practice, but the calculation of the next following Strike in each case shall be based on the unrounded Strike for the preceding day. The calculations for the first Financing Level Adjustment Period shall be based on the Strike on the Issue Date.

(2) The respective "**Knock-Out Barrier**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Knock-Out Barrier shall be determined by the Issuer on each calendar day in such a way that it corresponds to the respective Strike adjusted in accordance with the preceding paragraph.

(3) In the event of dividend payments or other cash distributions equivalent to dividend payments in respect of the Underlying (applicable in the case of shares as the Underlying) or in respect of the shares on which the Underlying is based (applicable in the case of stock indices as the Underlying), the Strike applying in each case and, where relevant, the Knock-Out Barrier shall be adjusted in accordance with No. 2 (3) of the Issue Specific Conditions (Adjustment due to Dividend Payments).

No. 3
Exercise of the Option Rights

(1) The Warrants may be exercised by the Warrant Holder only with effect as of an Exercise Date in accordance with No. 2 (3) of the Issue Specific Conditions. 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 at the latest by 10:00 a.m. (local time at the location of the relevant Exercise Agent) on the Exercise Date. The provisions of paragraphs (2) to (4) of this No. 3 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 Paris and Frankfurt am Main 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 fifteen (15) 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) 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.

(4) 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
Termination

(1) The Issuer shall have the right to terminate all of the Warrants of a series during their term with a notice period of 4 weeks by giving notice in accordance with No. 4 of the General Conditions with effect as of the Termination Date specified in the notice (the "**Termination Date**"). Termination in accordance with this No. 4 may not be effected earlier than 3 months after the Issue Date. All Termination Notices issued pursuant to this No. 4 are irrevocable and must specify the Termination Date. The Termination shall become effective on the date specified in the announcement of the notice. For the purposes of calculating the Cash Amount in accordance with No. 2 of the Issue Specific Conditions, the date on which the Termination becomes effective shall be deemed to be the Valuation Date within the meaning of these Terms and Conditions.

(2) In the event of Termination by the Issuer, No. 3 of the Issue Specific Conditions shall not apply. The Exercise Date within the meaning of No. 2 (3) of the Issue Specific Conditions shall in this case be the date on which the Termination becomes effective. The Payment Date shall be the Payment Date upon Termination in accordance with paragraph (3) of this No. 4.

(3) In this event, the Issuer will transfer the Cash Amount for all of the Warrants affected by the Termination to the Central Securities Depositary within five (5) Banking Days at the head office of the Issuer and at the location of the Central Securities Depositary after the

Termination Date for the credit of the Warrant Holders registered with the Central Securities Depositary on the second day following the Termination Date (referred to in the following as "**Payment Date upon Termination**"). 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. In the event that the onward transfer is not possible within three months after the Payment Date upon Termination ("**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.

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. "**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: 09/05/2014
Initial value date in France: 14/05/2014

ISIN / Local Trading Code	Underlying	Type	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike on the Issue Date / Knock-Out Barrier on the Issue Date	Multiplier	Adjustment Rate in the 1st Financing Level Adjustment Period	Number	Reference Price of the Underlying ("Reference Price")
DE000CF99EN7 / 4698C	Airbus	BULL	No	EUR 0.51	Euro (EUR)	EUR 45.00 / EUR 45.00	0.1	4.24 %	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 / Relevant Adjustment Exchange for the Underlying ("Adjustment Exchange")	Valuation Date / Currency Conversion Date	Currency in which the Reference Price is expressed ("Reference Currency")
Airbus Group N.V. / Common Shares	NL0000235190	Euronext Paris / EUREX Frankfurt	Modified Exercise Date / 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	:	STOXX Limited, Zurich, Switzerland
Dow Jones & Company, Inc.	:	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.	:	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 Paris	:	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 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, Spain
NYSE	:	New York Stock Exchange, New York, NY, USA
OCC	:	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):

- **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)**
- **Risk of exercise of the Warrants and Issuer's right of termination**
- **Risk relating to adjustments of the strike and of the knock-out barrier**

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 09/05/2014.

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.airbus-group.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		
A.1	This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the "**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 11 April 2014 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 has assumed responsibility for this Summary including any translations of the same. The Issuer or persons who have tabled the Summary may be held liable, 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 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.	**Domicile** Frankfurt 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.
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Issuer is forecasting a significant increase in the growth rate for the global economy in 2014, climbing from 2.4% to 3.1%. For the years thereafter, we are anticipating a further increase to 3.3% for 2015 and a rise to 3.5% for 2016 and 2017. Overall, the Issuer continues to expect significant differences between the individual regions. The Issuer expects modest growth in the Eurozone (the Issuer's growth projections are 0.9% and 1.0% for 2014 and 2015, respectively) after having reported a -0.4% rate in 2013. The economic recovery should be buoyed by scaled-down public austerity measures, a continuing supportive monetary policy from the European Central Bank (ECB), a recovering global economy and a decline in the factors of uncertainty. A stronger Euro, higher debt loads in the private and public sectors and a persistently difficult financing terms and conditions (above all for small and mid-sized companies and for many Member States) should continue to inhibit the growth potential in the Eurozone. Inflation should be very modest in the entire Eurozone. Important factors in 2014 will be the planned "Asset Quality Review" and the stress test, which the ECB will perform in conjunction with national supervisory authorities and the European Bank Authority (EBA). Despite the current efforts by many European banks to lower debt and raise capital, new capital shortfalls or gaps at the banks in some countries could come to light during the course of these investigations. This prospect and the currently prevailing uncertainty about how such capital shortfalls could be potentially filled could cause uncertainty both on the financial markets and potentially in the run-up to these tests. Given the current risks of deflation and weak growth, we expect that the ECB will further adjust interest rates, and will decide on additional liquidity measures, if the market situation necessitates such action. In light of the continued low interest rates, the hesitancy of clients, and the volatility still anticipated on the markets, the potential for earnings growth within the banking industry must still be viewed as modest. Issues such as capital requirements, regulation and restructuring will again be the major themes in the banking industry in 2014 and will leave their mark on the cost side of things. General cost reductions and the review of the business models will once again take center stage. Increased regulatory requirements concerning equity capital and liquidity will continue to preoccupy the entire financial industry and will without question significantly increase operating costs. For Germany, the Issuer is forecasting growth rates of about 1.9% for 2014 and 1.7% for 2015. In the United States, it remains to be seen how the Federal Reserve will react to the current challenges and whether the political parties in the US can reach an agreement on the US budget. Asia is viewed as stable and will certainly remain attractive to investors. Nevertheless, it remains to be seen how China will resolve some of its current challenges. For the industrial countries, the inflation rate in 2014 should increase slightly to 1.7%, and then remain relatively stable in the years thereafter. Also in Germany, the inflation rate should hover below 2%. With respect to the inflation rates for

		the emerging countries, the Issuer expects a slight increase to 5.0% in 2014 and to 5.2% in 2015. There are no plans for the Issuer's business model to change significantly in 2014. The Issuer will continue to focus on its core business and, in light of the difficult market environment, direct its attention to maintaining and, where possible, expanding its current market share. In this respect, the Issuer will advise and support its clients in all global activities by relying on the global network and products of Citi. In 2014, the Issuer shall once again operate a disciplined cost and accounting management program. It will direct most of its attention in this regard to improving operational efficiency and to further strengthening the corporate governance structures. Optimizing internal procedures will also remain a focus. There is no plan to significantly expand the client portfolio, the volume of business and the selection of products and services. The Issuer does intend, however, to selectively add strategically important clients to its client base, to the extent that a business model can be developed which provides sustainable economic benefits for these clients and Citi. The credit standing of the current client portfolio is viewed as stable. The loan portfolio exposure to the peripheral countries is to the largest extent limited. No significant detriment from that exposure is anticipated. The risk capital currently available is viewed as absolutely adequate for running the current business model. Given the forecasts made by the individual Issuer's divisions and the measures described above, the Bank is again projecting an overall profit for fiscal year 2014, but it will probably be slightly lower than the 2013 profit.
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 has decided not to make any profit forecasts or profit estimates in the Base Prospectus.

<table>
<tr><td>B.10</td><td>A description of the nature of any qualifications in the audit report on the historical financial information.</td><td>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.</td></tr>
<tr><td>B.12</td><td>Selected historical key financial information regarding the issuer, presented for each financial year of the period covered by the historical financial information and any subsequent interim financial period accompanied by comparative data from the same period in the prior financial year, except that the requirement for comparative balance sheet information is satisfied by presenting the year-end balance sheet information. A statement that there has been no material adverse change in the prospects of the issuer since the date of its last published audited financial statements or a description of any material adverse change.

A description of significant changes in the financial or trading position of</td><td>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 2013 between the prior fiscal year (fiscal year 2012) and fiscal year 2013 and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

<table>
<tr><th></th><th>30.11.2013
in million Euro</th><th>prior fiscal year (30.11.2012)
in million Euro</th></tr>
<tr><td>Balance sheet total</td><td>13,516</td><td>9,543</td></tr>
<tr><td>Business volume</td><td>14,793</td><td>11,162</td></tr>
<tr><td>Equity capital</td><td>590</td><td>590</td></tr>
<tr><td>Loan portfolio</td><td>5,101</td><td>5,626</td></tr>
<tr><td>Number of employees</td><td>270</td><td>334</td></tr>
</table>

<table>
<tr><th></th><th>01.12.2012 - 30.11.2013
in million Euro</th><th>prior fiscal year (01.12.2011 - 30.11.2012)
in million Euro</th></tr>
<tr><td>Interest income from operations</td><td>6</td><td>11</td></tr>
<tr><td>Commissions from brokerage business</td><td>80</td><td>111</td></tr>
<tr><td>Commissions from securities business</td><td>15</td><td>18</td></tr>
<tr><td>Net income from financial trading operations</td><td>35</td><td>25</td></tr>
<tr><td>General administrative expenses</td><td>151</td><td>161</td></tr>
</table>

As of the balance sheet date, the balance sheet equity capital consists of the following components:

<table>
<tr><th></th><th>30.11.2013
in million Euro
(audited)</th><th>prior fiscal year (30.11.2012)
in million Euro
(audited)</th></tr>
<tr><td>Subscribed capital</td><td></td><td></td></tr>
<tr><td>Share capital</td><td>210.6</td><td>210.6</td></tr>
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	the issuer subsequent to the period covered by the historical financial information.	<table><tr><td>Silent partner capital</td><td>122.7</td><td>122.7</td></tr><tr><td>Capital reserves</td><td>196.3</td><td>195.8</td></tr><tr><td>Legal reserves</td><td>33.0</td><td>33.0</td></tr><tr><td>Other earnings reserves</td><td>27.9</td><td>27.9</td></tr></table> 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 13.3m (EUR 9.4m in the previous year). The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows: <table><tr><td></td><td>30.11.2013 in million Euro</td><td>prior fiscal year (30.11.2012) in million Euro</td></tr><tr><td>Equity capital on balance sheet</td><td>590.5</td><td>590.0</td></tr><tr><td>Less intangible assets</td><td>0</td><td>0</td></tr><tr><td>Core capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Supplementary capital</td><td>0.0</td><td>0.0</td></tr><tr><td>Equity capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Capital ratios</td><td></td><td></td></tr><tr><td>Tier one capital in %</td><td>37.5</td><td>33.6</td></tr><tr><td>Total capital ratio in %</td><td>37.5</td><td>33.6</td></tr></table> The Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material adverse change in the outlook of the Issuer has occurred. Furthermore, the Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material change has occurred in the financial or trading position.
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.	Not applicable; significant events that may have a material impact on the assessment of the Issuer's solvency have recently not occurred. 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 (*die den Verkaufsauftrag ausführende Stelle*) 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 optimize its organizational structure.
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	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 (*Aktiengesetz*, "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.	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with 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 (*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. **Security identification number** ISIN: DE000CF99EN7 Local Code: 4698C
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 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 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 Open End Turbo Bull Warrants with knock-out** Open End 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 Open End 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. In the event of exercise by the investor or following termination by the Issuer, in each case on a valuation date, the cash or termination amount received by the investors on the maturity date 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 Open End 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: At the latest the fifth common banking day following the exercise date or the termination date, as the case may be, at the registered office of the Issuer and the place of the central securities depositary. Exercise date(s): The last banking day of each month on which the warrant holder meets the exercise prerequisites. Valuation date: In case of an exercise the first exercise date, provided that such day is a Banking Day in London and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant adjustment exchange, or in case of a termination the day on which the

		termination becomes effective.
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants which the warrant holders have the right to exercise, the Issuer will transfer any amount payable 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. 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 this type of exercise, in order to exercise the option right the warrant holder must have submitted an effective exercise notice to the exercise agent within the exercise period and transferred the Warrants intended to be exercised to the Issuer, crediting its account with Clearstream Frankfurt or Clearstream Luxembourg, or to Euroclear. If the option right is not exercised effectively within the exercise period and 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: *938914* ISIN: *NL0000235190* Company: Airbus Group N.V. Relevant stock exchange: Euronext Paris Reuters page: AIR.PA Website: www.airbus-group.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 includes all risks arising from contractual agreements and from the general legal environment under legal risks. Supervisory risks arise from the statutory framework applicable to the Issuer. • 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 value of his investment, a statement of that fact, together with a description of the circumstances in which such additional liability arises and the likely financial effect.	**<u>General risk factors of Warrants</u>** **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. **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** **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. **Risk of exercise of the Warrants and Issuer's right of termination** In the case of Open End Turbo Warrants with knock-out, there is a risk that the term may be ended unexpectedly. The term of the Warrants ends either with the effective exercise of the Warrants by the warrant holder, or with a termination of all the Warrants by the Issuer, or on the occurrence of a knock-out event or an early redemption of the Warrants, if the terms and conditions provide for early redemption of the Warrants. **Risk relating to adjustments of the strike and of the knock-out barrier** In the case of Open End Turbo Bull Warrants with knock-out, the strike and the knock-out barrier of the Warrants are subject to ongoing adjustment. In order to reflect the financing costs incurred by the Issuer in connection with the hedging transactions entered into for the Warrants, the strike of the Warrants is changed by an adjustment amount on a daily basis. **Investors should note that the adjustment rate** for adjusting the features of the Warrants specified by the Issuer using its reasonable discretion when determining the interest rate correction factor **may differ significantly in certain financing level adjustment periods**, if the prevailing market conditions so require, **from the adjustment rate determined for the first financing level adjustment period**. In addition, the relevant knock-out barrier for the respective following financing level adjustment period is adjusted by the Issuer in its reasonable discretion on an adjustment date pursuant to the terms and conditions of the Warrants. **Investors should therefore not assume that the knock-out barrier will always remain at roughly the same distance from the strike during the term of the Warrants**.
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 09/05/2014. The offeror of the Warrants is the Issuer. The issue date is: 09/05/2014 **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 0.51. 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 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 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 11 avril 2014 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG datée 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 assume la responsabilité du contenu de ce Résumé, y compris de toute traduction en étant faite. L'Émetteur ou toute personne ayant déposé le Résumé peut être jugé responsable, 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.	L'Émetteur prévoit une forte augmentation du taux de croissance de l'économie mondiale en 2014, de 2,4% à 3,1%. Pour les années suivantes, nous nous attendons à une nouvelle augmentation de 3,3% pour 2015 et à une hausse de 3,5 % pour 2016 et 2017. D'une façon générale, l'Émetteur s'attend au maintien d'écarts significatifs entre les différentes régions. L'Émetteur s'attend à une croissance modeste dans l'Eurozone (les prévisions de croissance de l'Émetteur sont de 0,9 % et de 1,0 % pour 2014 et 2015, respectivement) après avoir enregistré un taux de -0,4 % en 2013. La reprise économique devrait être dynamisée par la réduction des mesures publiques d'austérité, une politique monétaire favorable dans la durée de la part de la Banque Centrale Européenne (BCE), le redressement de l'économie mondiale et la diminution des facteurs d'incertitude. Un euro plus fort, un endettement plus élevé dans les secteurs privés et publics et des conditions de financement toujours difficiles (surtout pour les petites et moyennes entreprises et pour de nombreux États membres) devraient continuer à empêcher la croissance potentielle dans l'Eurozone. L'inflation devrait être très modérée dans l'ensemble de l'Eurozone. En 2014, les éléments importants seront « l'examen de la qualité des actifs » et le test de stress qui sont prévus et que la BCE réalisera en lien avec les autorités de

		contrôle nationales et l'Autorité bancaire européenne (ABE). Malgré les efforts actuels de nombreuses banques européennes pour réduire la dette et augmenter le capital, de nouveaux déficits ou insuffisances des banques dans certains pays pourraient apparaître au cours de ces recherches. Cette perspective et l'incertitude, qui prévaut actuellement sur la manière dont les besoins en capital pourraient être potentiellement satisfaits, pourraient entraîner une incertitude à la fois sur les marchés financiers et, potentiellement, à l'approche de ces tests. Étant donné les risques actuels de déflation et la faible croissance, nous nous attendons à ce que la BCE poursuive l'ajustement des taux d'intérêt et décide d'apports supplémentaires de liquidités si la situation du marché le nécessite. Compte tenu de la persistance des taux d'intérêt bas, de l'hésitation des clients et de la volatilité encore prévisible sur les marchés, le potentiel de croissance des bénéfices dans le secteur bancaire doit encore être considéré comme modeste. Des questions telles que les exigences en matière de capital, la réglementation et la restructuration seront encore des sujets essentiels dans le secteur bancaire en 2014 et marqueront de leur empreinte l'aspect financier des choses. Des réductions générales des coûts et la révision des modèles de gestion occuperont une fois de plus une place centrale. L'accroissement des exigences réglementaires en matière de fonds propres et de liquidités continuera à préoccuper l'ensemble du secteur financier et, sans aucun doute, augmentera fortement les charges d'exploitation. Pour l'Allemagne, l'Émetteur prévoit des taux de croissance de 1,9 % environ pour 2014 et de 1,7 % pour 2015. Aux États-Unis, il faut encore observer comme réagira la Réserve fédérale aux défis actuels et si les partis politiques des États-Unis peuvent parvenir à un accord sur le budget du pays. L'Asie semble stable et demeurera certainement attractive pour les investisseurs. Néanmoins, il faut encore voir comment la Chine résoudra certains de ses défis actuels. Pour les pays industriels, le taux d'inflation en 2014 devrait légèrement augmenter à 1,7 % et demeurer ensuite relativement stable les années suivantes. De même, en Allemagne, le taux d'inflation devrait osciller au-dessous de 2%. Concernant les taux d'inflation des pays émergents, l'Émetteur s'attend à une légère augmentation de 5,0 % en 2014 et de 5,2 % en 2015. Aucun projet de modification importante du modèle de gestion n'existe en 2014 pour l'Émetteur. Il continuera à s'axer sur son activité de base et, compte tenu de l'environnement difficile du marché, s'efforcera de maintenir et, si possible, d'étendre sa part actuelle de marché. À cet égard, l'Émetteur conseillera et soutiendra ses clients dans toutes les activités générales en s'appuyant sur le réseau mondial et les produits de Citi. En 2014, l'Émetteur mettra en œuvre une nouvelle fois un programme strict de gestion des coûts et de la comptabilité. Dans ce sens, il recherchera essentiellement à améliorer l'efficacité opérationnelle et à consolider davantage les structures de gouvernance d'entreprise. L'optimisation des procédures internes restera aussi l'objectif. Il n'existe aucun projet d'augmentation importante du portefeuille de clients, du volume des affaires et du choix de produits et services. L'Émetteur a cependant l'intention d'ajouter ponctuellement des clients stratégiquement importants à sa clientèle dans la mesure où peut être mis au point un modèle de gestion apportant des gains économiques durables pour ces clients et pour Citi. La solvabilité du portefeuille de clients actuel est considérée stable. L'exposition du portefeuille de prêts par

		rapport aux pays périphériques est limitée au maximum. Aucun préjudice important de cette exposition n'est présagé. Le capital-risque actuellement disponible est considéré comme totalement adéquat pour mener le modèle de gestion actuel. Étant donné les prévisions réalisées par les différentes divisions de l'Émetteur et les mesures décrites ci-dessus, la Banque prévoit à nouveau un bénéfice global pour l'exercice 2014 mais qui sera probablement légèrement inférieur à celui de 2013.
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 historiques et pour toute période intermédiaire	**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 2013 entre l'exercice budgétaire antérieur (exercice 2012) et l'exercice 2013 et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG :

	30.11.2013 en millions d'euros	**Exercice précédent (30.11.2012)**

ultérieure, accompagnées de données comparatives couvrant la même période de l'exercice précédent; la présentation des bilans de clôture suffit toutefois à remplir l'exigence d'informations bilancielles comparables.

Une déclaration attestant qu'aucune détérioration significative n'a eue de répercussions sur les perspectives de 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 de l'émetteur survenus après la période couverte par les informations financières historiques.

		en millions d'euros
Total du bilan	13.516	9.543
Volume d'activité	14.793	11.162
Fonds propres	590	590
Portefeuille des prêts	5.101	5.626
Nombre d'employés	270	334

	01.12.2012 - 30.11.2013 en millions d'euros	**Exercice précédent (01.12.2011 - 30.11.2012)** en millions d'euros
Revenus d'intérêt de l'exploitation	6	11
Commissions de courtage	80	111
Commissions d'opérations sur valeurs mobilières	15	18
Revenu net des opérations financières de négoce	35	25
Frais généraux et administratifs	151	161

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

	30.11.2013 en millions d'euros (audité)	**Exercice précédent (30.11.2012)** 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	196,3	195,8
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 13,3 millions d'euros (9,4 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 : **30.11.2013** en millions d'euros / **Exercice précédent (30.11.2012)** en millions d'euros Fonds propres au bilan: 590,5 / 590,0 Moins immobilisations: 0 / 0 Capital de base: 603,8 / 599,3 Capitaux supplémentaires: 0,0 / 0,0 Fonds propres: 603,8 / 599,3 Ratios de capitaux Fonds propres Tier one en %: 37,5 / 33,6 Ratio de capitaux totaux en %: 37,5 / 33,6 L'Émetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2013, aucune détérioration significative n'a affecté les perspectives de l'Émetteur. En outre, l'Émetteur déclare que depuis la date des derniers états financiers audités au 3o novembre 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale.
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'Émetteur 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 peut ne pas avoir déduit et payé la retenue à la source des dividendes reçus en relation avec des transactions communément appelées cum-ex transactions pour des actions qu'il conserve pour ses clients suivant les besoins. 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'euros 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. Le 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 une 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. Citigroup Global Markets Deutschland AG a obtenu l'avis juridique d'un bureau réputé de consultants en fiscalité ainsi que d'un cabinet réputé d'expertise

		comptable. A partir de ces avis, la direction de Citigroup Global Markets Deutschland AG considère que la probabilité d'obtenir gain de cause dans l'hypothèse d'une procédure judiciaire excède 50 pourcents. De ce fait, la direction de Citigroup Global Markets Deutschland AG a décidé de n'écrire dans ses comptes qu'une réserve au titre de l'avis juridique et des dépenses éventuelles de litige et a décidé à cet égard qu'un montant de 2 millions d'Euros était adéquat. 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: DE000CF99EN7 Numéro d'identification local : 4698C
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 *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	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.

	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.	
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 Open End Turbo Bull à barrière désactivante** Les Warrants Open End Turbo Bull à barrière désactivante 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 Open End Turbo Bull à barrière désactivante perde sa valeur ou quasiment sa valeur immédiatement (événement désactivant) 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. Lorsque l'investisseur fait jouer son droit d'exercice ou après clôture par l'Émetteur, dans les deux cas à une date d'évaluation, le montant en numéraire ou le montant d'arrivée à terme reçu par les investisseurs à la date d'échéance 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 Open End 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: Au plus tard le cinquième jour ouvrable bancaire suivant la date d'exercice ou la date de rappel, le cas échéant, au siège social de l'émetteur et de la place du dépositaire central des titres. Date d'exercice: Le dernier jour ouvrable de chaque mois au cours duquel le détenteur du warrant remplit les conditions d'exercice. Date d'évaluation: En cas d'exercice le premier date d'exercice, à condition que ce jour soit un jour ouvrable bancaire à Londres et un jour de bourse et un jour où les options et les contrats à terme portant sur le sous-jacent sont négociés sur la bourse d'ajustement de référence, ou en cas de rappel la journée à laquelle le rappel devient effectif.
C.17	Décrire la procédure de règlement des	Dans le cas de Warrants pour lesquels les détenteurs de warrant disposent d'un droit d'exercice à tout moment, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au

	instruments dérivés.	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 avec cette modalité d'exercice, afin d'exercer le droit d'option, le détenteur du warrant doit avoir soumis une notification d'exercice effectif à l'agent d'exercice au cours de la période d'exercice et avoir transféré les Warrants qui doivent être exercés à l'Émetteur, en créditant son compte chez Clearstream Francfort ou Clearstream Luxembourg, ou chez Euroclear. Si le droit d'option n'est pas exercé effectivement au cours de la période d'exercice et 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): *938914* ISIN: *NL0000235190* Société: Airbus Group N.V. Bourse de valeurs mobilières concernée: Euronext Paris Page de Reuters: AIR.PA Site Web: www.airbus-group.com
Section 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 qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son 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 que des effets financiers probables de cette matérialisation.	**<u>Facteurs généraux de risque des Warrants</u>** **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 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. **<u>Facteurs de risque spécifiques au produit</u>** **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. **Risque d'exercice des warrants et du droit de l'Émetteur à la résiliation** Dans le cas des Warrants Turbo Open-End à barrière désactivante, le risque existe que la période de validité prenne fin inopinément. La période de validité des Warrants se termine soit avec l'exercice effectif des warrants par le détenteur du warrant, ou par la résiliation de tous les Warrants par l'Émetteur, ou lors de la survenue d'un événement désactivant ou d'un rachat anticipé des Warrants, si les termes et conditions prévoient le rachat anticipé des Warrants. **Risque relatif aux ajustements du prix d'exercice et de la barrière désactivante** Dans le cas de Warrants Turbo Open-End Bull à barrière désactivante, le prix d'exercice et la barrière désactivante des Warrants font l'objet d'un ajustement quotidien (ou mensuel pour la barrière désactivante). Afin de refléter les coûts de financement encourus par l'Émetteur associés aux opérations de couverture conclues pour les Warrants, le prix d'exercice des warrants est modifié quotidiennement par un montant d'ajustement. **Les investisseurs doivent prendre conscience que le taux d'ajustement** utilisé pour ajuster les caractéristiques des Warrants et spécifié par l'Émetteur à sa discrétion raisonnable lors de la détermination du facteur de correction de taux d'intérêt, **est susceptible de différer de manière significative au cours de certaines périodes d'ajustement du niveau de financement,** si les conditions prévalant sur le marché l'exigent, **du taux d'ajustement déterminé pour la première période d'ajustement du niveau de financement.** De plus, la barrière de désactivation correspondante pour les périodes respectives suivantes d'ajustement du niveau de financement est ajustée par l'Émetteur, à sa raisonnable discrétion, à une date d'ajustement conforme aux termes et conditions des Warrants. **Les investisseurs devraient donc ne pas supposer que la barrière désactivante demeurera toujours plus ou moins à la même distance**

		du prix d'exercice pendant la période de validité des Warrants.
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 09.05.2014. Les offreur des Warrants est: l'Émetteur La date d'émission est: 09.05.2014 **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 0,51. 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

08 May 2014

to the

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

OPEN END TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT
(TURBO INFINI BEST)

based on the following underlying:

Electricité de France

ISIN: DE000CF99EP2

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 Open End Turbo Warrants with knock-out (Product No. 3) (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 11 April 2014, 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 Open End 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 Open End 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 and/or No. 4 of the Issue Specific 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 or Termination of the Warrants by the Issuer (No. 2 of the General Conditions and/or No. 4 of the Issue Specific 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 Depositaries**":	Euroclear System, Brussels; Clearstream Banking S.A., Luxembourg
"**Adjustment Date**":	The first Banking Day in Frankfurt of each month.
"**Adjustment due to Dividend Payments**":	In case of dividends or other equivalent cash distributions on a share or one or more shares represented in an index, the Issuer will adjust the effective Strike and, as the case may be,

	the effective Knock-Out Barrier at its reasonable discretion. The adjustment will be effected at the day on which shares of the respective company, for which dividends or other equivalent cash distributions are made, are traded ex-dividend on its home exchange.
"**Adjustment Rate**":	The Adjustment Rate for the first Financing Level Adjustment Period corresponds to the relevant rate as specified in Table 1 of the Annex to the Issue Specific Conditions for the first Financing Level Adjustment Period. The Adjustment Rate applicable in each succeeding Adjustment Period composes as follows: in case of Open End Turbo Bull Warrants the sum of, and for Open End Turbo Bear Warrants the difference of (i) the interest rate ("**Reference Interest Rate**") as published on the Reuters page EURIBOR1M= (or a replacing page) for EUR-Rates Ref., USDVIEW (or a replacing page) for US-Rates Ref., JPYVIEW (or a replacing page) for Yen-Rates Ref., CHFLIBOR (or a replacing page) for CHF-Rates Ref., HKDVIEW (or a replacing page) for HKD-Rates Ref., and SEKVIEW (or a replacing page) for SEK-Rates Ref. at the last day of the respective preceding Financing Level Adjustment Period and (ii) the Interest Rate Correction Factor applicable in the respective Financing Level Adjustment Period. If the Reference Interest Rate is no longer displayed in one of the manners described above, the Issuer is entitled to determine at its reasonable discretion a Reference Interest Rate based on the market practice prevailing at the time and giving due consideration to the prevailing market conditions.
"**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**	Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

"**Depositary**":	France
"**Clearing Territory of the Central Securities Depositary**":	France
"**Currency Conversion Date**":	As specified in Table 2 of the Annex to the Issue Specific Conditions.
"**Exchange Rate Reference Agent**":	not applicable
"**Exercise Date**":	The last Banking Day of each month 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).
"**Financing Level Adjustment Period**":	The period from the Issue Date until the first Adjustment Date (inclusive) and each following period from an Adjustment Date (exclusive) until the next following Adjustment Date (inclusive).
"**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.
"**Interest Rate Correction Factor**":	An interest rate determined for each Financing Level Adjustment Period by the Issuer at its reasonable discretion taking into account the then prevailing market environment. It may be different for Bull and Bear 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**":	On the Issue Date, the Knock-Out Barrier is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Knock-Out Cash Amount**":	zero
"**Maturity Date**":	The earlier of the Payment Date upon Exercise or the Payment Date upon Termination.
"**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 Exercise Date + 1**":	not applicable

"**Modified Exercise Date**":	The Exercise Date provided that such day 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, otherwise the first day following the Exercise Date on which the aforementioned prerequisites are met.
"**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**":	Period from the Issue Date (inclusive) until the Valuation Date (inclusive).
"**Payment Date upon Exercise**":	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.
"**Payment Date upon Termination**":	At the latest the fifth common Banking Day following the Termination 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**":	On the Issue Date, the Strike is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Type**":	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 + 1**":	not applicable

"**Valuation Date**": As specified in Table 2 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. 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 (No. 2b (2) of the Issue Specific Conditions) of the Warrant (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. 2b
Adjustment Amount

(1) The respective "**Strike**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Strike shall be adjusted on each calendar day during a Financing Level Adjustment Period by the Adjustment Amount calculated by the Issuer for that relevant calendar day. The Adjustment Amount for the Warrants may vary. The "**Adjustment Amount**" of a series applying for each calendar day during the respective Financing Level Adjustment Period shall be equal to the result obtained by multiplying the Strike applying on the Adjustment Date falling in that Financing Level Adjustment Period by the Adjustment Rate applicable in that Financing Level Adjustment Period and converted to the amount for one calendar day using the actual/360 day count convention. The resulting Strike for each calendar day shall be rounded to three decimal places in accordance with normal commercial practice, but the calculation of the next following Strike in each case shall be based on the unrounded Strike for the preceding day. The calculations for the first Financing Level Adjustment Period shall be based on the Strike on the Issue Date.

(2) The respective "**Knock-Out Barrier**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Knock-Out Barrier shall be determined by the Issuer on each calendar day in such a way that it corresponds to the respective Strike adjusted in accordance with the preceding paragraph.

(3) In the event of dividend payments or other cash distributions equivalent to dividend payments in respect of the Underlying (applicable in the case of shares as the Underlying) or in respect of the shares on which the Underlying is based (applicable in the case of stock indices as the Underlying), the Strike applying in each case and, where relevant, the Knock-Out Barrier shall be adjusted in accordance with No. 2 (3) of the Issue Specific Conditions (Adjustment due to Dividend Payments).

No. 3
Exercise of the Option Rights

(1) The Warrants may be exercised by the Warrant Holder only with effect as of an Exercise Date in accordance with No. 2 (3) of the Issue Specific Conditions. 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 at the latest by 10:00 a.m. (local time at the location of the relevant Exercise Agent) on the Exercise Date. The provisions of paragraphs (2) to (4) of this No. 3 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 Paris and Frankfurt am Main 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 fifteen (15) 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) 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.

(4) 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
Termination

(1) The Issuer shall have the right to terminate all of the Warrants of a series during their term with a notice period of 4 weeks by giving notice in accordance with No. 4 of the General Conditions with effect as of the Termination Date specified in the notice (the "**Termination Date**"). Termination in accordance with this No. 4 may not be effected earlier than 3 months after the Issue Date. All Termination Notices issued pursuant to this No. 4 are irrevocable and must specify the Termination Date. The Termination shall become effective on the date specified in the announcement of the notice. For the purposes of calculating the Cash Amount in accordance with No. 2 of the Issue Specific Conditions, the date on which the Termination becomes effective shall be deemed to be the Valuation Date within the meaning of these Terms and Conditions.

(2) In the event of Termination by the Issuer, No. 3 of the Issue Specific Conditions shall not apply. The Exercise Date within the meaning of No. 2 (3) of the Issue Specific Conditions shall in this case be the date on which the Termination becomes effective. The Payment Date shall be the Payment Date upon Termination in accordance with paragraph (3) of this No. 4.

(3) In this event, the Issuer will transfer the Cash Amount for all of the Warrants affected by the Termination to the Central Securities Depositary within five (5) Banking Days at the head office of the Issuer and at the location of the Central Securities Depositary after the

Termination Date for the credit of the Warrant Holders registered with the Central Securities Depositary on the second day following the Termination Date (referred to in the following as "**Payment Date upon Termination**"). 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. In the event that the onward transfer is not possible within three months after the Payment Date upon Termination ("**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.

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. "**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: 09/05/2014
Initial value date in France: 14/05/2014

ISIN / Local Trading Code	Underlying	Type	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike on the Issue Date / Knock-Out Barrier on the Issue Date	Multiplier	Adjustment Rate in the 1st Financing Level Adjustment Period	Number	Reference Price of the Underlying ("Reference Price")
DE000CF99EP2 / 4707C	Electricité de France	BEAR	No	EUR 0.85	Euro (EUR)	EUR 35.00 / EUR 35.00	0.1	-3.76 %	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 / Relevant Adjustment Exchange for the Underlying ("Adjustment Exchange")	Valuation Date / Currency Conversion Date	Currency in which the Reference Price is expressed ("Reference Currency")
Electricité de France SA / Common Shares	FR0010242511	Euronext Paris / EUREX Frankfurt	Modified Exercise Date / 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	:	STOXX Limited, Zurich, Switzerland
Dow Jones & Company, Inc.	:	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.	:	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 Paris	:	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 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, Spain
NYSE	:	New York Stock Exchange, New York, NY, USA
OCC	:	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):

- **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)**
- **Risk of exercise of the Warrants and Issuer's right of termination**
- **Risk relating to adjustments of the strike and of the knock-out barrier**

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 09/05/2014.

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.def.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		
A.1	This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the "**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 11 April 2014 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 has assumed responsibility for this Summary including any translations of the same. The Issuer or persons who have tabled the Summary may be held liable, 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 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.	**Domicile** Frankfurt 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.
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Issuer is forecasting a significant increase in the growth rate for the global economy in 2014, climbing from 2.4% to 3.1%. For the years thereafter, we are anticipating a further increase to 3.3% for 2015 and a rise to 3.5% for 2016 and 2017. Overall, the Issuer continues to expect significant differences between the individual regions. The Issuer expects modest growth in the Eurozone (the Issuer's growth projections are 0.9% and 1.0% for 2014 and 2015, respectively) after having reported a -0.4% rate in 2013. The economic recovery should be buoyed by scaled-down public austerity measures, a continuing supportive monetary policy from the European Central Bank (ECB), a recovering global economy and a decline in the factors of uncertainty. A stronger Euro, higher debt loads in the private and public sectors and a persistently difficult financing terms and conditions (above all for small and mid-sized companies and for many Member States) should continue to inhibit the growth potential in the Eurozone. Inflation should be very modest in the entire Eurozone. Important factors in 2014 will be the planned "Asset Quality Review" and the stress test, which the ECB will perform in conjunction with national supervisory authorities and the European Bank Authority (EBA). Despite the current efforts by many European banks to lower debt and raise capital, new capital shortfalls or gaps at the banks in some countries could come to light during the course of these investigations. This prospect and the currently prevailing uncertainty about how such capital shortfalls could be potentially filled could cause uncertainty both on the financial markets and potentially in the run-up to these tests. Given the current risks of deflation and weak growth, we expect that the ECB will further adjust interest rates, and will decide on additional liquidity measures, if the market situation necessitates such action. In light of the continued low interest rates, the hesitancy of clients, and the volatility still anticipated on the markets, the potential for earnings growth within the banking industry must still be viewed as modest. Issues such as capital requirements, regulation and restructuring will again be the major themes in the banking industry in 2014 and will leave their mark on the cost side of things. General cost reductions and the review of the business models will once again take center stage. Increased regulatory requirements concerning equity capital and liquidity will continue to preoccupy the entire financial industry and will without question significantly increase operating costs. For Germany, the Issuer is forecasting growth rates of about 1.9% for 2014 and 1.7% for 2015. In the United States, it remains to be seen how the Federal Reserve will react to the current challenges and whether the political parties in the US can reach an agreement on the US budget. Asia is viewed as stable and will certainly remain attractive to investors. Nevertheless, it remains to be seen how China will resolve some of its current challenges. For the industrial countries, the inflation rate in 2014 should increase slightly to 1.7%, and then remain relatively stable in the years thereafter. Also in Germany, the inflation rate should hover below 2%. With respect to the inflation rates for

		the emerging countries, the Issuer expects a slight increase to 5.0% in 2014 and to 5.2% in 2015. There are no plans for the Issuer's business model to change significantly in 2014. The Issuer will continue to focus on its core business and, in light of the difficult market environment, direct its attention to maintaining and, where possible, expanding its current market share. In this respect, the Issuer will advise and support its clients in all global activities by relying on the global network and products of Citi. In 2014, the Issuer shall once again operate a disciplined cost and accounting management program. It will direct most of its attention in this regard to improving operational efficiency and to further strengthening the corporate governance structures. Optimizing internal procedures will also remain a focus. There is no plan to significantly expand the client portfolio, the volume of business and the selection of products and services. The Issuer does intend, however, to selectively add strategically important clients to its client base, to the extent that a business model can be developed which provides sustainable economic benefits for these clients and Citi. The credit standing of the current client portfolio is viewed as stable. The loan portfolio exposure to the peripheral countries is to the largest extent limited. No significant detriment from that exposure is anticipated. The risk capital currently available is viewed as absolutely adequate for running the current business model. Given the forecasts made by the individual Issuer's divisions and the measures described above, the Bank is again projecting an overall profit for fiscal year 2014, but it will probably be slightly lower than the 2013 profit.
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 has decided not to make any profit forecasts or profit estimates in the Base Prospectus.

<table>
<tr><td>B.10</td><td>A description of the nature of any qualifications in the audit report on the historical financial information.</td><td>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.</td></tr>
<tr><td>B.12</td><td>Selected historical key financial information regarding the issuer, presented for each financial year of the period covered by the historical financial information and any subsequent interim financial period accompanied by comparative data from the same period in the prior financial year, except that the requirement for comparative balance sheet information is satisfied by presenting the year-end balance sheet information. A statement that there has been no material adverse change in the prospects of the issuer since the date of its last published audited financial statements or a description of any material adverse change.

A description of significant changes in the financial or trading position of</td><td>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 2013 between the prior fiscal year (fiscal year 2012) and fiscal year 2013 and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

<table>
<tr><th></th><th>30.11.2013
in million Euro</th><th>prior fiscal year (30.11.2012)
in million Euro</th></tr>
<tr><td>Balance sheet total</td><td>13,516</td><td>9,543</td></tr>
<tr><td>Business volume</td><td>14,793</td><td>11,162</td></tr>
<tr><td>Equity capital</td><td>590</td><td>590</td></tr>
<tr><td>Loan portfolio</td><td>5,101</td><td>5,626</td></tr>
<tr><td>Number of employees</td><td>270</td><td>334</td></tr>
</table>

<table>
<tr><th></th><th>01.12.2012 - 30.11.2013
in million Euro</th><th>prior fiscal year (01.12.2011 - 30.11.2012)
in million Euro</th></tr>
<tr><td>Interest income from operations</td><td>6</td><td>11</td></tr>
<tr><td>Commissions from brokerage business</td><td>80</td><td>111</td></tr>
<tr><td>Commissions from securities business</td><td>15</td><td>18</td></tr>
<tr><td>Net income from financial trading operations</td><td>35</td><td>25</td></tr>
<tr><td>General administrative expenses</td><td>151</td><td>161</td></tr>
</table>

As of the balance sheet date, the balance sheet equity capital consists of the following components:

<table>
<tr><th></th><th>30.11.2013
in million Euro
(audited)</th><th>prior fiscal year (30.11.2012)
in million Euro
(audited)</th></tr>
<tr><td>Subscribed capital</td><td></td><td></td></tr>
<tr><td>Share capital</td><td>210.6</td><td>210.6</td></tr>
</table>
</td></tr>
</table>

	the issuer subsequent to the period covered by the historical financial information.	<table><tr><td>Silent partner capital</td><td>122.7</td><td>122.7</td></tr><tr><td>Capital reserves</td><td>196.3</td><td>195.8</td></tr><tr><td>Legal reserves</td><td>33.0</td><td>33.0</td></tr><tr><td>Other earnings reserves</td><td>27.9</td><td>27.9</td></tr></table> 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 13.3m (EUR 9.4m in the previous year). The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows: <table><tr><td></td><td>30.11.2013 in million Euro</td><td>prior fiscal year (30.11.2012) in million Euro</td></tr><tr><td>Equity capital on balance sheet</td><td>590.5</td><td>590.0</td></tr><tr><td>Less intangible assets</td><td>0</td><td>0</td></tr><tr><td>Core capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Supplementary capital</td><td>0.0</td><td>0.0</td></tr><tr><td>Equity capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Capital ratios</td><td></td><td></td></tr><tr><td>Tier one capital in %</td><td>37.5</td><td>33.6</td></tr><tr><td>Total capital ratio in %</td><td>37.5</td><td>33.6</td></tr></table> The Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material adverse change in the outlook of the Issuer has occurred. Furthermore, the Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material change has occurred in the financial or trading position.
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.	Not applicable; significant events that may have a material impact on the assessment of the Issuer's solvency have recently not occurred. 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 (*die den Verkaufsauftrag ausführende Stelle*) 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 optimize its organizational structure.
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	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 (*Aktiengesetz*, "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.	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with 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 (*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. **Security identification number** ISIN: DE000CF99EP2 Local Code: 4707C
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 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 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 Open End Turbo Bear Warrants with knock-out** Open End 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 Open End 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. In the event of exercise by the investor or following termination by the Issuer, in each case on a valuation date, the cash or termination amount received by the investors on the maturity date 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 Open End 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 derivative securities – the exercise date or final reference date.	Maturity date: At the latest the fifth common banking day following the exercise date or the termination date, as the case may be, at the registered office of the Issuer and the place of the central securities depositary. Exercise date(s): The last banking day of each month on which the warrant holder meets the exercise prerequisites. Valuation date: In case of an exercise the first exercise date, provided that such day is a Banking Day in London and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant adjustment exchange, or in case of a termination the day on which the

		termination becomes effective.
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants which the warrant holders have the right to exercise, the Issuer will transfer any amount payable 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. 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 this type of exercise, in order to exercise the option right the warrant holder must have submitted an effective exercise notice to the exercise agent within the exercise period and transferred the Warrants intended to be exercised to the Issuer, crediting its account with Clearstream Frankfurt or Clearstream Luxembourg, or to Euroclear. If the option right is not exercised effectively within the exercise period and 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: *A0HG6A* ISIN: *FR0010242511* Company: Electricité de France SA Relevant stock exchange: Euronext Paris Reuters page: EDF.PA Website: www.def.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 includes all risks arising from contractual agreements and from the general legal environment under legal risks. Supervisory risks arise from the statutory framework applicable to the Issuer. • 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 value of his investment, a statement of that fact, together with a description of the circumstances in which such additional liability arises and the likely financial effect.	**<u>General risk factors of Warrants</u>** **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. **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** **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. **Risk of exercise of the Warrants and Issuer's right of termination** In the case of Open End Turbo Warrants with knock-out, there is a risk that the term may be ended unexpectedly. The term of the Warrants ends either with the effective exercise of the Warrants by the warrant holder, or with a termination of all the Warrants by the Issuer, or on the occurrence of a knock-out event or an early redemption of the Warrants, if the terms and conditions provide for early redemption of the Warrants. **Risk relating to adjustments of the strike and of the knock-out barrier** In the case of Open End Turbo Bear Warrants with knock-out, the strike and the knock-out barrier of the Warrants are subject to ongoing adjustment. In order to reflect the financing costs incurred by the Issuer in connection with the hedging transactions entered into for the Warrants, the strike of the Warrants is changed by an adjustment amount on a daily basis. **Investors should note that the adjustment rate** for adjusting the features of the Warrants specified by the Issuer using its reasonable discretion when determining the interest rate correction factor **may differ significantly in certain financing level adjustment periods**, if the prevailing market conditions so require, **from the adjustment rate determined for the first financing level adjustment period**. In addition, the relevant knock-out barrier for the respective following financing level adjustment period is adjusted by the Issuer in its reasonable discretion on an adjustment date pursuant to the terms and conditions of the Warrants. **Investors should therefore not assume that the knock-out barrier will always remain at roughly the same distance from the strike during the term of the Warrants**.
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 09/05/2014. The offeror of the Warrants is the Issuer. The issue date is: 09/05/2014 **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 0.85. 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 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 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 11 avril 2014 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG datée 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 assume la responsabilité du contenu de ce Résumé, y compris de toute traduction en étant faite. L'Émetteur ou toute personne ayant déposé le Résumé peut être jugé responsable, 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.	L'Émetteur prévoit une forte augmentation du taux de croissance de l'économie mondiale en 2014, de 2,4% à 3,1%. Pour les années suivantes, nous nous attendons à une nouvelle augmentation de 3,3% pour 2015 et à une hausse de 3,5 % pour 2016 et 2017. D'une façon générale, l'Émetteur s'attend au maintien d'écarts significatifs entre les différentes régions. L'Émetteur s'attend à une croissance modeste dans l'Eurozone (les prévisions de croissance de l'Émetteur sont de 0,9 % et de 1,0 % pour 2014 et 2015, respectivement) après avoir enregistré un taux de -0,4 % en 2013. La reprise économique devrait être dynamisée par la réduction des mesures publiques d'austérité, une politique monétaire favorable dans la durée de la part de la Banque Centrale Européenne (BCE), le redressement de l'économie mondiale et la diminution des facteurs d'incertitude. Un euro plus fort, un endettement plus élevé dans les secteurs privés et publics et des conditions de financement toujours difficiles (surtout pour les petites et moyennes entreprises et pour de nombreux États membres) devraient continuer à empêcher la croissance potentielle dans l'Eurozone. L'inflation devrait être très modérée dans l'ensemble de l'Eurozone. En 2014, les éléments importants seront « l'examen de la qualité des actifs » et le test de stress qui sont prévus et que la BCE réalisera en lien avec les autorités de

		contrôle nationales et l'Autorité bancaire européenne (ABE). Malgré les efforts actuels de nombreuses banques européennes pour réduire la dette et augmenter le capital, de nouveaux déficits ou insuffisances des banques dans certains pays pourraient apparaître au cours de ces recherches. Cette perspective et l'incertitude, qui prévaut actuellement sur la manière dont les besoins en capital pourraient être potentiellement satisfaits, pourraient entraîner une incertitude à la fois sur les marchés financiers et, potentiellement, à l'approche de ces tests. Étant donné les risques actuels de déflation et la faible croissance, nous nous attendons à ce que la BCE poursuive l'ajustement des taux d'intérêt et décide d'apports supplémentaires de liquidités si la situation du marché le nécessite. Compte tenu de la persistance des taux d'intérêt bas, de l'hésitation des clients et de la volatilité encore prévisible sur les marchés, le potentiel de croissance des bénéfices dans le secteur bancaire doit encore être considéré comme modeste. Des questions telles que les exigences en matière de capital, la réglementation et la restructuration seront encore des sujets essentiels dans le secteur bancaire en 2014 et marqueront de leur empreinte l'aspect financier des choses. Des réductions générales des coûts et la révision des modèles de gestion occuperont une fois de plus une place centrale. L'accroissement des exigences réglementaires en matière de fonds propres et de liquidités continuera à préoccuper l'ensemble du secteur financier et, sans aucun doute, augmentera fortement les charges d'exploitation. Pour l'Allemagne, l'Émetteur prévoit des taux de croissance de 1,9 % environ pour 2014 et de 1,7 % pour 2015. Aux États-Unis, il faut encore observer comme réagira la Réserve fédérale aux défis actuels et si les partis politiques des États-Unis peuvent parvenir à un accord sur le budget du pays. L'Asie semble stable et demeurera certainement attractive pour les investisseurs. Néanmoins, il faut encore voir comment la Chine résoudra certains de ses défis actuels. Pour les pays industriels, le taux d'inflation en 2014 devrait légèrement augmenter à 1,7 % et demeurer ensuite relativement stable les années suivantes. De même, en Allemagne, le taux d'inflation devrait osciller au-dessous de 2%. Concernant les taux d'inflation des pays émergents, l'Émetteur s'attend à une légère augmentation de 5,0 % en 2014 et de 5,2 % en 2015. Aucun projet de modification importante du modèle de gestion n'existe en 2014 pour l'Émetteur. Il continuera à s'axer sur son activité de base et, compte tenu de l'environnement difficile du marché, s'efforcera de maintenir et, si possible, d'étendre sa part actuelle de marché. À cet égard, l'Émetteur conseillera et soutiendra ses clients dans toutes les activités générales en s'appuyant sur le réseau mondial et les produits de Citi. En 2014, l'Émetteur mettra en œuvre une nouvelle fois un programme strict de gestion des coûts et de la comptabilité. Dans ce sens, il recherchera essentiellement à améliorer l'efficacité opérationnelle et à consolider davantage les structures de gouvernance d'entreprise. L'optimisation des procédures internes restera aussi l'objectif. Il n'existe aucun projet d'augmentation importante du portefeuille de clients, du volume des affaires et du choix de produits et services. L'Émetteur a cependant l'intention d'ajouter ponctuellement des clients stratégiquement importants à sa clientèle dans la mesure où peut être mis au point un modèle de gestion apportant des gains économiques durables pour ces clients et pour Citi. La solvabilité du portefeuille de clients actuel est considérée stable. L'exposition du portefeuille de prêts par

		rapport aux pays périphériques est limitée au maximum. Aucun préjudice important de cette exposition n'est présagé. Le capital-risque actuellement disponible est considéré comme totalement adéquat pour mener le modèle de gestion actuel. Étant donné les prévisions réalisées par les différentes divisions de l'Émetteur et les mesures décrites ci-dessus, la Banque prévoit à nouveau un bénéfice global pour l'exercice 2014 mais qui sera probablement légèrement inférieur à celui de 2013.
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 historiques et pour toute période intermédiaire	**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 2013 entre l'exercice budgétaire antérieur (exercice 2012) et l'exercice 2013 et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG :

	30.11.2013 en millions d'euros	**Exercice précédent (30.11.2012)**

ultérieure, accompagnées de données comparatives couvrant la même période de l'exercice précédent; la présentation des bilans de clôture suffit toutefois à remplir l'exigence d'informations bilancielles comparables.

Une déclaration attestant qu'aucune détérioration significative n'a eue de répercussions sur les perspectives de 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 de l'émetteur survenus après la période couverte par les informations financières historiques.

		en millions d'euros
Total du bilan	13.516	9.543
Volume d'activité	14.793	11.162
Fonds propres	590	590
Portefeuille des prêts	5.101	5.626
Nombre d'employés	270	334

	01.12.2012 - 30.11.2013 en millions d'euros	**Exercice précédent (01.12.2011 - 30.11.2012)** en millions d'euros
Revenus d'intérêt de l'exploitation	6	11
Commissions de courtage	80	111
Commissions d'opérations sur valeurs mobilières	15	18
Revenu net des opérations financières de négoce	35	25
Frais généraux et administratifs	151	161

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

	30.11.2013 en millions d'euros (audité)	**Exercice précédent (30.11.2012)** 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	196,3	195,8
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 13,3 millions d'euros (9,4 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 : **30.11.2013** en millions d'euros / **Exercice précédent (30.11.2012)** en millions d'euros Fonds propres au bilan: 590,5 / 590,0 Moins immobilisations: 0 / 0 Capital de base: 603,8 / 599,3 Capitaux supplémentaires: 0,0 / 0,0 Fonds propres: 603,8 / 599,3 Ratios de capitaux Fonds propres Tier one en %: 37,5 / 33,6 Ratio de capitaux totaux en %: 37,5 / 33,6 L'Émetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2013, aucune détérioration significative n'a affecté les perspectives de l'Émetteur. En outre, l'Émetteur déclare que depuis la date des derniers états financiers audités au 3o novembre 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale.
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'Émetteur 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 peut ne pas avoir déduit et payé la retenue à la source des dividendes reçus en relation avec des transactions communément appelées cum-ex transactions pour des actions qu'il conserve pour ses clients suivant les besoins. 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'euros 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. Le 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 une 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. Citigroup Global Markets Deutschland AG a obtenu l'avis juridique d'un bureau réputé de consultants en fiscalité ainsi que d'un cabinet réputé d'expertise

		comptable. A partir de ces avis, la direction de Citigroup Global Markets Deutschland AG considère que la probabilité d'obtenir gain de cause dans l'hypothèse d'une procédure judiciaire excède 50 pourcents. De ce fait, la direction de Citigroup Global Markets Deutschland AG a décidé de n'écrire dans ses comptes qu'une réserve au titre de l'avis juridique et des dépenses éventuelles de litige et a décidé à cet égard qu'un montant de 2 millions d'Euros était adéquat. 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: DE000CF99EP2 Numéro d'identification local : 4707C
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 *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	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.

	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.	
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 Open End Turbo Bear à barrière désactivante** Les Warrants Open End Turbo Bear 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 Open End Turbo Bear à barrière désactivante perde sa valeur ou quasiment sa valeur immédiatement (événement désactivant) 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. Lorsque l'investisseur fait jouer son droit d'exercice ou après clôture par l'Émetteur, dans les deux cas à une date d'évaluation, le montant en numéraire ou le montant d'arrivée à terme reçu par les investisseurs à la date d'échéance 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 Open End 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: Au plus tard le cinquième jour ouvrable bancaire suivant la date d'exercice ou la date de rappel, le cas échéant, au siège social de l'émetteur et de la place du dépositaire central des titres. Date d'exercice: Le dernier jour ouvrable de chaque mois au cours duquel le détenteur du warrant remplit les conditions d'exercice. Date d'évaluation: En cas d'exercice le premier date d'exercice, à condition que ce jour soit un jour ouvrable bancaire à Londres et un jour de bourse et un jour où les options et les contrats à terme portant sur le sous-jacent sont négociés sur la bourse d'ajustement de référence, ou en cas de rappel la journée à laquelle le rappel devient effectif.
C.17	Décrire la procédure de règlement des	Dans le cas de Warrants pour lesquels les détenteurs de warrant disposent d'un droit d'exercice à tout moment, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au

	instruments dérivés.	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 avec cette modalité d'exercice, afin d'exercer le droit d'option, le détenteur du warrant doit avoir soumis une notification d'exercice effectif à l'agent d'exercice au cours de la période d'exercice et avoir transféré les Warrants qui doivent être exercés à l'Émetteur, en créditant son compte chez Clearstream Francfort ou Clearstream Luxembourg, ou chez Euroclear. Si le droit d'option n'est pas exercé effectivement au cours de la période d'exercice et 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): *A0HG6A* ISIN: *FR0010242511* Société: Electricité de France SA Bourse de valeurs mobilières concernée: Euronext Paris Page de Reuters: EDF.PA Site Web: www.def.com
Section 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 qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son 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 que des effets financiers probables de cette matérialisation.	**<u>Facteurs généraux de risque des Warrants</u>** **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 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. **<u>Facteurs de risque spécifiques au produit</u>** **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. **Risque d'exercice des warrants et du droit de l'Émetteur à la résiliation** Dans le cas des Warrants Turbo Open-End à barrière désactivante, le risque existe que la période de validité prenne fin inopinément. La période de validité des Warrants se termine soit avec l'exercice effectif des warrants par le détenteur du warrant, ou par la résiliation de tous les Warrants par l'Émetteur, ou lors de la survenue d'un événement désactivant ou d'un rachat anticipé des Warrants, si les termes et conditions prévoient le rachat anticipé des Warrants. **Risque relatif aux ajustements du prix d'exercice et de la barrière désactivante** Dans le cas de Warrants Turbo Open-End Bear à barrière désactivante, le prix d'exercice et la barrière désactivante des Warrants font l'objet d'un ajustement quotidien (ou mensuel pour la barrière désactivante). Afin de refléter les coûts de financement encourus par l'Émetteur associés aux opérations de couverture conclues pour les Warrants, le prix d'exercice des warrants est modifié quotidiennement par un montant d'ajustement. **Les investisseurs doivent prendre conscience que le taux d'ajustement** utilisé pour ajuster les caractéristiques des Warrants et spécifié par l'Émetteur à sa discrétion raisonnable lors de la détermination du facteur de correction de taux d'intérêt, **est susceptible de différer de manière significative au cours de certaines périodes d'ajustement du niveau de financement,** si les conditions prévalant sur le marché l'exigent, **du taux d'ajustement déterminé pour la première période d'ajustement du niveau de financement.** De plus, la barrière de désactivation correspondante pour les périodes respectives suivantes d'ajustement du niveau de financement est ajustée par l'Émetteur, à sa raisonnable discrétion, à une date d'ajustement conforme aux termes et conditions des Warrants. **Les investisseurs devraient donc ne pas supposer que la**

		barrière désactivante demeurera toujours plus ou moins à la même distance du prix d'exercice pendant la période de validité des Warrants.
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 09.05.2014. Les offreur des Warrants est: l'Émetteur La date d'émission est: 09.05.2014 **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 0,85. 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

08 May 2014

to the

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

OPEN END TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT
(TURBO INFINI BEST)

based on the following underlying:

Lagardere

ISIN: DE000CF99EQ0

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 Open End Turbo Warrants with knock-out (Product No. 3) (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 11 April 2014, 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 Open End 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 Open End 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 and/or No. 4 of the Issue Specific 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 or Termination of the Warrants by the Issuer (No. 2 of the General Conditions and/or No. 4 of the Issue Specific 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 Depositaries**":	Euroclear System, Brussels; Clearstream Banking S.A., Luxembourg
"**Adjustment Date**":	The first Banking Day in Frankfurt of each month.
"**Adjustment due to Dividend Payments**":	In case of dividends or other equivalent cash distributions on a share or one or more shares represented in an index, the Issuer will adjust the effective Strike and, as the case may be,

	the effective Knock-Out Barrier at its reasonable discretion. The adjustment will be effected at the day on which shares of the respective company, for which dividends or other equivalent cash distributions are made, are traded ex-dividend on its home exchange.
"**Adjustment Rate**":	The Adjustment Rate for the first Financing Level Adjustment Period corresponds to the relevant rate as specified in Table 1 of the Annex to the Issue Specific Conditions for the first Financing Level Adjustment Period. The Adjustment Rate applicable in each succeeding Adjustment Period composes as follows: in case of Open End Turbo Bull Warrants the sum of, and for Open End Turbo Bear Warrants the difference of (i) the interest rate ("**Reference Interest Rate**") as published on the Reuters page EURIBOR1M= (or a replacing page) for EUR-Rates Ref., USDVIEW (or a replacing page) for US-Rates Ref., JPYVIEW (or a replacing page) for Yen-Rates Ref., CHFLIBOR (or a replacing page) for CHF-Rates Ref., HKDVIEW (or a replacing page) for HKD-Rates Ref., and SEKVIEW (or a replacing page) for SEK-Rates Ref. at the last day of the respective preceding Financing Level Adjustment Period and (ii) the Interest Rate Correction Factor applicable in the respective Financing Level Adjustment Period. If the Reference Interest Rate is no longer displayed in one of the manners described above, the Issuer is entitled to determine at its reasonable discretion a Reference Interest Rate based on the market practice prevailing at the time and giving due consideration to the prevailing market conditions.
"**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**	Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

"**Depositary**":	France
"**Clearing Territory of the Central Securities Depositary**":	France
"**Currency Conversion Date**":	As specified in Table 2 of the Annex to the Issue Specific Conditions.
"**Exchange Rate Reference Agent**":	not applicable
"**Exercise Date**":	The last Banking Day of each month 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).
"**Financing Level Adjustment Period**":	The period from the Issue Date until the first Adjustment Date (inclusive) and each following period from an Adjustment Date (exclusive) until the next following Adjustment Date (inclusive).
"**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.
"**Interest Rate Correction Factor**":	An interest rate determined for each Financing Level Adjustment Period by the Issuer at its reasonable discretion taking into account the then prevailing market environment. It may be different for Bull and Bear 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**":	On the Issue Date, the Knock-Out Barrier is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Knock-Out Cash Amount**":	zero
"**Maturity Date**":	The earlier of the Payment Date upon Exercise or the Payment Date upon Termination.
"**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 Exercise Date + 1**":	not applicable

"**Modified Exercise Date**":	The Exercise Date provided that such day 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, otherwise the first day following the Exercise Date on which the aforementioned prerequisites are met.
"**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**":	Period from the Issue Date (inclusive) until the Valuation Date (inclusive).
"**Payment Date upon Exercise**":	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.
"**Payment Date upon Termination**":	At the latest the fifth common Banking Day following the Termination 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**":	On the Issue Date, the Strike is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Type**":	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 + 1**":	not applicable

"**Valuation Date**": As specified in Table 2 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. 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 (No. 2b (2) of the Issue Specific Conditions) of the Warrant (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. 2b
Adjustment Amount

(1) The respective "**Strike**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Strike shall be adjusted on each calendar day during a Financing Level Adjustment Period by the Adjustment Amount calculated by the Issuer for that relevant calendar day. The Adjustment Amount for the Warrants may vary. The "**Adjustment Amount**" of a series applying for each calendar day during the respective Financing Level Adjustment Period shall be equal to the result obtained by multiplying the Strike applying on the Adjustment Date falling in that Financing Level Adjustment Period by the Adjustment Rate applicable in that Financing Level Adjustment Period and converted to the amount for one calendar day using the actual/360 day count convention. The resulting Strike for each calendar day shall be rounded to three decimal places in accordance with normal commercial practice, but the calculation of the next following Strike in each case shall be based on the unrounded Strike for the preceding day. The calculations for the first Financing Level Adjustment Period shall be based on the Strike on the Issue Date.

(2) The respective "**Knock-Out Barrier**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Knock-Out Barrier shall be determined by the Issuer on each calendar day in such a way that it corresponds to the respective Strike adjusted in accordance with the preceding paragraph.

(3) In the event of dividend payments or other cash distributions equivalent to dividend payments in respect of the Underlying (applicable in the case of shares as the Underlying) or in respect of the shares on which the Underlying is based (applicable in the case of stock indices as the Underlying), the Strike applying in each case and, where relevant, the Knock-Out Barrier shall be adjusted in accordance with No. 2 (3) of the Issue Specific Conditions (Adjustment due to Dividend Payments).

No. 3
Exercise of the Option Rights

(1) The Warrants may be exercised by the Warrant Holder only with effect as of an Exercise Date in accordance with No. 2 (3) of the Issue Specific Conditions. 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 at the latest by 10:00 a.m. (local time at the location of the relevant Exercise Agent) on the Exercise Date. The provisions of paragraphs (2) to (4) of this No. 3 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 Paris and Frankfurt am Main 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 fifteen (15) 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) 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.

(4) 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
Termination

(1) The Issuer shall have the right to terminate all of the Warrants of a series during their term with a notice period of 4 weeks by giving notice in accordance with No. 4 of the General Conditions with effect as of the Termination Date specified in the notice (the "**Termination Date**"). Termination in accordance with this No. 4 may not be effected earlier than 3 months after the Issue Date. All Termination Notices issued pursuant to this No. 4 are irrevocable and must specify the Termination Date. The Termination shall become effective on the date specified in the announcement of the notice. For the purposes of calculating the Cash Amount in accordance with No. 2 of the Issue Specific Conditions, the date on which the Termination becomes effective shall be deemed to be the Valuation Date within the meaning of these Terms and Conditions.

(2) In the event of Termination by the Issuer, No. 3 of the Issue Specific Conditions shall not apply. The Exercise Date within the meaning of No. 2 (3) of the Issue Specific Conditions shall in this case be the date on which the Termination becomes effective. The Payment Date shall be the Payment Date upon Termination in accordance with paragraph (3) of this No. 4.

(3) In this event, the Issuer will transfer the Cash Amount for all of the Warrants affected by the Termination to the Central Securities Depositary within five (5) Banking Days at the head office of the Issuer and at the location of the Central Securities Depositary after the

Termination Date for the credit of the Warrant Holders registered with the Central Securities Depositary on the second day following the Termination Date (referred to in the following as "**Payment Date upon Termination**"). 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. In the event that the onward transfer is not possible within three months after the Payment Date upon Termination ("**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.

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. "**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: 09/05/2014
Initial value date in France: 14/05/2014

ISIN / Local Trading Code	Underlying	Type	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike on the Issue Date / Knock-Out Barrier on the Issue Date	Multiplier	Adjustment Rate in the 1st Financing Level Adjustment Period	Number	Reference Price of the Underlying ("Reference Price")
DE000CF99EQ0 / 4778C	Lagardere	BULL	No	EUR 0.55	Euro (EUR)	EUR 20.00 / EUR 20.00	0.1	4.24 %	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 / Relevant Adjustment Exchange for the Underlying ("Adjustment Exchange")	Valuation Date / Currency Conversion Date	Currency in which the Reference Price is expressed ("Reference Currency")
Lagardere SCA / Common Shares	FR0000130213	Euronext Paris / EUREX Frankfurt	Modified Exercise Date / 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	:	STOXX Limited, Zurich, Switzerland
Dow Jones & Company, Inc.	:	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.	:	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 Paris	:	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 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, Spain
NYSE	:	New York Stock Exchange, New York, NY, USA
OCC	:	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):

- **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)**
- **Risk of exercise of the Warrants and Issuer's right of termination**
- **Risk relating to adjustments of the strike and of the knock-out barrier**

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 09/05/2014.

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.lagardere.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		
A.1	This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the "**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 11 April 2014 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 has assumed responsibility for this Summary including any translations of the same. The Issuer or persons who have tabled the Summary may be held liable, 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 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.	**Domicile** Frankfurt 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.
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Issuer is forecasting a significant increase in the growth rate for the global economy in 2014, climbing from 2.4% to 3.1%. For the years thereafter, we are anticipating a further increase to 3.3% for 2015 and a rise to 3.5% for 2016 and 2017. Overall, the Issuer continues to expect significant differences between the individual regions. The Issuer expects modest growth in the Eurozone (the Issuer's growth projections are 0.9% and 1.0% for 2014 and 2015, respectively) after having reported a -0.4% rate in 2013. The economic recovery should be buoyed by scaled-down public austerity measures, a continuing supportive monetary policy from the European Central Bank (ECB), a recovering global economy and a decline in the factors of uncertainty. A stronger Euro, higher debt loads in the private and public sectors and a persistently difficult financing terms and conditions (above all for small and mid-sized companies and for many Member States) should continue to inhibit the growth potential in the Eurozone. Inflation should be very modest in the entire Eurozone. Important factors in 2014 will be the planned "Asset Quality Review" and the stress test, which the ECB will perform in conjunction with national supervisory authorities and the European Bank Authority (EBA). Despite the current efforts by many European banks to lower debt and raise capital, new capital shortfalls or gaps at the banks in some countries could come to light during the course of these investigations. This prospect and the currently prevailing uncertainty about how such capital shortfalls could be potentially filled could cause uncertainty both on the financial markets and potentially in the run-up to these tests. Given the current risks of deflation and weak growth, we expect that the ECB will further adjust interest rates, and will decide on additional liquidity measures, if the market situation necessitates such action. In light of the continued low interest rates, the hesitancy of clients, and the volatility still anticipated on the markets, the potential for earnings growth within the banking industry must still be viewed as modest. Issues such as capital requirements, regulation and restructuring will again be the major themes in the banking industry in 2014 and will leave their mark on the cost side of things. General cost reductions and the review of the business models will once again take center stage. Increased regulatory requirements concerning equity capital and liquidity will continue to preoccupy the entire financial industry and will without question significantly increase operating costs. For Germany, the Issuer is forecasting growth rates of about 1.9% for 2014 and 1.7% for 2015. In the United States, it remains to be seen how the Federal Reserve will react to the current challenges and whether the political parties in the US can reach an agreement on the US budget. Asia is viewed as stable and will certainly remain attractive to investors. Nevertheless, it remains to be seen how China will resolve some of its current challenges. For the industrial countries, the inflation rate in 2014 should increase slightly to 1.7%, and then remain relatively stable in the years thereafter. Also in Germany, the inflation rate should hover below 2%. With respect to the inflation rates for

		the emerging countries, the Issuer expects a slight increase to 5.0% in 2014 and to 5.2% in 2015. There are no plans for the Issuer's business model to change significantly in 2014. The Issuer will continue to focus on its core business and, in light of the difficult market environment, direct its attention to maintaining and, where possible, expanding its current market share. In this respect, the Issuer will advise and support its clients in all global activities by relying on the global network and products of Citi. In 2014, the Issuer shall once again operate a disciplined cost and accounting management program. It will direct most of its attention in this regard to improving operational efficiency and to further strengthening the corporate governance structures. Optimizing internal procedures will also remain a focus. There is no plan to significantly expand the client portfolio, the volume of business and the selection of products and services. The Issuer does intend, however, to selectively add strategically important clients to its client base, to the extent that a business model can be developed which provides sustainable economic benefits for these clients and Citi. The credit standing of the current client portfolio is viewed as stable. The loan portfolio exposure to the peripheral countries is to the largest extent limited. No significant detriment from that exposure is anticipated. The risk capital currently available is viewed as absolutely adequate for running the current business model. Given the forecasts made by the individual Issuer's divisions and the measures described above, the Bank is again projecting an overall profit for fiscal year 2014, but it will probably be slightly lower than the 2013 profit.
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 has decided not to make any profit forecasts or profit estimates in the Base Prospectus.

<table>
<tr><td>B.10</td><td>A description of the nature of any qualifications in the audit report on the historical financial information.</td><td>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.</td></tr>
<tr><td>B.12</td><td>Selected historical key financial information regarding the issuer, presented for each financial year of the period covered by the historical financial information and any subsequent interim financial period accompanied by comparative data from the same period in the prior financial year, except that the requirement for comparative balance sheet information is satisfied by presenting the year-end balance sheet information. A statement that there has been no material adverse change in the prospects of the issuer since the date of its last published audited financial statements or a description of any material adverse change.

A description of significant changes in the financial or trading position of</td><td>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 2013 between the prior fiscal year (fiscal year 2012) and fiscal year 2013 and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

<table>
<tr><th></th><th>30.11.2013
in million Euro</th><th>prior fiscal year (30.11.2012)
in million Euro</th></tr>
<tr><td>Balance sheet total</td><td>13,516</td><td>9,543</td></tr>
<tr><td>Business volume</td><td>14,793</td><td>11,162</td></tr>
<tr><td>Equity capital</td><td>590</td><td>590</td></tr>
<tr><td>Loan portfolio</td><td>5,101</td><td>5,626</td></tr>
<tr><td>Number of employees</td><td>270</td><td>334</td></tr>
</table>

<table>
<tr><th></th><th>01.12.2012 - 30.11.2013
in million Euro</th><th>prior fiscal year (01.12.2011 - 30.11.2012)
in million Euro</th></tr>
<tr><td>Interest income from operations</td><td>6</td><td>11</td></tr>
<tr><td>Commissions from brokerage business</td><td>80</td><td>111</td></tr>
<tr><td>Commissions from securities business</td><td>15</td><td>18</td></tr>
<tr><td>Net income from financial trading operations</td><td>35</td><td>25</td></tr>
<tr><td>General administrative expenses</td><td>151</td><td>161</td></tr>
</table>

As of the balance sheet date, the balance sheet equity capital consists of the following components:

<table>
<tr><th></th><th>30.11.2013
in million Euro
(audited)</th><th>prior fiscal year (30.11.2012)
in million Euro
(audited)</th></tr>
<tr><td>Subscribed capital</td><td></td><td></td></tr>
<tr><td>Share capital</td><td>210.6</td><td>210.6</td></tr>
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	the issuer subsequent to the period covered by the historical financial information.	<table><tr><td>Silent partner capital</td><td>122.7</td><td>122.7</td></tr><tr><td>Capital reserves</td><td>196.3</td><td>195.8</td></tr><tr><td>Legal reserves</td><td>33.0</td><td>33.0</td></tr><tr><td>Other earnings reserves</td><td>27.9</td><td>27.9</td></tr></table> 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 13.3m (EUR 9.4m in the previous year). The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows: <table><tr><td></td><td>30.11.2013 in million Euro</td><td>prior fiscal year (30.11.2012) in million Euro</td></tr><tr><td>Equity capital on balance sheet</td><td>590.5</td><td>590.0</td></tr><tr><td>Less intangible assets</td><td>0</td><td>0</td></tr><tr><td>Core capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Supplementary capital</td><td>0.0</td><td>0.0</td></tr><tr><td>Equity capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Capital ratios</td><td></td><td></td></tr><tr><td>Tier one capital in %</td><td>37.5</td><td>33.6</td></tr><tr><td>Total capital ratio in %</td><td>37.5</td><td>33.6</td></tr></table> The Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material adverse change in the outlook of the Issuer has occurred. Furthermore, the Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material change has occurred in the financial or trading position.
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.	Not applicable; significant events that may have a material impact on the assessment of the Issuer's solvency have recently not occurred. 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 (*die den Verkaufsauftrag ausführende Stelle*) 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 optimize its organizational structure.
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	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 (*Aktiengesetz*, "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.	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with 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 (*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. **Security identification number** ISIN: DE000CF99EQ0 Local Code: 4778C
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 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 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 Open End Turbo Bull Warrants with knock-out** Open End 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 Open End 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. In the event of exercise by the investor or following termination by the Issuer, in each case on a valuation date, the cash or termination amount received by the investors on the maturity date 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 Open End 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: At the latest the fifth common banking day following the exercise date or the termination date, as the case may be, at the registered office of the Issuer and the place of the central securities depositary. Exercise date(s): The last banking day of each month on which the warrant holder meets the exercise prerequisites. Valuation date: In case of an exercise the first exercise date, provided that such day is a Banking Day in London and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant adjustment exchange, or in case of a termination the day on which the

		termination becomes effective.
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants which the warrant holders have the right to exercise, the Issuer will transfer any amount payable 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. 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 this type of exercise, in order to exercise the option right the warrant holder must have submitted an effective exercise notice to the exercise agent within the exercise period and transferred the Warrants intended to be exercised to the Issuer, crediting its account with Clearstream Frankfurt or Clearstream Luxembourg, or to Euroclear. If the option right is not exercised effectively within the exercise period and 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: *866786* ISIN: *FR0000130213* Company: Lagardere SCA Relevant stock exchange: Euronext Paris Reuters page: LAGA.PA Website: www.lagardere.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 includes all risks arising from contractual agreements and from the general legal environment under legal risks. Supervisory risks arise from the statutory framework applicable to the Issuer. • 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 value of his investment, a statement of that fact, together with a description of the circumstances in which such additional liability arises and the likely financial effect.	**<u>General risk factors of Warrants</u>** **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. **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** **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. **Risk of exercise of the Warrants and Issuer's right of termination** In the case of Open End Turbo Warrants with knock-out, there is a risk that the term may be ended unexpectedly. The term of the Warrants ends either with the effective exercise of the Warrants by the warrant holder, or with a termination of all the Warrants by the Issuer, or on the occurrence of a knock-out event or an early redemption of the Warrants, if the terms and conditions provide for early redemption of the Warrants. **Risk relating to adjustments of the strike and of the knock-out barrier** In the case of Open End Turbo Bull Warrants with knock-out, the strike and the knock-out barrier of the Warrants are subject to ongoing adjustment. In order to reflect the financing costs incurred by the Issuer in connection with the hedging transactions entered into for the Warrants, the strike of the Warrants is changed by an adjustment amount on a daily basis. **Investors should note that the adjustment rate** for adjusting the features of the Warrants specified by the Issuer using its reasonable discretion when determining the interest rate correction factor **may differ significantly in certain financing level adjustment periods**, if the prevailing market conditions so require, **from the adjustment rate determined for the first financing level adjustment period**. In addition, the relevant knock-out barrier for the respective following financing level adjustment period is adjusted by the Issuer in its reasonable discretion on an adjustment date pursuant to the terms and conditions of the Warrants. **Investors should therefore not assume that the knock-out barrier will always remain at roughly the same distance from the strike during the term of the Warrants**.
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 09/05/2014. The offeror of the Warrants is the Issuer. The issue date is: 09/05/2014 **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 0.55. 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 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 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 11 avril 2014 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG datée 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 assume la responsabilité du contenu de ce Résumé, y compris de toute traduction en étant faite. L'Émetteur ou toute personne ayant déposé le Résumé peut être jugé responsable, 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.	L'Émetteur prévoit une forte augmentation du taux de croissance de l'économie mondiale en 2014, de 2,4% à 3,1%. Pour les années suivantes, nous nous attendons à une nouvelle augmentation de 3,3% pour 2015 et à une hausse de 3,5 % pour 2016 et 2017. D'une façon générale, l'Émetteur s'attend au maintien d'écarts significatifs entre les différentes régions. L'Émetteur s'attend à une croissance modeste dans l'Eurozone (les prévisions de croissance de l'Émetteur sont de 0,9 % et de 1,0 % pour 2014 et 2015, respectivement) après avoir enregistré un taux de -0,4 % en 2013. La reprise économique devrait être dynamisée par la réduction des mesures publiques d'austérité, une politique monétaire favorable dans la durée de la part de la Banque Centrale Européenne (BCE), le redressement de l'économie mondiale et la diminution des facteurs d'incertitude. Un euro plus fort, un endettement plus élevé dans les secteurs privés et publics et des conditions de financement toujours difficiles (surtout pour les petites et moyennes entreprises et pour de nombreux États membres) devraient continuer à empêcher la croissance potentielle dans l'Eurozone. L'inflation devrait être très modérée dans l'ensemble de l'Eurozone. En 2014, les éléments importants seront « l'examen de la qualité des actifs » et le test de stress qui sont prévus et que la BCE réalisera en lien avec les autorités de

		contrôle nationales et l'Autorité bancaire européenne (ABE). Malgré les efforts actuels de nombreuses banques européennes pour réduire la dette et augmenter le capital, de nouveaux déficits ou insuffisances des banques dans certains pays pourraient apparaître au cours de ces recherches. Cette perspective et l'incertitude, qui prévaut actuellement sur la manière dont les besoins en capital pourraient être potentiellement satisfaits, pourraient entraîner une incertitude à la fois sur les marchés financiers et, potentiellement, à l'approche de ces tests. Étant donné les risques actuels de déflation et la faible croissance, nous nous attendons à ce que la BCE poursuive l'ajustement des taux d'intérêt et décide d'apports supplémentaires de liquidités si la situation du marché le nécessite. Compte tenu de la persistance des taux d'intérêt bas, de l'hésitation des clients et de la volatilité encore prévisible sur les marchés, le potentiel de croissance des bénéfices dans le secteur bancaire doit encore être considéré comme modeste. Des questions telles que les exigences en matière de capital, la réglementation et la restructuration seront encore des sujets essentiels dans le secteur bancaire en 2014 et marqueront de leur empreinte l'aspect financier des choses. Des réductions générales des coûts et la révision des modèles de gestion occuperont une fois de plus une place centrale. L'accroissement des exigences réglementaires en matière de fonds propres et de liquidités continuera à préoccuper l'ensemble du secteur financier et, sans aucun doute, augmentera fortement les charges d'exploitation. Pour l'Allemagne, l'Émetteur prévoit des taux de croissance de 1,9 % environ pour 2014 et de 1,7 % pour 2015. Aux États-Unis, il faut encore observer comme réagira la Réserve fédérale aux défis actuels et si les partis politiques des États-Unis peuvent parvenir à un accord sur le budget du pays. L'Asie semble stable et demeurera certainement attractive pour les investisseurs. Néanmoins, il faut encore voir comment la Chine résoudra certains de ses défis actuels. Pour les pays industriels, le taux d'inflation en 2014 devrait légèrement augmenter à 1,7 % et demeurer ensuite relativement stable les années suivantes. De même, en Allemagne, le taux d'inflation devrait osciller au-dessous de 2%. Concernant les taux d'inflation des pays émergents, l'Émetteur s'attend à une légère augmentation de 5,0 % en 2014 et de 5,2 % en 2015. Aucun projet de modification importante du modèle de gestion n'existe en 2014 pour l'Émetteur. Il continuera à s'axer sur son activité de base et, compte tenu de l'environnement difficile du marché, s'efforcera de maintenir et, si possible, d'étendre sa part actuelle de marché. À cet égard, l'Émetteur conseillera et soutiendra ses clients dans toutes les activités générales en s'appuyant sur le réseau mondial et les produits de Citi. En 2014, l'Émetteur mettra en œuvre une nouvelle fois un programme strict de gestion des coûts et de la comptabilité. Dans ce sens, il recherchera essentiellement à améliorer l'efficacité opérationnelle et à consolider davantage les structures de gouvernance d'entreprise. L'optimisation des procédures internes restera aussi l'objectif. Il n'existe aucun projet d'augmentation importante du portefeuille de clients, du volume des affaires et du choix de produits et services. L'Émetteur a cependant l'intention d'ajouter ponctuellement des clients stratégiquement importants à sa clientèle dans la mesure où peut être mis au point un modèle de gestion apportant des gains économiques durables pour ces clients et pour Citi. La solvabilité du portefeuille de clients actuel est considérée stable. L'exposition du portefeuille de prêts par

		rapport aux pays périphériques est limitée au maximum. Aucun préjudice important de cette exposition n'est présagé. Le capital-risque actuellement disponible est considéré comme totalement adéquat pour mener le modèle de gestion actuel. Étant donné les prévisions réalisées par les différentes divisions de l'Émetteur et les mesures décrites ci-dessus, la Banque prévoit à nouveau un bénéfice global pour l'exercice 2014 mais qui sera probablement légèrement inférieur à celui de 2013.
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 historiques et pour toute période intermédiaire	**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 2013 entre l'exercice budgétaire antérieur (exercice 2012) et l'exercice 2013 et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG :

	30.11.2013 en millions d'euros	**Exercice précédent (30.11.2012)**

ultérieure, accompagnées de données comparatives couvrant la même période de l'exercice précédent; la présentation des bilans de clôture suffit toutefois à remplir l'exigence d'informations bilancielles comparables.

Une déclaration attestant qu'aucune détérioration significative n'a eue de répercussions sur les perspectives de 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 de l'émetteur survenus après la période couverte par les informations financières historiques.

		en millions d'euros
Total du bilan	13.516	9.543
Volume d'activité	14.793	11.162
Fonds propres	590	590
Portefeuille des prêts	5.101	5.626
Nombre d'employés	270	334

	01.12.2012 - 30.11.2013 en millions d'euros	**Exercice précédent (01.12.2011 - 30.11.2012)** en millions d'euros
Revenus d'intérêt de l'exploitation	6	11
Commissions de courtage	80	111
Commissions d'opérations sur valeurs mobilières	15	18
Revenu net des opérations financières de négoce	35	25
Frais généraux et administratifs	151	161

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

	30.11.2013 en millions d'euros (audité)	**Exercice précédent (30.11.2012)** 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	196,3	195,8
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 13,3 millions d'euros (9,4 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 : **30.11.2013** en millions d'euros / **Exercice précédent (30.11.2012)** en millions d'euros Fonds propres au bilan: 590,5 / 590,0 Moins immobilisations: 0 / 0 Capital de base: 603,8 / 599,3 Capitaux supplémentaires: 0,0 / 0,0 Fonds propres: 603,8 / 599,3 Ratios de capitaux Fonds propres Tier one en %: 37,5 / 33,6 Ratio de capitaux totaux en %: 37,5 / 33,6 L'Émetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2013, aucune détérioration significative n'a affecté les perspectives de l'Émetteur. En outre, l'Émetteur déclare que depuis la date des derniers états financiers audités au 3o novembre 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale.
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'Émetteur 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 peut ne pas avoir déduit et payé la retenue à la source des dividendes reçus en relation avec des transactions communément appelées cum-ex transactions pour des actions qu'il conserve pour ses clients suivant les besoins. 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'euros 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. Le 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 une 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. Citigroup Global Markets Deutschland AG a obtenu l'avis juridique d'un bureau réputé de consultants en fiscalité ainsi que d'un cabinet réputé d'expertise

		comptable. A partir de ces avis, la direction de Citigroup Global Markets Deutschland AG considère que la probabilité d'obtenir gain de cause dans l'hypothèse d'une procédure judiciaire excède 50 pourcents. De ce fait, la direction de Citigroup Global Markets Deutschland AG a décidé de n'écrire dans ses comptes qu'une réserve au titre de l'avis juridique et des dépenses éventuelles de litige et a décidé à cet égard qu'un montant de 2 millions d'Euros était adéquat. 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: DE000CF99EQ0 Numéro d'identification local : 4778C
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 *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	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.

	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.	
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 Open End Turbo Bull à barrière désactivante** Les Warrants Open End Turbo Bull à barrière désactivante 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 Open End Turbo Bull à barrière désactivante perde sa valeur ou quasiment sa valeur immédiatement (événement désactivant) 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. Lorsque l'investisseur fait jouer son droit d'exercice ou après clôture par l'Émetteur, dans les deux cas à une date d'évaluation, le montant en numéraire ou le montant d'arrivée à terme reçu par les investisseurs à la date d'échéance 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 Open End 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: Au plus tard le cinquième jour ouvrable bancaire suivant la date d'exercice ou la date de rappel, le cas échéant, au siège social de l'émetteur et de la place du dépositaire central des titres. Date d'exercice: Le dernier jour ouvrable de chaque mois au cours duquel le détenteur du warrant remplit les conditions d'exercice. Date d'évaluation: En cas d'exercice le premier date d'exercice, à condition que ce jour soit un jour ouvrable bancaire à Londres et un jour de bourse et un jour où les options et les contrats à terme portant sur le sous-jacent sont négociés sur la bourse d'ajustement de référence, ou en cas de rappel la journée à laquelle le rappel devient effectif.
C.17	Décrire la procédure de règlement des	Dans le cas de Warrants pour lesquels les détenteurs de warrant disposent d'un droit d'exercice à tout moment, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au

	instruments dérivés.	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 avec cette modalité d'exercice, afin d'exercer le droit d'option, le détenteur du warrant doit avoir soumis une notification d'exercice effectif à l'agent d'exercice au cours de la période d'exercice et avoir transféré les Warrants qui doivent être exercés à l'Émetteur, en créditant son compte chez Clearstream Francfort ou Clearstream Luxembourg, ou chez Euroclear. Si le droit d'option n'est pas exercé effectivement au cours de la période d'exercice et 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): *866786* ISIN: *FR0000130213* Société: Lagardere SCA Bourse de valeurs mobilières concernée: Euronext Paris Page de Reuters: LAGA.PA Site Web: www.lagardere.com
Section 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 qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son 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 que des effets financiers probables de cette matérialisation.	**<u>Facteurs généraux de risque des Warrants</u>** **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 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. **<u>Facteurs de risque spécifiques au produit</u>** **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. **Risque d'exercice des warrants et du droit de l'Émetteur à la résiliation** Dans le cas des Warrants Turbo Open-End à barrière désactivante, le risque existe que la période de validité prenne fin inopinément. La période de validité des Warrants se termine soit avec l'exercice effectif des warrants par le détenteur du warrant, ou par la résiliation de tous les Warrants par l'Émetteur, ou lors de la survenue d'un événement désactivant ou d'un rachat anticipé des Warrants, si les termes et conditions prévoient le rachat anticipé des Warrants. **Risque relatif aux ajustements du prix d'exercice et de la barrière désactivante** Dans le cas de Warrants Turbo Open-End Bull à barrière désactivante, le prix d'exercice et la barrière désactivante des Warrants font l'objet d'un ajustement quotidien (ou mensuel pour la barrière désactivante). Afin de refléter les coûts de financement encourus par l'Émetteur associés aux opérations de couverture conclues pour les Warrants, le prix d'exercice des warrants est modifié quotidiennement par un montant d'ajustement. **Les investisseurs doivent prendre conscience que le taux d'ajustement** utilisé pour ajuster les caractéristiques des Warrants et spécifié par l'Émetteur à sa discrétion raisonnable lors de la détermination du facteur de correction de taux d'intérêt, **est susceptible de différer de manière significative au cours de certaines périodes d'ajustement du niveau de financement,** si les conditions prévalant sur le marché l'exigent, **du taux d'ajustement déterminé pour la première période d'ajustement du niveau de financement.** De plus, la barrière de désactivation correspondante pour les périodes respectives suivantes d'ajustement du niveau de financement est ajustée par l'Émetteur, à sa raisonnable discrétion, à une date d'ajustement conforme aux termes et conditions des Warrants. **Les investisseurs devraient donc ne pas supposer que la barrière désactivante demeurera toujours plus ou moins à la même distance**

		du prix d'exercice pendant la période de validité des Warrants.
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 09.05.2014. Les offreur des Warrants est: l'Émetteur La date d'émission est: 09.05.2014 **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 0,55. 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

08 May 2014

to the

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

OPEN END TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT
(TURBO INFINI BEST)

based on the following underlying:

Lagardere

ISIN: DE000CF99ER8

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 Open End Turbo Warrants with knock-out (Product No. 3) (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 11 April 2014, 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 Open End 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 Open End 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 and/or No. 4 of the Issue Specific 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 or Termination of the Warrants by the Issuer (No. 2 of the General Conditions and/or No. 4 of the Issue Specific 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 Depositaries**":	Euroclear System, Brussels; Clearstream Banking S.A., Luxembourg
"**Adjustment Date**":	The first Banking Day in Frankfurt of each month.
"**Adjustment due to Dividend Payments**":	In case of dividends or other equivalent cash distributions on a share or one or more shares represented in an index, the Issuer will adjust the effective Strike and, as the case may be,

	the effective Knock-Out Barrier at its reasonable discretion. The adjustment will be effected at the day on which shares of the respective company, for which dividends or other equivalent cash distributions are made, are traded ex-dividend on its home exchange.
"**Adjustment Rate**":	The Adjustment Rate for the first Financing Level Adjustment Period corresponds to the relevant rate as specified in Table 1 of the Annex to the Issue Specific Conditions for the first Financing Level Adjustment Period. The Adjustment Rate applicable in each succeeding Adjustment Period composes as follows: in case of Open End Turbo Bull Warrants the sum of, and for Open End Turbo Bear Warrants the difference of (i) the interest rate ("**Reference Interest Rate**") as published on the Reuters page EURIBOR1M= (or a replacing page) for EUR-Rates Ref., USDVIEW (or a replacing page) for US-Rates Ref., JPYVIEW (or a replacing page) for Yen-Rates Ref., CHFLIBOR (or a replacing page) for CHF-Rates Ref., HKDVIEW (or a replacing page) for HKD-Rates Ref., and SEKVIEW (or a replacing page) for SEK-Rates Ref. at the last day of the respective preceding Financing Level Adjustment Period and (ii) the Interest Rate Correction Factor applicable in the respective Financing Level Adjustment Period. If the Reference Interest Rate is no longer displayed in one of the manners described above, the Issuer is entitled to determine at its reasonable discretion a Reference Interest Rate based on the market practice prevailing at the time and giving due consideration to the prevailing market conditions.
"**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**	Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

"**Depositary**":	France
"**Clearing Territory of the Central Securities Depositary**":	France
"**Currency Conversion Date**":	As specified in Table 2 of the Annex to the Issue Specific Conditions.
"**Exchange Rate Reference Agent**":	not applicable
"**Exercise Date**":	The last Banking Day of each month 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).
"**Financing Level Adjustment Period**":	The period from the Issue Date until the first Adjustment Date (inclusive) and each following period from an Adjustment Date (exclusive) until the next following Adjustment Date (inclusive).
"**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.
"**Interest Rate Correction Factor**":	An interest rate determined for each Financing Level Adjustment Period by the Issuer at its reasonable discretion taking into account the then prevailing market environment. It may be different for Bull and Bear 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**":	On the Issue Date, the Knock-Out Barrier is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Knock-Out Cash Amount**":	zero
"**Maturity Date**":	The earlier of the Payment Date upon Exercise or the Payment Date upon Termination.
"**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 Exercise Date + 1**":	not applicable

"**Modified Exercise Date**":	The Exercise Date provided that such day 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, otherwise the first day following the Exercise Date on which the aforementioned prerequisites are met.
"**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**":	Period from the Issue Date (inclusive) until the Valuation Date (inclusive).
"**Payment Date upon Exercise**":	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.
"**Payment Date upon Termination**":	At the latest the fifth common Banking Day following the Termination 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**":	On the Issue Date, the Strike is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Type**":	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 + 1**":	not applicable

"**Valuation Date**": As specified in Table 2 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. 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 (No. 2b (2) of the Issue Specific Conditions) of the Warrant (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. 2b
Adjustment Amount

(1) The respective "**Strike**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Strike shall be adjusted on each calendar day during a Financing Level Adjustment Period by the Adjustment Amount calculated by the Issuer for that relevant calendar day. The Adjustment Amount for the Warrants may vary. The "**Adjustment Amount**" of a series applying for each calendar day during the respective Financing Level Adjustment Period shall be equal to the result obtained by multiplying the Strike applying on the Adjustment Date falling in that Financing Level Adjustment Period by the Adjustment Rate applicable in that Financing Level Adjustment Period and converted to the amount for one calendar day using the actual/360 day count convention. The resulting Strike for each calendar day shall be rounded to three decimal places in accordance with normal commercial practice, but the calculation of the next following Strike in each case shall be based on the unrounded Strike for the preceding day. The calculations for the first Financing Level Adjustment Period shall be based on the Strike on the Issue Date.

(2) The respective "**Knock-Out Barrier**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Knock-Out Barrier shall be determined by the Issuer on each calendar day in such a way that it corresponds to the respective Strike adjusted in accordance with the preceding paragraph.

(3) In the event of dividend payments or other cash distributions equivalent to dividend payments in respect of the Underlying (applicable in the case of shares as the Underlying) or in respect of the shares on which the Underlying is based (applicable in the case of stock indices as the Underlying), the Strike applying in each case and, where relevant, the Knock-Out Barrier shall be adjusted in accordance with No. 2 (3) of the Issue Specific Conditions (Adjustment due to Dividend Payments).

No. 3
Exercise of the Option Rights

(1) The Warrants may be exercised by the Warrant Holder only with effect as of an Exercise Date in accordance with No. 2 (3) of the Issue Specific Conditions. 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 at the latest by 10:00 a.m. (local time at the location of the relevant Exercise Agent) on the Exercise Date. The provisions of paragraphs (2) to (4) of this No. 3 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 Paris and Frankfurt am Main 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 fifteen (15) 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) 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.

(4) 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
Termination

(1) The Issuer shall have the right to terminate all of the Warrants of a series during their term with a notice period of 4 weeks by giving notice in accordance with No. 4 of the General Conditions with effect as of the Termination Date specified in the notice (the "**Termination Date**"). Termination in accordance with this No. 4 may not be effected earlier than 3 months after the Issue Date. All Termination Notices issued pursuant to this No. 4 are irrevocable and must specify the Termination Date. The Termination shall become effective on the date specified in the announcement of the notice. For the purposes of calculating the Cash Amount in accordance with No. 2 of the Issue Specific Conditions, the date on which the Termination becomes effective shall be deemed to be the Valuation Date within the meaning of these Terms and Conditions.

(2) In the event of Termination by the Issuer, No. 3 of the Issue Specific Conditions shall not apply. The Exercise Date within the meaning of No. 2 (3) of the Issue Specific Conditions shall in this case be the date on which the Termination becomes effective. The Payment Date shall be the Payment Date upon Termination in accordance with paragraph (3) of this No. 4.

(3) In this event, the Issuer will transfer the Cash Amount for all of the Warrants affected by the Termination to the Central Securities Depositary within five (5) Banking Days at the head office of the Issuer and at the location of the Central Securities Depositary after the

Termination Date for the credit of the Warrant Holders registered with the Central Securities Depositary on the second day following the Termination Date (referred to in the following as "**Payment Date upon Termination**"). 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. In the event that the onward transfer is not possible within three months after the Payment Date upon Termination ("**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.

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. "**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: 09/05/2014
Initial value date in France: 14/05/2014

ISIN / Local Trading Code	Underlying	Type	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike on the Issue Date / Knock-Out Barrier on the Issue Date	Multiplier	Adjustment Rate in the 1st Financing Level Adjustment Period	Number	Reference Price of the Underlying ("Reference Price")
DE000CF99ER8 / 4816C	Lagardere	BULL	No	EUR 0.25	Euro (EUR)	EUR 23.00 / EUR 23.00	0.1	4.24 %	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 / Relevant Adjustment Exchange for the Underlying ("Adjustment Exchange")	Valuation Date / Currency Conversion Date	Currency in which the Reference Price is expressed ("Reference Currency")
Lagardere SCA / Common Shares	FR0000130213	Euronext Paris / EUREX Frankfurt	Modified Exercise Date / 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	:	STOXX Limited, Zurich, Switzerland
Dow Jones & Company, Inc.	:	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.	:	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 Paris	:	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 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, Spain
NYSE	:	New York Stock Exchange, New York, NY, USA
OCC	:	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):

- **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)**
- **Risk of exercise of the Warrants and Issuer's right of termination**
- **Risk relating to adjustments of the strike and of the knock-out barrier**

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 09/05/2014.

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.lagardere.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		
A.1	This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the "**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 11 April 2014 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 has assumed responsibility for this Summary including any translations of the same. The Issuer or persons who have tabled the Summary may be held liable, 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 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.	**Domicile** Frankfurt 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.
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Issuer is forecasting a significant increase in the growth rate for the global economy in 2014, climbing from 2.4% to 3.1%. For the years thereafter, we are anticipating a further increase to 3.3% for 2015 and a rise to 3.5% for 2016 and 2017. Overall, the Issuer continues to expect significant differences between the individual regions. The Issuer expects modest growth in the Eurozone (the Issuer's growth projections are 0.9% and 1.0% for 2014 and 2015, respectively) after having reported a -0.4% rate in 2013. The economic recovery should be buoyed by scaled-down public austerity measures, a continuing supportive monetary policy from the European Central Bank (ECB), a recovering global economy and a decline in the factors of uncertainty. A stronger Euro, higher debt loads in the private and public sectors and a persistently difficult financing terms and conditions (above all for small and mid-sized companies and for many Member States) should continue to inhibit the growth potential in the Eurozone. Inflation should be very modest in the entire Eurozone. Important factors in 2014 will be the planned "Asset Quality Review" and the stress test, which the ECB will perform in conjunction with national supervisory authorities and the European Bank Authority (EBA). Despite the current efforts by many European banks to lower debt and raise capital, new capital shortfalls or gaps at the banks in some countries could come to light during the course of these investigations. This prospect and the currently prevailing uncertainty about how such capital shortfalls could be potentially filled could cause uncertainty both on the financial markets and potentially in the run-up to these tests. Given the current risks of deflation and weak growth, we expect that the ECB will further adjust interest rates, and will decide on additional liquidity measures, if the market situation necessitates such action. In light of the continued low interest rates, the hesitancy of clients, and the volatility still anticipated on the markets, the potential for earnings growth within the banking industry must still be viewed as modest. Issues such as capital requirements, regulation and restructuring will again be the major themes in the banking industry in 2014 and will leave their mark on the cost side of things. General cost reductions and the review of the business models will once again take center stage. Increased regulatory requirements concerning equity capital and liquidity will continue to preoccupy the entire financial industry and will without question significantly increase operating costs. For Germany, the Issuer is forecasting growth rates of about 1.9% for 2014 and 1.7% for 2015. In the United States, it remains to be seen how the Federal Reserve will react to the current challenges and whether the political parties in the US can reach an agreement on the US budget. Asia is viewed as stable and will certainly remain attractive to investors. Nevertheless, it remains to be seen how China will resolve some of its current challenges. For the industrial countries, the inflation rate in 2014 should increase slightly to 1.7%, and then remain relatively stable in the years thereafter. Also in Germany, the inflation rate should hover below 2%. With respect to the inflation rates for

		the emerging countries, the Issuer expects a slight increase to 5.0% in 2014 and to 5.2% in 2015. There are no plans for the Issuer's business model to change significantly in 2014. The Issuer will continue to focus on its core business and, in light of the difficult market environment, direct its attention to maintaining and, where possible, expanding its current market share. In this respect, the Issuer will advise and support its clients in all global activities by relying on the global network and products of Citi. In 2014, the Issuer shall once again operate a disciplined cost and accounting management program. It will direct most of its attention in this regard to improving operational efficiency and to further strengthening the corporate governance structures. Optimizing internal procedures will also remain a focus. There is no plan to significantly expand the client portfolio, the volume of business and the selection of products and services. The Issuer does intend, however, to selectively add strategically important clients to its client base, to the extent that a business model can be developed which provides sustainable economic benefits for these clients and Citi. The credit standing of the current client portfolio is viewed as stable. The loan portfolio exposure to the peripheral countries is to the largest extent limited. No significant detriment from that exposure is anticipated. The risk capital currently available is viewed as absolutely adequate for running the current business model. Given the forecasts made by the individual Issuer's divisions and the measures described above, the Bank is again projecting an overall profit for fiscal year 2014, but it will probably be slightly lower than the 2013 profit.
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 has decided not to make any profit forecasts or profit estimates in the Base Prospectus.

<table>
<tr><td>B.10</td><td>A description of the nature of any qualifications in the audit report on the historical financial information.</td><td>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.</td></tr>
<tr><td>B.12</td><td>Selected historical key financial information regarding the issuer, presented for each financial year of the period covered by the historical financial information and any subsequent interim financial period accompanied by comparative data from the same period in the prior financial year, except that the requirement for comparative balance sheet information is satisfied by presenting the year-end balance sheet information. A statement that there has been no material adverse change in the prospects of the issuer since the date of its last published audited financial statements or a description of any material adverse change.

A description of significant changes in the financial or trading position of</td><td>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 2013 between the prior fiscal year (fiscal year 2012) and fiscal year 2013 and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

<table>
<tr><th></th><th>30.11.2013
in million Euro</th><th>prior fiscal year (30.11.2012)
in million Euro</th></tr>
<tr><td>Balance sheet total</td><td>13,516</td><td>9,543</td></tr>
<tr><td>Business volume</td><td>14,793</td><td>11,162</td></tr>
<tr><td>Equity capital</td><td>590</td><td>590</td></tr>
<tr><td>Loan portfolio</td><td>5,101</td><td>5,626</td></tr>
<tr><td>Number of employees</td><td>270</td><td>334</td></tr>
</table>

<table>
<tr><th></th><th>01.12.2012 - 30.11.2013
in million Euro</th><th>prior fiscal year (01.12.2011 - 30.11.2012)
in million Euro</th></tr>
<tr><td>Interest income from operations</td><td>6</td><td>11</td></tr>
<tr><td>Commissions from brokerage business</td><td>80</td><td>111</td></tr>
<tr><td>Commissions from securities business</td><td>15</td><td>18</td></tr>
<tr><td>Net income from financial trading operations</td><td>35</td><td>25</td></tr>
<tr><td>General administrative expenses</td><td>151</td><td>161</td></tr>
</table>

As of the balance sheet date, the balance sheet equity capital consists of the following components:

<table>
<tr><th></th><th>30.11.2013
in million Euro
(audited)</th><th>prior fiscal year (30.11.2012)
in million Euro
(audited)</th></tr>
<tr><td>Subscribed capital</td><td></td><td></td></tr>
<tr><td>Share capital</td><td>210.6</td><td>210.6</td></tr>
</table>
</td></tr>
</table>

	the issuer subsequent to the period covered by the historical financial information.	<table><tr><td>Silent partner capital</td><td>122.7</td><td>122.7</td></tr><tr><td>Capital reserves</td><td>196.3</td><td>195.8</td></tr><tr><td>Legal reserves</td><td>33.0</td><td>33.0</td></tr><tr><td>Other earnings reserves</td><td>27.9</td><td>27.9</td></tr></table> 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 13.3m (EUR 9.4m in the previous year). The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows: <table><tr><td></td><td>30.11.2013 in million Euro</td><td>prior fiscal year (30.11.2012) in million Euro</td></tr><tr><td>Equity capital on balance sheet</td><td>590.5</td><td>590.0</td></tr><tr><td>Less intangible assets</td><td>0</td><td>0</td></tr><tr><td>Core capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Supplementary capital</td><td>0.0</td><td>0.0</td></tr><tr><td>Equity capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Capital ratios</td><td></td><td></td></tr><tr><td>Tier one capital in %</td><td>37.5</td><td>33.6</td></tr><tr><td>Total capital ratio in %</td><td>37.5</td><td>33.6</td></tr></table> The Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material adverse change in the outlook of the Issuer has occurred. Furthermore, the Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material change has occurred in the financial or trading position.
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.	Not applicable; significant events that may have a material impact on the assessment of the Issuer's solvency have recently not occurred. 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 (*die den Verkaufsauftrag ausführende Stelle*) 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 optimize its organizational structure.
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	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 (*Aktiengesetz*, "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.	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with 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 (*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. **Security identification number** ISIN: DE000CF99ER8 Local Code: 4816C
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 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 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 Open End Turbo Bull Warrants with knock-out** Open End 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 Open End 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. In the event of exercise by the investor or following termination by the Issuer, in each case on a valuation date, the cash or termination amount received by the investors on the maturity date 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 Open End 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: At the latest the fifth common banking day following the exercise date or the termination date, as the case may be, at the registered office of the Issuer and the place of the central securities depositary. Exercise date(s): The last banking day of each month on which the warrant holder meets the exercise prerequisites. Valuation date: In case of an exercise the first exercise date, provided that such day is a Banking Day in London and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant adjustment exchange, or in case of a termination the day on which the

		termination becomes effective.
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants which the warrant holders have the right to exercise, the Issuer will transfer any amount payable 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. 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 this type of exercise, in order to exercise the option right the warrant holder must have submitted an effective exercise notice to the exercise agent within the exercise period and transferred the Warrants intended to be exercised to the Issuer, crediting its account with Clearstream Frankfurt or Clearstream Luxembourg, or to Euroclear. If the option right is not exercised effectively within the exercise period and 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: *866786* ISIN: *FR0000130213* Company: Lagardere SCA Relevant stock exchange: Euronext Paris Reuters page: LAGA.PA Website: www.lagardere.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 includes all risks arising from contractual agreements and from the general legal environment under legal risks. Supervisory risks arise from the statutory framework applicable to the Issuer. • 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 value of his investment, a statement of that fact, together with a description of the circumstances in which such additional liability arises and the likely financial effect.	**<u>General risk factors of Warrants</u>** **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. **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** **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. **Risk of exercise of the Warrants and Issuer's right of termination** In the case of Open End Turbo Warrants with knock-out, there is a risk that the term may be ended unexpectedly. The term of the Warrants ends either with the effective exercise of the Warrants by the warrant holder, or with a termination of all the Warrants by the Issuer, or on the occurrence of a knock-out event or an early redemption of the Warrants, if the terms and conditions provide for early redemption of the Warrants. **Risk relating to adjustments of the strike and of the knock-out barrier** In the case of Open End Turbo Bull Warrants with knock-out, the strike and the knock-out barrier of the Warrants are subject to ongoing adjustment. In order to reflect the financing costs incurred by the Issuer in connection with the hedging transactions entered into for the Warrants, the strike of the Warrants is changed by an adjustment amount on a daily basis. **Investors should note that the adjustment rate** for adjusting the features of the Warrants specified by the Issuer using its reasonable discretion when determining the interest rate correction factor **may differ significantly in certain financing level adjustment periods**, if the prevailing market conditions so require, **from the adjustment rate determined for the first financing level adjustment period**. In addition, the relevant knock-out barrier for the respective following financing level adjustment period is adjusted by the Issuer in its reasonable discretion on an adjustment date pursuant to the terms and conditions of the Warrants. **Investors should therefore not assume that the knock-out barrier will always remain at roughly the same distance from the strike during the term of the Warrants**.
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 09/05/2014. The offeror of the Warrants is the Issuer. The issue date is: 09/05/2014 **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 0.25. 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 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 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 11 avril 2014 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG datée 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 assume la responsabilité du contenu de ce Résumé, y compris de toute traduction en étant faite. L'Émetteur ou toute personne ayant déposé le Résumé peut être jugé responsable, 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.	L'Émetteur prévoit une forte augmentation du taux de croissance de l'économie mondiale en 2014, de 2,4% à 3,1%. Pour les années suivantes, nous nous attendons à une nouvelle augmentation de 3,3% pour 2015 et à une hausse de 3,5 % pour 2016 et 2017. D'une façon générale, l'Émetteur s'attend au maintien d'écarts significatifs entre les différentes régions. L'Émetteur s'attend à une croissance modeste dans l'Eurozone (les prévisions de croissance de l'Émetteur sont de 0,9 % et de 1,0 % pour 2014 et 2015, respectivement) après avoir enregistré un taux de -0,4 % en 2013. La reprise économique devrait être dynamisée par la réduction des mesures publiques d'austérité, une politique monétaire favorable dans la durée de la part de la Banque Centrale Européenne (BCE), le redressement de l'économie mondiale et la diminution des facteurs d'incertitude. Un euro plus fort, un endettement plus élevé dans les secteurs privés et publics et des conditions de financement toujours difficiles (surtout pour les petites et moyennes entreprises et pour de nombreux États membres) devraient continuer à empêcher la croissance potentielle dans l'Eurozone. L'inflation devrait être très modérée dans l'ensemble de l'Eurozone. En 2014, les éléments importants seront « l'examen de la qualité des actifs » et le test de stress qui sont prévus et que la BCE réalisera en lien avec les autorités de

		contrôle nationales et l'Autorité bancaire européenne (ABE). Malgré les efforts actuels de nombreuses banques européennes pour réduire la dette et augmenter le capital, de nouveaux déficits ou insuffisances des banques dans certains pays pourraient apparaître au cours de ces recherches. Cette perspective et l'incertitude, qui prévaut actuellement sur la manière dont les besoins en capital pourraient être potentiellement satisfaits, pourraient entraîner une incertitude à la fois sur les marchés financiers et, potentiellement, à l'approche de ces tests. Étant donné les risques actuels de déflation et la faible croissance, nous nous attendons à ce que la BCE poursuive l'ajustement des taux d'intérêt et décide d'apports supplémentaires de liquidités si la situation du marché le nécessite. Compte tenu de la persistance des taux d'intérêt bas, de l'hésitation des clients et de la volatilité encore prévisible sur les marchés, le potentiel de croissance des bénéfices dans le secteur bancaire doit encore être considéré comme modeste. Des questions telles que les exigences en matière de capital, la réglementation et la restructuration seront encore des sujets essentiels dans le secteur bancaire en 2014 et marqueront de leur empreinte l'aspect financier des choses. Des réductions générales des coûts et la révision des modèles de gestion occuperont une fois de plus une place centrale. L'accroissement des exigences réglementaires en matière de fonds propres et de liquidités continuera à préoccuper l'ensemble du secteur financier et, sans aucun doute, augmentera fortement les charges d'exploitation. Pour l'Allemagne, l'Émetteur prévoit des taux de croissance de 1,9 % environ pour 2014 et de 1,7 % pour 2015. Aux États-Unis, il faut encore observer comme réagira la Réserve fédérale aux défis actuels et si les partis politiques des États-Unis peuvent parvenir à un accord sur le budget du pays. L'Asie semble stable et demeurera certainement attractive pour les investisseurs. Néanmoins, il faut encore voir comment la Chine résoudra certains de ses défis actuels. Pour les pays industriels, le taux d'inflation en 2014 devrait légèrement augmenter à 1,7 % et demeurer ensuite relativement stable les années suivantes. De même, en Allemagne, le taux d'inflation devrait osciller au-dessous de 2%. Concernant les taux d'inflation des pays émergents, l'Émetteur s'attend à une légère augmentation de 5,0 % en 2014 et de 5,2 % en 2015. Aucun projet de modification importante du modèle de gestion n'existe en 2014 pour l'Émetteur. Il continuera à s'axer sur son activité de base et, compte tenu de l'environnement difficile du marché, s'efforcera de maintenir et, si possible, d'étendre sa part actuelle de marché. À cet égard, l'Émetteur conseillera et soutiendra ses clients dans toutes les activités générales en s'appuyant sur le réseau mondial et les produits de Citi. En 2014, l'Émetteur mettra en œuvre une nouvelle fois un programme strict de gestion des coûts et de la comptabilité. Dans ce sens, il recherchera essentiellement à améliorer l'efficacité opérationnelle et à consolider davantage les structures de gouvernance d'entreprise. L'optimisation des procédures internes restera aussi l'objectif. Il n'existe aucun projet d'augmentation importante du portefeuille de clients, du volume des affaires et du choix de produits et services. L'Émetteur a cependant l'intention d'ajouter ponctuellement des clients stratégiquement importants à sa clientèle dans la mesure où peut être mis au point un modèle de gestion apportant des gains économiques durables pour ces clients et pour Citi. La solvabilité du portefeuille de clients actuel est considérée stable. L'exposition du portefeuille de prêts par

		rapport aux pays périphériques est limitée au maximum. Aucun préjudice important de cette exposition n'est présagé. Le capital-risque actuellement disponible est considéré comme totalement adéquat pour mener le modèle de gestion actuel. Étant donné les prévisions réalisées par les différentes divisions de l'Émetteur et les mesures décrites ci-dessus, la Banque prévoit à nouveau un bénéfice global pour l'exercice 2014 mais qui sera probablement légèrement inférieur à celui de 2013.
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 historiques et pour toute période intermédiaire	**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 2013 entre l'exercice budgétaire antérieur (exercice 2012) et l'exercice 2013 et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG :

	30.11.2013 en millions d'euros	**Exercice précédent (30.11.2012)**

ultérieure, accompagnées de données comparatives couvrant la même période de l'exercice précédent; la présentation des bilans de clôture suffit toutefois à remplir l'exigence d'informations bilancielles comparables.

Une déclaration attestant qu'aucune détérioration significative n'a eue de répercussions sur les perspectives de 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 de l'émetteur survenus après la période couverte par les informations financières historiques.

		en millions d'euros
Total du bilan	13.516	9.543
Volume d'activité	14.793	11.162
Fonds propres	590	590
Portefeuille des prêts	5.101	5.626
Nombre d'employés	270	334

	01.12.2012 - 30.11.2013 en millions d'euros	**Exercice précédent (01.12.2011 - 30.11.2012)** en millions d'euros
Revenus d'intérêt de l'exploitation	6	11
Commissions de courtage	80	111
Commissions d'opérations sur valeurs mobilières	15	18
Revenu net des opérations financières de négoce	35	25
Frais généraux et administratifs	151	161

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

	30.11.2013 en millions d'euros (audité)	**Exercice précédent (30.11.2012)** 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	196,3	195,8
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 13,3 millions d'euros (9,4 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 : **30.11.2013** en millions d'euros / **Exercice précédent (30.11.2012)** en millions d'euros Fonds propres au bilan: 590,5 / 590,0 Moins immobilisations: 0 / 0 Capital de base: 603,8 / 599,3 Capitaux supplémentaires: 0,0 / 0,0 Fonds propres: 603,8 / 599,3 Ratios de capitaux Fonds propres Tier one en %: 37,5 / 33,6 Ratio de capitaux totaux en %: 37,5 / 33,6 L'Émetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2013, aucune détérioration significative n'a affecté les perspectives de l'Émetteur. En outre, l'Émetteur déclare que depuis la date des derniers états financiers audités au 3o novembre 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale.
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'Émetteur 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 peut ne pas avoir déduit et payé la retenue à la source des dividendes reçus en relation avec des transactions communément appelées cum-ex transactions pour des actions qu'il conserve pour ses clients suivant les besoins. 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'euros 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. Le 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 une 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. Citigroup Global Markets Deutschland AG a obtenu l'avis juridique d'un bureau réputé de consultants en fiscalité ainsi que d'un cabinet réputé d'expertise

		comptable. A partir de ces avis, la direction de Citigroup Global Markets Deutschland AG considère que la probabilité d'obtenir gain de cause dans l'hypothèse d'une procédure judiciaire excède 50 pourcents. De ce fait, la direction de Citigroup Global Markets Deutschland AG a décidé de n'écrire dans ses comptes qu'une réserve au titre de l'avis juridique et des dépenses éventuelles de litige et a décidé à cet égard qu'un montant de 2 millions d'Euros était adéquat. 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: DE000CF99ER8 Numéro d'identification local : 4816C
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 *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	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.

	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.	
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 Open End Turbo Bull à barrière désactivante** Les Warrants Open End Turbo Bull à barrière désactivante 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 Open End Turbo Bull à barrière désactivante perde sa valeur ou quasiment sa valeur immédiatement (événement désactivant) 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. Lorsque l'investisseur fait jouer son droit d'exercice ou après clôture par l'Émetteur, dans les deux cas à une date d'évaluation, le montant en numéraire ou le montant d'arrivée à terme reçu par les investisseurs à la date d'échéance 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 Open End 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: Au plus tard le cinquième jour ouvrable bancaire suivant la date d'exercice ou la date de rappel, le cas échéant, au siège social de l'émetteur et de la place du dépositaire central des titres. Date d'exercice: Le dernier jour ouvrable de chaque mois au cours duquel le détenteur du warrant remplit les conditions d'exercice. Date d'évaluation: En cas d'exercice le premier date d'exercice, à condition que ce jour soit un jour ouvrable bancaire à Londres et un jour de bourse et un jour où les options et les contrats à terme portant sur le sous-jacent sont négociés sur la bourse d'ajustement de référence, ou en cas de rappel la journée à laquelle le rappel devient effectif.
C.17	Décrire la procédure de règlement des	Dans le cas de Warrants pour lesquels les détenteurs de warrant disposent d'un droit d'exercice à tout moment, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au

	instruments dérivés.	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 avec cette modalité d'exercice, afin d'exercer le droit d'option, le détenteur du warrant doit avoir soumis une notification d'exercice effectif à l'agent d'exercice au cours de la période d'exercice et avoir transféré les Warrants qui doivent être exercés à l'Émetteur, en créditant son compte chez Clearstream Francfort ou Clearstream Luxembourg, ou chez Euroclear. Si le droit d'option n'est pas exercé effectivement au cours de la période d'exercice et 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): *866786* ISIN: *FR0000130213* Société: Lagardere SCA Bourse de valeurs mobilières concernée: Euronext Paris Page de Reuters: LAGA.PA Site Web: www.lagardere.com
Section 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 qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son 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 que des effets financiers probables de cette matérialisation.	**<u>Facteurs généraux de risque des Warrants</u>** **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 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. **<u>Facteurs de risque spécifiques au produit</u>** **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. **Risque d'exercice des warrants et du droit de l'Émetteur à la résiliation** Dans le cas des Warrants Turbo Open-End à barrière désactivante, le risque existe que la période de validité prenne fin inopinément. La période de validité des Warrants se termine soit avec l'exercice effectif des warrants par le détenteur du warrant, ou par la résiliation de tous les Warrants par l'Émetteur, ou lors de la survenue d'un événement désactivant ou d'un rachat anticipé des Warrants, si les termes et conditions prévoient le rachat anticipé des Warrants. **Risque relatif aux ajustements du prix d'exercice et de la barrière désactivante** Dans le cas de Warrants Turbo Open-End Bull à barrière désactivante, le prix d'exercice et la barrière désactivante des Warrants font l'objet d'un ajustement quotidien (ou mensuel pour la barrière désactivante). Afin de refléter les coûts de financement encourus par l'Émetteur associés aux opérations de couverture conclues pour les Warrants, le prix d'exercice des warrants est modifié quotidiennement par un montant d'ajustement. **Les investisseurs doivent prendre conscience que le taux d'ajustement** utilisé pour ajuster les caractéristiques des Warrants et spécifié par l'Émetteur à sa discrétion raisonnable lors de la détermination du facteur de correction de taux d'intérêt, **est susceptible de différer de manière significative au cours de certaines périodes d'ajustement du niveau de financement,** si les conditions prévalant sur le marché l'exigent, **du taux d'ajustement déterminé pour la première période d'ajustement du niveau de financement.** De plus, la barrière de désactivation correspondante pour les périodes respectives suivantes d'ajustement du niveau de financement est ajustée par l'Émetteur, à sa raisonnable discrétion, à une date d'ajustement conforme aux termes et conditions des Warrants. **Les investisseurs devraient donc ne pas supposer que la barrière désactivante demeurera toujours plus ou moins à la même distance**

		du prix d'exercice pendant la période de validité des Warrants.
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 09.05.2014. Les offreur des Warrants est: l'Émetteur La date d'émission est: 09.05.2014 **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 0,25. 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

08 May 2014

to the

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

OPEN END TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT
(TURBO INFINI BEST)

based on the following underlying:

Lagardere

ISIN: DE000CF99ES6

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 Open End Turbo Warrants with knock-out (Product No. 3) (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 11 April 2014, 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 Open End 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 Open End 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 and/or No. 4 of the Issue Specific 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 or Termination of the Warrants by the Issuer (No. 2 of the General Conditions and/or No. 4 of the Issue Specific 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 Depositaries**":	Euroclear System, Brussels; Clearstream Banking S.A., Luxembourg
"**Adjustment Date**":	The first Banking Day in Frankfurt of each month.
"**Adjustment due to Dividend Payments**":	In case of dividends or other equivalent cash distributions on a share or one or more shares represented in an index, the Issuer will adjust the effective Strike and, as the case may be,

	the effective Knock-Out Barrier at its reasonable discretion. The adjustment will be effected at the day on which shares of the respective company, for which dividends or other equivalent cash distributions are made, are traded ex-dividend on its home exchange.
"**Adjustment Rate**":	The Adjustment Rate for the first Financing Level Adjustment Period corresponds to the relevant rate as specified in Table 1 of the Annex to the Issue Specific Conditions for the first Financing Level Adjustment Period. The Adjustment Rate applicable in each succeeding Adjustment Period composes as follows: in case of Open End Turbo Bull Warrants the sum of, and for Open End Turbo Bear Warrants the difference of (i) the interest rate ("**Reference Interest Rate**") as published on the Reuters page EURIBOR1M= (or a replacing page) for EUR-Rates Ref., USDVIEW (or a replacing page) for US-Rates Ref., JPYVIEW (or a replacing page) for Yen-Rates Ref., CHFLIBOR (or a replacing page) for CHF-Rates Ref., HKDVIEW (or a replacing page) for HKD-Rates Ref., and SEKVIEW (or a replacing page) for SEK-Rates Ref. at the last day of the respective preceding Financing Level Adjustment Period and (ii) the Interest Rate Correction Factor applicable in the respective Financing Level Adjustment Period. If the Reference Interest Rate is no longer displayed in one of the manners described above, the Issuer is entitled to determine at its reasonable discretion a Reference Interest Rate based on the market practice prevailing at the time and giving due consideration to the prevailing market conditions.
"**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**	Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

"**Depositary**":	France
"**Clearing Territory of the Central Securities Depositary**":	France
"**Currency Conversion Date**":	As specified in Table 2 of the Annex to the Issue Specific Conditions.
"**Exchange Rate Reference Agent**":	not applicable
"**Exercise Date**":	The last Banking Day of each month 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).
"**Financing Level Adjustment Period**":	The period from the Issue Date until the first Adjustment Date (inclusive) and each following period from an Adjustment Date (exclusive) until the next following Adjustment Date (inclusive).
"**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.
"**Interest Rate Correction Factor**":	An interest rate determined for each Financing Level Adjustment Period by the Issuer at its reasonable discretion taking into account the then prevailing market environment. It may be different for Bull and Bear 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**":	On the Issue Date, the Knock-Out Barrier is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Knock-Out Cash Amount**":	zero
"**Maturity Date**":	The earlier of the Payment Date upon Exercise or the Payment Date upon Termination.
"**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 Exercise Date + 1**":	not applicable

"**Modified Exercise Date**":	The Exercise Date provided that such day 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, otherwise the first day following the Exercise Date on which the aforementioned prerequisites are met.
"**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**":	Period from the Issue Date (inclusive) until the Valuation Date (inclusive).
"**Payment Date upon Exercise**":	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.
"**Payment Date upon Termination**":	At the latest the fifth common Banking Day following the Termination 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**":	On the Issue Date, the Strike is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Type**":	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 + 1**":	not applicable

"**Valuation Date**": As specified in Table 2 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. 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 (No. 2b (2) of the Issue Specific Conditions) of the Warrant (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. 2b
Adjustment Amount

(1) The respective "**Strike**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Strike shall be adjusted on each calendar day during a Financing Level Adjustment Period by the Adjustment Amount calculated by the Issuer for that relevant calendar day. The Adjustment Amount for the Warrants may vary. The "**Adjustment Amount**" of a series applying for each calendar day during the respective Financing Level Adjustment Period shall be equal to the result obtained by multiplying the Strike applying on the Adjustment Date falling in that Financing Level Adjustment Period by the Adjustment Rate applicable in that Financing Level Adjustment Period and converted to the amount for one calendar day using the actual/360 day count convention. The resulting Strike for each calendar day shall be rounded to three decimal places in accordance with normal commercial practice, but the calculation of the next following Strike in each case shall be based on the unrounded Strike for the preceding day. The calculations for the first Financing Level Adjustment Period shall be based on the Strike on the Issue Date.

(2) The respective "**Knock-Out Barrier**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Knock-Out Barrier shall be determined by the Issuer on each calendar day in such a way that it corresponds to the respective Strike adjusted in accordance with the preceding paragraph.

(3) In the event of dividend payments or other cash distributions equivalent to dividend payments in respect of the Underlying (applicable in the case of shares as the Underlying) or in respect of the shares on which the Underlying is based (applicable in the case of stock indices as the Underlying), the Strike applying in each case and, where relevant, the Knock-Out Barrier shall be adjusted in accordance with No. 2 (3) of the Issue Specific Conditions (Adjustment due to Dividend Payments).

No. 3
Exercise of the Option Rights

(1) The Warrants may be exercised by the Warrant Holder only with effect as of an Exercise Date in accordance with No. 2 (3) of the Issue Specific Conditions. 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 at the latest by 10:00 a.m. (local time at the location of the relevant Exercise Agent) on the Exercise Date. The provisions of paragraphs (2) to (4) of this No. 3 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 Paris and Frankfurt am Main 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 fifteen (15) 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) 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.

(4) 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
Termination

(1) The Issuer shall have the right to terminate all of the Warrants of a series during their term with a notice period of 4 weeks by giving notice in accordance with No. 4 of the General Conditions with effect as of the Termination Date specified in the notice (the "**Termination Date**"). Termination in accordance with this No. 4 may not be effected earlier than 3 months after the Issue Date. All Termination Notices issued pursuant to this No. 4 are irrevocable and must specify the Termination Date. The Termination shall become effective on the date specified in the announcement of the notice. For the purposes of calculating the Cash Amount in accordance with No. 2 of the Issue Specific Conditions, the date on which the Termination becomes effective shall be deemed to be the Valuation Date within the meaning of these Terms and Conditions.

(2) In the event of Termination by the Issuer, No. 3 of the Issue Specific Conditions shall not apply. The Exercise Date within the meaning of No. 2 (3) of the Issue Specific Conditions shall in this case be the date on which the Termination becomes effective. The Payment Date shall be the Payment Date upon Termination in accordance with paragraph (3) of this No. 4.

(3) In this event, the Issuer will transfer the Cash Amount for all of the Warrants affected by the Termination to the Central Securities Depositary within five (5) Banking Days at the head office of the Issuer and at the location of the Central Securities Depositary after the

Termination Date for the credit of the Warrant Holders registered with the Central Securities Depositary on the second day following the Termination Date (referred to in the following as "**Payment Date upon Termination**"). 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. In the event that the onward transfer is not possible within three months after the Payment Date upon Termination ("**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.

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. "**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: 09/05/2014
Initial value date in France: 14/05/2014

ISIN / Local Trading Code	Underlying	Type	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike on the Issue Date / Knock-Out Barrier on the Issue Date	Multiplier	Adjustment Rate in the 1st Financing Level Adjustment Period	Number	Reference Price of the Underlying ("Reference Price")
DE000CF99ES6 / 4817C	Lagardere	BEAR	No	EUR 0.25	Euro (EUR)	EUR 25.00 / EUR 25.00	0.1	-3.76 %	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 / Relevant Adjustment Exchange for the Underlying ("Adjustment Exchange")	Valuation Date / Currency Conversion Date	Currency in which the Reference Price is expressed ("Reference Currency")
Lagardere SCA / Common Shares	FR0000130213	Euronext Paris / EUREX Frankfurt	Modified Exercise Date / 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	:	STOXX Limited, Zurich, Switzerland
Dow Jones & Company, Inc.	:	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.	:	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 Paris	:	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 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, Spain
NYSE	:	New York Stock Exchange, New York, NY, USA
OCC	:	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):

- **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)**
- **Risk of exercise of the Warrants and Issuer's right of termination**
- **Risk relating to adjustments of the strike and of the knock-out barrier**

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 09/05/2014.

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.lagardere.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		
A.1	This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the "**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 11 April 2014 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 has assumed responsibility for this Summary including any translations of the same. The Issuer or persons who have tabled the Summary may be held liable, 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 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.	**Domicile** Frankfurt 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.
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Issuer is forecasting a significant increase in the growth rate for the global economy in 2014, climbing from 2.4% to 3.1%. For the years thereafter, we are anticipating a further increase to 3.3% for 2015 and a rise to 3.5% for 2016 and 2017. Overall, the Issuer continues to expect significant differences between the individual regions. The Issuer expects modest growth in the Eurozone (the Issuer's growth projections are 0.9% and 1.0% for 2014 and 2015, respectively) after having reported a -0.4% rate in 2013. The economic recovery should be buoyed by scaled-down public austerity measures, a continuing supportive monetary policy from the European Central Bank (ECB), a recovering global economy and a decline in the factors of uncertainty. A stronger Euro, higher debt loads in the private and public sectors and a persistently difficult financing terms and conditions (above all for small and mid-sized companies and for many Member States) should continue to inhibit the growth potential in the Eurozone. Inflation should be very modest in the entire Eurozone. Important factors in 2014 will be the planned "Asset Quality Review" and the stress test, which the ECB will perform in conjunction with national supervisory authorities and the European Bank Authority (EBA). Despite the current efforts by many European banks to lower debt and raise capital, new capital shortfalls or gaps at the banks in some countries could come to light during the course of these investigations. This prospect and the currently prevailing uncertainty about how such capital shortfalls could be potentially filled could cause uncertainty both on the financial markets and potentially in the run-up to these tests. Given the current risks of deflation and weak growth, we expect that the ECB will further adjust interest rates, and will decide on additional liquidity measures, if the market situation necessitates such action. In light of the continued low interest rates, the hesitancy of clients, and the volatility still anticipated on the markets, the potential for earnings growth within the banking industry must still be viewed as modest. Issues such as capital requirements, regulation and restructuring will again be the major themes in the banking industry in 2014 and will leave their mark on the cost side of things. General cost reductions and the review of the business models will once again take center stage. Increased regulatory requirements concerning equity capital and liquidity will continue to preoccupy the entire financial industry and will without question significantly increase operating costs. For Germany, the Issuer is forecasting growth rates of about 1.9% for 2014 and 1.7% for 2015. In the United States, it remains to be seen how the Federal Reserve will react to the current challenges and whether the political parties in the US can reach an agreement on the US budget. Asia is viewed as stable and will certainly remain attractive to investors. Nevertheless, it remains to be seen how China will resolve some of its current challenges. For the industrial countries, the inflation rate in 2014 should increase slightly to 1.7%, and then remain relatively stable in the years thereafter. Also in Germany, the inflation rate should hover below 2%. With respect to the inflation rates for

		the emerging countries, the Issuer expects a slight increase to 5.0% in 2014 and to 5.2% in 2015. There are no plans for the Issuer's business model to change significantly in 2014. The Issuer will continue to focus on its core business and, in light of the difficult market environment, direct its attention to maintaining and, where possible, expanding its current market share. In this respect, the Issuer will advise and support its clients in all global activities by relying on the global network and products of Citi. In 2014, the Issuer shall once again operate a disciplined cost and accounting management program. It will direct most of its attention in this regard to improving operational efficiency and to further strengthening the corporate governance structures. Optimizing internal procedures will also remain a focus. There is no plan to significantly expand the client portfolio, the volume of business and the selection of products and services. The Issuer does intend, however, to selectively add strategically important clients to its client base, to the extent that a business model can be developed which provides sustainable economic benefits for these clients and Citi. The credit standing of the current client portfolio is viewed as stable. The loan portfolio exposure to the peripheral countries is to the largest extent limited. No significant detriment from that exposure is anticipated. The risk capital currently available is viewed as absolutely adequate for running the current business model. Given the forecasts made by the individual Issuer's divisions and the measures described above, the Bank is again projecting an overall profit for fiscal year 2014, but it will probably be slightly lower than the 2013 profit.
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 has decided not to make any profit forecasts or profit estimates in the Base Prospectus.

<table>
<tr><td>B.10</td><td>A description of the nature of any qualifications in the audit report on the historical financial information.</td><td>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.</td></tr>
<tr><td>B.12</td><td>Selected historical key financial information regarding the issuer, presented for each financial year of the period covered by the historical financial information and any subsequent interim financial period accompanied by comparative data from the same period in the prior financial year, except that the requirement for comparative balance sheet information is satisfied by presenting the year-end balance sheet information. A statement that there has been no material adverse change in the prospects of the issuer since the date of its last published audited financial statements or a description of any material adverse change.

A description of significant changes in the financial or trading position of</td><td>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 2013 between the prior fiscal year (fiscal year 2012) and fiscal year 2013 and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

<table>
<tr><th></th><th>30.11.2013
in million Euro</th><th>prior fiscal year (30.11.2012)
in million Euro</th></tr>
<tr><td>Balance sheet total</td><td>13,516</td><td>9,543</td></tr>
<tr><td>Business volume</td><td>14,793</td><td>11,162</td></tr>
<tr><td>Equity capital</td><td>590</td><td>590</td></tr>
<tr><td>Loan portfolio</td><td>5,101</td><td>5,626</td></tr>
<tr><td>Number of employees</td><td>270</td><td>334</td></tr>
</table>

<table>
<tr><th></th><th>01.12.2012 - 30.11.2013
in million Euro</th><th>prior fiscal year (01.12.2011 - 30.11.2012)
in million Euro</th></tr>
<tr><td>Interest income from operations</td><td>6</td><td>11</td></tr>
<tr><td>Commissions from brokerage business</td><td>80</td><td>111</td></tr>
<tr><td>Commissions from securities business</td><td>15</td><td>18</td></tr>
<tr><td>Net income from financial trading operations</td><td>35</td><td>25</td></tr>
<tr><td>General administrative expenses</td><td>151</td><td>161</td></tr>
</table>

As of the balance sheet date, the balance sheet equity capital consists of the following components:

<table>
<tr><th></th><th>30.11.2013
in million Euro
(audited)</th><th>prior fiscal year (30.11.2012)
in million Euro
(audited)</th></tr>
<tr><td>Subscribed capital</td><td></td><td></td></tr>
<tr><td>Share capital</td><td>210.6</td><td>210.6</td></tr>
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	the issuer subsequent to the period covered by the historical financial information.	<table><tr><td>Silent partner capital</td><td>122.7</td><td>122.7</td></tr><tr><td>Capital reserves</td><td>196.3</td><td>195.8</td></tr><tr><td>Legal reserves</td><td>33.0</td><td>33.0</td></tr><tr><td>Other earnings reserves</td><td>27.9</td><td>27.9</td></tr></table> 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 13.3m (EUR 9.4m in the previous year). The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows: <table><tr><td></td><td>30.11.2013 in million Euro</td><td>prior fiscal year (30.11.2012) in million Euro</td></tr><tr><td>Equity capital on balance sheet</td><td>590.5</td><td>590.0</td></tr><tr><td>Less intangible assets</td><td>0</td><td>0</td></tr><tr><td>Core capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Supplementary capital</td><td>0.0</td><td>0.0</td></tr><tr><td>Equity capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Capital ratios</td><td></td><td></td></tr><tr><td>Tier one capital in %</td><td>37.5</td><td>33.6</td></tr><tr><td>Total capital ratio in %</td><td>37.5</td><td>33.6</td></tr></table> The Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material adverse change in the outlook of the Issuer has occurred. Furthermore, the Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material change has occurred in the financial or trading position.
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.	Not applicable; significant events that may have a material impact on the assessment of the Issuer's solvency have recently not occurred. 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 (*die den Verkaufsauftrag ausführende Stelle*) 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 optimize its organizational structure.
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	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 (*Aktiengesetz*, "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.	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with 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 (*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. **Security identification number** ISIN: DE000CF99ES6 Local Code: 4817C
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 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 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 Open End Turbo Bear Warrants with knock-out** Open End 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 Open End 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. In the event of exercise by the investor or following termination by the Issuer, in each case on a valuation date, the cash or termination amount received by the investors on the maturity date 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 Open End 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 derivative securities – the exercise date or final reference date.	Maturity date: At the latest the fifth common banking day following the exercise date or the termination date, as the case may be, at the registered office of the Issuer and the place of the central securities depositary. Exercise date(s): The last banking day of each month on which the warrant holder meets the exercise prerequisites. Valuation date: In case of an exercise the first exercise date, provided that such day is a Banking Day in London and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant adjustment exchange, or in case of a termination the day on which the

		termination becomes effective.
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants which the warrant holders have the right to exercise, the Issuer will transfer any amount payable 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. 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 this type of exercise, in order to exercise the option right the warrant holder must have submitted an effective exercise notice to the exercise agent within the exercise period and transferred the Warrants intended to be exercised to the Issuer, crediting its account with Clearstream Frankfurt or Clearstream Luxembourg, or to Euroclear. If the option right is not exercised effectively within the exercise period and 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: *866786* ISIN: *FR0000130213* Company: Lagardere SCA Relevant stock exchange: Euronext Paris Reuters page: LAGA.PA Website: www.lagardere.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 includes all risks arising from contractual agreements and from the general legal environment under legal risks. Supervisory risks arise from the statutory framework applicable to the Issuer. • 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 value of his investment, a statement of that fact, together with a description of the circumstances in which such additional liability arises and the likely financial effect.	**<u>General risk factors of Warrants</u>** **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. **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** **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. **Risk of exercise of the Warrants and Issuer's right of termination** In the case of Open End Turbo Warrants with knock-out, there is a risk that the term may be ended unexpectedly. The term of the Warrants ends either with the effective exercise of the Warrants by the warrant holder, or with a termination of all the Warrants by the Issuer, or on the occurrence of a knock-out event or an early redemption of the Warrants, if the terms and conditions provide for early redemption of the Warrants. **Risk relating to adjustments of the strike and of the knock-out barrier** In the case of Open End Turbo Bear Warrants with knock-out, the strike and the knock-out barrier of the Warrants are subject to ongoing adjustment. In order to reflect the financing costs incurred by the Issuer in connection with the hedging transactions entered into for the Warrants, the strike of the Warrants is changed by an adjustment amount on a daily basis. **Investors should note that the adjustment rate** for adjusting the features of the Warrants specified by the Issuer using its reasonable discretion when determining the interest rate correction factor **may differ significantly in certain financing level adjustment periods**, if the prevailing market conditions so require, **from the adjustment rate determined for the first financing level adjustment period**. In addition, the relevant knock-out barrier for the respective following financing level adjustment period is adjusted by the Issuer in its reasonable discretion on an adjustment date pursuant to the terms and conditions of the Warrants. **Investors should therefore not assume that the knock-out barrier will always remain at roughly the same distance from the strike during the term of the Warrants**.
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 09/05/2014. The offeror of the Warrants is the Issuer. The issue date is: 09/05/2014 **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 0.25. 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 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 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 11 avril 2014 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG datée 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 assume la responsabilité du contenu de ce Résumé, y compris de toute traduction en étant faite. L'Émetteur ou toute personne ayant déposé le Résumé peut être jugé responsable, 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.	L'Émetteur prévoit une forte augmentation du taux de croissance de l'économie mondiale en 2014, de 2,4% à 3,1%. Pour les années suivantes, nous nous attendons à une nouvelle augmentation de 3,3% pour 2015 et à une hausse de 3,5 % pour 2016 et 2017. D'une façon générale, l'Émetteur s'attend au maintien d'écarts significatifs entre les différentes régions. L'Émetteur s'attend à une croissance modeste dans l'Eurozone (les prévisions de croissance de l'Émetteur sont de 0,9 % et de 1,0 % pour 2014 et 2015, respectivement) après avoir enregistré un taux de -0,4 % en 2013. La reprise économique devrait être dynamisée par la réduction des mesures publiques d'austérité, une politique monétaire favorable dans la durée de la part de la Banque Centrale Européenne (BCE), le redressement de l'économie mondiale et la diminution des facteurs d'incertitude. Un euro plus fort, un endettement plus élevé dans les secteurs privés et publics et des conditions de financement toujours difficiles (surtout pour les petites et moyennes entreprises et pour de nombreux États membres) devraient continuer à empêcher la croissance potentielle dans l'Eurozone. L'inflation devrait être très modérée dans l'ensemble de l'Eurozone. En 2014, les éléments importants seront « l'examen de la qualité des actifs » et le test de stress qui sont prévus et que la BCE réalisera en lien avec les autorités de

		contrôle nationales et l'Autorité bancaire européenne (ABE). Malgré les efforts actuels de nombreuses banques européennes pour réduire la dette et augmenter le capital, de nouveaux déficits ou insuffisances des banques dans certains pays pourraient apparaître au cours de ces recherches. Cette perspective et l'incertitude, qui prévaut actuellement sur la manière dont les besoins en capital pourraient être potentiellement satisfaits, pourraient entraîner une incertitude à la fois sur les marchés financiers et, potentiellement, à l'approche de ces tests. Étant donné les risques actuels de déflation et la faible croissance, nous nous attendons à ce que la BCE poursuive l'ajustement des taux d'intérêt et décide d'apports supplémentaires de liquidités si la situation du marché le nécessite. Compte tenu de la persistance des taux d'intérêt bas, de l'hésitation des clients et de la volatilité encore prévisible sur les marchés, le potentiel de croissance des bénéfices dans le secteur bancaire doit encore être considéré comme modeste. Des questions telles que les exigences en matière de capital, la réglementation et la restructuration seront encore des sujets essentiels dans le secteur bancaire en 2014 et marqueront de leur empreinte l'aspect financier des choses. Des réductions générales des coûts et la révision des modèles de gestion occuperont une fois de plus une place centrale. L'accroissement des exigences réglementaires en matière de fonds propres et de liquidités continuera à préoccuper l'ensemble du secteur financier et, sans aucun doute, augmentera fortement les charges d'exploitation. Pour l'Allemagne, l'Émetteur prévoit des taux de croissance de 1,9 % environ pour 2014 et de 1,7 % pour 2015. Aux États-Unis, il faut encore observer comme réagira la Réserve fédérale aux défis actuels et si les partis politiques des États-Unis peuvent parvenir à un accord sur le budget du pays. L'Asie semble stable et demeurera certainement attractive pour les investisseurs. Néanmoins, il faut encore voir comment la Chine résoudra certains de ses défis actuels. Pour les pays industriels, le taux d'inflation en 2014 devrait légèrement augmenter à 1,7 % et demeurer ensuite relativement stable les années suivantes. De même, en Allemagne, le taux d'inflation devrait osciller au-dessous de 2%. Concernant les taux d'inflation des pays émergents, l'Émetteur s'attend à une légère augmentation de 5,0 % en 2014 et de 5,2 % en 2015. Aucun projet de modification importante du modèle de gestion n'existe en 2014 pour l'Émetteur. Il continuera à s'axer sur son activité de base et, compte tenu de l'environnement difficile du marché, s'efforcera de maintenir et, si possible, d'étendre sa part actuelle de marché. À cet égard, l'Émetteur conseillera et soutiendra ses clients dans toutes les activités générales en s'appuyant sur le réseau mondial et les produits de Citi. En 2014, l'Émetteur mettra en œuvre une nouvelle fois un programme strict de gestion des coûts et de la comptabilité. Dans ce sens, il recherchera essentiellement à améliorer l'efficacité opérationnelle et à consolider davantage les structures de gouvernance d'entreprise. L'optimisation des procédures internes restera aussi l'objectif. Il n'existe aucun projet d'augmentation importante du portefeuille de clients, du volume des affaires et du choix de produits et services. L'Émetteur a cependant l'intention d'ajouter ponctuellement des clients stratégiquement importants à sa clientèle dans la mesure où peut être mis au point un modèle de gestion apportant des gains économiques durables pour ces clients et pour Citi. La solvabilité du portefeuille de clients actuel est considérée stable. L'exposition du portefeuille de prêts par

		rapport aux pays périphériques est limitée au maximum. Aucun préjudice important de cette exposition n'est présagé. Le capital-risque actuellement disponible est considéré comme totalement adéquat pour mener le modèle de gestion actuel. Étant donné les prévisions réalisées par les différentes divisions de l'Émetteur et les mesures décrites ci-dessus, la Banque prévoit à nouveau un bénéfice global pour l'exercice 2014 mais qui sera probablement légèrement inférieur à celui de 2013.
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 historiques et pour toute période intermédiaire	**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 2013 entre l'exercice budgétaire antérieur (exercice 2012) et l'exercice 2013 et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG :

	30.11.2013 en millions d'euros	**Exercice précédent (30.11.2012)**

ultérieure, accompagnées de données comparatives couvrant la même période de l'exercice précédent; la présentation des bilans de clôture suffit toutefois à remplir l'exigence d'informations bilancielles comparables.

Une déclaration attestant qu'aucune détérioration significative n'a eue de répercussions sur les perspectives de 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 de l'émetteur survenus après la période couverte par les informations financières historiques.

		en millions d'euros
Total du bilan	13.516	9.543
Volume d'activité	14.793	11.162
Fonds propres	590	590
Portefeuille des prêts	5.101	5.626
Nombre d'employés	270	334

	01.12.2012 - 30.11.2013 en millions d'euros	**Exercice précédent (01.12.2011 - 30.11.2012)** en millions d'euros
Revenus d'intérêt de l'exploitation	6	11
Commissions de courtage	80	111
Commissions d'opérations sur valeurs mobilières	15	18
Revenu net des opérations financières de négoce	35	25
Frais généraux et administratifs	151	161

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

	30.11.2013 en millions d'euros (audité)	**Exercice précédent (30.11.2012)** 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	196,3	195,8
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 13,3 millions d'euros (9,4 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 : **30.11.2013** en millions d'euros / **Exercice précédent (30.11.2012)** en millions d'euros Fonds propres au bilan: 590,5 / 590,0 Moins immobilisations: 0 / 0 Capital de base: 603,8 / 599,3 Capitaux supplémentaires: 0,0 / 0,0 Fonds propres: 603,8 / 599,3 Ratios de capitaux Fonds propres Tier one en %: 37,5 / 33,6 Ratio de capitaux totaux en %: 37,5 / 33,6 L'Émetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2013, aucune détérioration significative n'a affecté les perspectives de l'Émetteur. En outre, l'Émetteur déclare que depuis la date des derniers états financiers audités au 3o novembre 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale.
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'Émetteur 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 peut ne pas avoir déduit et payé la retenue à la source des dividendes reçus en relation avec des transactions communément appelées cum-ex transactions pour des actions qu'il conserve pour ses clients suivant les besoins. 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'euros 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. Le 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 une 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. Citigroup Global Markets Deutschland AG a obtenu l'avis juridique d'un bureau réputé de consultants en fiscalité ainsi que d'un cabinet réputé d'expertise

		comptable. A partir de ces avis, la direction de Citigroup Global Markets Deutschland AG considère que la probabilité d'obtenir gain de cause dans l'hypothèse d'une procédure judiciaire excède 50 pourcents. De ce fait, la direction de Citigroup Global Markets Deutschland AG a décidé de n'écrire dans ses comptes qu'une réserve au titre de l'avis juridique et des dépenses éventuelles de litige et a décidé à cet égard qu'un montant de 2 millions d'Euros était adéquat. 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: DE000CF99ES6 Numéro d'identification local : 4817C
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 *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	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.

	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.	
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 Open End Turbo Bear à barrière désactivante** Les Warrants Open End Turbo Bear 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 Open End Turbo Bear à barrière désactivante perde sa valeur ou quasiment sa valeur immédiatement (événement désactivant) 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. Lorsque l'investisseur fait jouer son droit d'exercice ou après clôture par l'Émetteur, dans les deux cas à une date d'évaluation, le montant en numéraire ou le montant d'arrivée à terme reçu par les investisseurs à la date d'échéance 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 Open End 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: Au plus tard le cinquième jour ouvrable bancaire suivant la date d'exercice ou la date de rappel, le cas échéant, au siège social de l'émetteur et de la place du dépositaire central des titres. Date d'exercice: Le dernier jour ouvrable de chaque mois au cours duquel le détenteur du warrant remplit les conditions d'exercice. Date d'évaluation: En cas d'exercice le premier date d'exercice, à condition que ce jour soit un jour ouvrable bancaire à Londres et un jour de bourse et un jour où les options et les contrats à terme portant sur le sous-jacent sont négociés sur la bourse d'ajustement de référence, ou en cas de rappel la journée à laquelle le rappel devient effectif.
C.17	Décrire la procédure de règlement des	Dans le cas de Warrants pour lesquels les détenteurs de warrant disposent d'un droit d'exercice à tout moment, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au

	instruments dérivés.	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 avec cette modalité d'exercice, afin d'exercer le droit d'option, le détenteur du warrant doit avoir soumis une notification d'exercice effectif à l'agent d'exercice au cours de la période d'exercice et avoir transféré les Warrants qui doivent être exercés à l'Émetteur, en créditant son compte chez Clearstream Francfort ou Clearstream Luxembourg, ou chez Euroclear. Si le droit d'option n'est pas exercé effectivement au cours de la période d'exercice et 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): *866786* ISIN: *FR0000130213* Société: Lagardere SCA Bourse de valeurs mobilières concernée: Euronext Paris Page de Reuters: LAGA.PA Site Web: www.lagardere.com
Section 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 qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son 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 que des effets financiers probables de cette matérialisation.	**<u>Facteurs généraux de risque des Warrants</u>** **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 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. **<u>Facteurs de risque spécifiques au produit</u>** **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. **Risque d'exercice des warrants et du droit de l'Émetteur à la résiliation** Dans le cas des Warrants Turbo Open-End à barrière désactivante, le risque existe que la période de validité prenne fin inopinément. La période de validité des Warrants se termine soit avec l'exercice effectif des warrants par le détenteur du warrant, ou par la résiliation de tous les Warrants par l'Émetteur, ou lors de la survenue d'un événement désactivant ou d'un rachat anticipé des Warrants, si les termes et conditions prévoient le rachat anticipé des Warrants. **Risque relatif aux ajustements du prix d'exercice et de la barrière désactivante** Dans le cas de Warrants Turbo Open-End Bear à barrière désactivante, le prix d'exercice et la barrière désactivante des Warrants font l'objet d'un ajustement quotidien (ou mensuel pour la barrière désactivante). Afin de refléter les coûts de financement encourus par l'Émetteur associés aux opérations de couverture conclues pour les Warrants, le prix d'exercice des warrants est modifié quotidiennement par un montant d'ajustement. **Les investisseurs doivent prendre conscience que le taux d'ajustement** utilisé pour ajuster les caractéristiques des Warrants et spécifié par l'Émetteur à sa discrétion raisonnable lors de la détermination du facteur de correction de taux d'intérêt, **est susceptible de différer de manière significative au cours de certaines périodes d'ajustement du niveau de financement,** si les conditions prévalant sur le marché l'exigent, **du taux d'ajustement déterminé pour la première période d'ajustement du niveau de financement.** De plus, la barrière de désactivation correspondante pour les périodes respectives suivantes d'ajustement du niveau de financement est ajustée par l'Émetteur, à sa raisonnable discrétion, à une date d'ajustement conforme aux termes et conditions des Warrants. **Les investisseurs devraient donc ne pas supposer que la**

		barrière désactivante demeurera toujours plus ou moins à la même distance du prix d'exercice pendant la période de validité des Warrants.
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 09.05.2014. Les offreur des Warrants est: l'Émetteur La date d'émission est: 09.05.2014 **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 0,25. 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

08 May 2014

to the

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

OPEN END TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT
(TURBO INFINI BEST)

based on the following underlying:

Lagardere

ISIN: DE000CF99ET4

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 Open End Turbo Warrants with knock-out (Product No. 3) (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 11 April 2014, 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 Open End 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 Open End 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 and/or No. 4 of the Issue Specific 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 or Termination of the Warrants by the Issuer (No. 2 of the General Conditions and/or No. 4 of the Issue Specific 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 Depositaries**":	Euroclear System, Brussels; Clearstream Banking S.A., Luxembourg
"**Adjustment Date**":	The first Banking Day in Frankfurt of each month.
"**Adjustment due to Dividend Payments**":	In case of dividends or other equivalent cash distributions on a share or one or more shares represented in an index, the Issuer will adjust the effective Strike and, as the case may be,

	the effective Knock-Out Barrier at its reasonable discretion. The adjustment will be effected at the day on which shares of the respective company, for which dividends or other equivalent cash distributions are made, are traded ex-dividend on its home exchange.
"**Adjustment Rate**":	The Adjustment Rate for the first Financing Level Adjustment Period corresponds to the relevant rate as specified in Table 1 of the Annex to the Issue Specific Conditions for the first Financing Level Adjustment Period. The Adjustment Rate applicable in each succeeding Adjustment Period composes as follows: in case of Open End Turbo Bull Warrants the sum of, and for Open End Turbo Bear Warrants the difference of (i) the interest rate ("**Reference Interest Rate**") as published on the Reuters page EURIBOR1M= (or a replacing page) for EUR-Rates Ref., USDVIEW (or a replacing page) for US-Rates Ref., JPYVIEW (or a replacing page) for Yen-Rates Ref., CHFLIBOR (or a replacing page) for CHF-Rates Ref., HKDVIEW (or a replacing page) for HKD-Rates Ref., and SEKVIEW (or a replacing page) for SEK-Rates Ref. at the last day of the respective preceding Financing Level Adjustment Period and (ii) the Interest Rate Correction Factor applicable in the respective Financing Level Adjustment Period. If the Reference Interest Rate is no longer displayed in one of the manners described above, the Issuer is entitled to determine at its reasonable discretion a Reference Interest Rate based on the market practice prevailing at the time and giving due consideration to the prevailing market conditions.
"**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**	Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

"**Depositary**":	France
"**Clearing Territory of the Central Securities Depositary**":	France
"**Currency Conversion Date**":	As specified in Table 2 of the Annex to the Issue Specific Conditions.
"**Exchange Rate Reference Agent**":	not applicable
"**Exercise Date**":	The last Banking Day of each month 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).
"**Financing Level Adjustment Period**":	The period from the Issue Date until the first Adjustment Date (inclusive) and each following period from an Adjustment Date (exclusive) until the next following Adjustment Date (inclusive).
"**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.
"**Interest Rate Correction Factor**":	An interest rate determined for each Financing Level Adjustment Period by the Issuer at its reasonable discretion taking into account the then prevailing market environment. It may be different for Bull and Bear 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**":	On the Issue Date, the Knock-Out Barrier is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Knock-Out Cash Amount**":	zero
"**Maturity Date**":	The earlier of the Payment Date upon Exercise or the Payment Date upon Termination.
"**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 Exercise Date + 1**":	not applicable

"**Modified Exercise Date**":	The Exercise Date provided that such day 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, otherwise the first day following the Exercise Date on which the aforementioned prerequisites are met.
"**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**":	Period from the Issue Date (inclusive) until the Valuation Date (inclusive).
"**Payment Date upon Exercise**":	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.
"**Payment Date upon Termination**":	At the latest the fifth common Banking Day following the Termination 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**":	On the Issue Date, the Strike is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Type**":	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 + 1**":	not applicable

"**Valuation Date**": As specified in Table 2 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. 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 (No. 2b (2) of the Issue Specific Conditions) of the Warrant (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. 2b
Adjustment Amount

(1) The respective "**Strike**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Strike shall be adjusted on each calendar day during a Financing Level Adjustment Period by the Adjustment Amount calculated by the Issuer for that relevant calendar day. The Adjustment Amount for the Warrants may vary. The "**Adjustment Amount**" of a series applying for each calendar day during the respective Financing Level Adjustment Period shall be equal to the result obtained by multiplying the Strike applying on the Adjustment Date falling in that Financing Level Adjustment Period by the Adjustment Rate applicable in that Financing Level Adjustment Period and converted to the amount for one calendar day using the actual/360 day count convention. The resulting Strike for each calendar day shall be rounded to three decimal places in accordance with normal commercial practice, but the calculation of the next following Strike in each case shall be based on the unrounded Strike for the preceding day. The calculations for the first Financing Level Adjustment Period shall be based on the Strike on the Issue Date.

(2) The respective "**Knock-Out Barrier**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Knock-Out Barrier shall be determined by the Issuer on each calendar day in such a way that it corresponds to the respective Strike adjusted in accordance with the preceding paragraph.

(3) In the event of dividend payments or other cash distributions equivalent to dividend payments in respect of the Underlying (applicable in the case of shares as the Underlying) or in respect of the shares on which the Underlying is based (applicable in the case of stock indices as the Underlying), the Strike applying in each case and, where relevant, the Knock-Out Barrier shall be adjusted in accordance with No. 2 (3) of the Issue Specific Conditions (Adjustment due to Dividend Payments).

No. 3
Exercise of the Option Rights

(1) The Warrants may be exercised by the Warrant Holder only with effect as of an Exercise Date in accordance with No. 2 (3) of the Issue Specific Conditions. 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 at the latest by 10:00 a.m. (local time at the location of the relevant Exercise Agent) on the Exercise Date. The provisions of paragraphs (2) to (4) of this No. 3 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 Paris and Frankfurt am Main 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 fifteen (15) 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) 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.

(4) 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
Termination

(1) The Issuer shall have the right to terminate all of the Warrants of a series during their term with a notice period of 4 weeks by giving notice in accordance with No. 4 of the General Conditions with effect as of the Termination Date specified in the notice (the "**Termination Date**"). Termination in accordance with this No. 4 may not be effected earlier than 3 months after the Issue Date. All Termination Notices issued pursuant to this No. 4 are irrevocable and must specify the Termination Date. The Termination shall become effective on the date specified in the announcement of the notice. For the purposes of calculating the Cash Amount in accordance with No. 2 of the Issue Specific Conditions, the date on which the Termination becomes effective shall be deemed to be the Valuation Date within the meaning of these Terms and Conditions.

(2) In the event of Termination by the Issuer, No. 3 of the Issue Specific Conditions shall not apply. The Exercise Date within the meaning of No. 2 (3) of the Issue Specific Conditions shall in this case be the date on which the Termination becomes effective. The Payment Date shall be the Payment Date upon Termination in accordance with paragraph (3) of this No. 4.

(3) In this event, the Issuer will transfer the Cash Amount for all of the Warrants affected by the Termination to the Central Securities Depositary within five (5) Banking Days at the head office of the Issuer and at the location of the Central Securities Depositary after the

Termination Date for the credit of the Warrant Holders registered with the Central Securities Depositary on the second day following the Termination Date (referred to in the following as "**Payment Date upon Termination**"). 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. In the event that the onward transfer is not possible within three months after the Payment Date upon Termination ("**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.

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. "**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: 09/05/2014
Initial value date in France: 14/05/2014

ISIN / Local Trading Code	Underlying	Type	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike on the Issue Date / Knock-Out Barrier on the Issue Date	Multiplier	Adjustment Rate in the 1st Financing Level Adjustment Period	Number	Reference Price of the Underlying ("Reference Price")
DE000CF99ET4 / 4833C	Lagardere	BEAR	No	EUR 0.35	Euro (EUR)	EUR 26.00 / EUR 26.00	0.1	-3.76 %	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 / Relevant Adjustment Exchange for the Underlying ("Adjustment Exchange")	Valuation Date / Currency Conversion Date	Currency in which the Reference Price is expressed ("Reference Currency")
Lagardere SCA / Common Shares	FR0000130213	Euronext Paris / EUREX Frankfurt	Modified Exercise Date / 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	:	STOXX Limited, Zurich, Switzerland
Dow Jones & Company, Inc.	:	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.	:	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 Paris	:	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 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, Spain
NYSE	:	New York Stock Exchange, New York, NY, USA
OCC	:	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):

- **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)**
- **Risk of exercise of the Warrants and Issuer's right of termination**
- **Risk relating to adjustments of the strike and of the knock-out barrier**

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 09/05/2014.

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.lagardere.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		
A.1	This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the "**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 11 April 2014 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 has assumed responsibility for this Summary including any translations of the same. The Issuer or persons who have tabled the Summary may be held liable, 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 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.	**Domicile** Frankfurt 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.
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Issuer is forecasting a significant increase in the growth rate for the global economy in 2014, climbing from 2.4% to 3.1%. For the years thereafter, we are anticipating a further increase to 3.3% for 2015 and a rise to 3.5% for 2016 and 2017. Overall, the Issuer continues to expect significant differences between the individual regions. The Issuer expects modest growth in the Eurozone (the Issuer's growth projections are 0.9% and 1.0% for 2014 and 2015, respectively) after having reported a -0.4% rate in 2013. The economic recovery should be buoyed by scaled-down public austerity measures, a continuing supportive monetary policy from the European Central Bank (ECB), a recovering global economy and a decline in the factors of uncertainty. A stronger Euro, higher debt loads in the private and public sectors and a persistently difficult financing terms and conditions (above all for small and mid-sized companies and for many Member States) should continue to inhibit the growth potential in the Eurozone. Inflation should be very modest in the entire Eurozone. Important factors in 2014 will be the planned "Asset Quality Review" and the stress test, which the ECB will perform in conjunction with national supervisory authorities and the European Bank Authority (EBA). Despite the current efforts by many European banks to lower debt and raise capital, new capital shortfalls or gaps at the banks in some countries could come to light during the course of these investigations. This prospect and the currently prevailing uncertainty about how such capital shortfalls could be potentially filled could cause uncertainty both on the financial markets and potentially in the run-up to these tests. Given the current risks of deflation and weak growth, we expect that the ECB will further adjust interest rates, and will decide on additional liquidity measures, if the market situation necessitates such action. In light of the continued low interest rates, the hesitancy of clients, and the volatility still anticipated on the markets, the potential for earnings growth within the banking industry must still be viewed as modest. Issues such as capital requirements, regulation and restructuring will again be the major themes in the banking industry in 2014 and will leave their mark on the cost side of things. General cost reductions and the review of the business models will once again take center stage. Increased regulatory requirements concerning equity capital and liquidity will continue to preoccupy the entire financial industry and will without question significantly increase operating costs. For Germany, the Issuer is forecasting growth rates of about 1.9% for 2014 and 1.7% for 2015. In the United States, it remains to be seen how the Federal Reserve will react to the current challenges and whether the political parties in the US can reach an agreement on the US budget. Asia is viewed as stable and will certainly remain attractive to investors. Nevertheless, it remains to be seen how China will resolve some of its current challenges. For the industrial countries, the inflation rate in 2014 should increase slightly to 1.7%, and then remain relatively stable in the years thereafter. Also in Germany, the inflation rate should hover below 2%. With respect to the inflation rates for

		the emerging countries, the Issuer expects a slight increase to 5.0% in 2014 and to 5.2% in 2015. There are no plans for the Issuer's business model to change significantly in 2014. The Issuer will continue to focus on its core business and, in light of the difficult market environment, direct its attention to maintaining and, where possible, expanding its current market share. In this respect, the Issuer will advise and support its clients in all global activities by relying on the global network and products of Citi. In 2014, the Issuer shall once again operate a disciplined cost and accounting management program. It will direct most of its attention in this regard to improving operational efficiency and to further strengthening the corporate governance structures. Optimizing internal procedures will also remain a focus. There is no plan to significantly expand the client portfolio, the volume of business and the selection of products and services. The Issuer does intend, however, to selectively add strategically important clients to its client base, to the extent that a business model can be developed which provides sustainable economic benefits for these clients and Citi. The credit standing of the current client portfolio is viewed as stable. The loan portfolio exposure to the peripheral countries is to the largest extent limited. No significant detriment from that exposure is anticipated. The risk capital currently available is viewed as absolutely adequate for running the current business model. Given the forecasts made by the individual Issuer's divisions and the measures described above, the Bank is again projecting an overall profit for fiscal year 2014, but it will probably be slightly lower than the 2013 profit.
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 has decided not to make any profit forecasts or profit estimates in the Base Prospectus.

<table>
<tr><td>B.10</td><td>A description of the nature of any qualifications in the audit report on the historical financial information.</td><td>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.</td></tr>
<tr><td>B.12</td><td>Selected historical key financial information regarding the issuer, presented for each financial year of the period covered by the historical financial information and any subsequent interim financial period accompanied by comparative data from the same period in the prior financial year, except that the requirement for comparative balance sheet information is satisfied by presenting the year-end balance sheet information. A statement that there has been no material adverse change in the prospects of the issuer since the date of its last published audited financial statements or a description of any material adverse change.

A description of significant changes in the financial or trading position of</td><td>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 2013 between the prior fiscal year (fiscal year 2012) and fiscal year 2013 and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

<table>
<tr><th></th><th>30.11.2013
in million Euro</th><th>prior fiscal year (30.11.2012)
in million Euro</th></tr>
<tr><td>Balance sheet total</td><td>13,516</td><td>9,543</td></tr>
<tr><td>Business volume</td><td>14,793</td><td>11,162</td></tr>
<tr><td>Equity capital</td><td>590</td><td>590</td></tr>
<tr><td>Loan portfolio</td><td>5,101</td><td>5,626</td></tr>
<tr><td>Number of employees</td><td>270</td><td>334</td></tr>
</table>

<table>
<tr><th></th><th>01.12.2012 - 30.11.2013
in million Euro</th><th>prior fiscal year (01.12.2011 - 30.11.2012)
in million Euro</th></tr>
<tr><td>Interest income from operations</td><td>6</td><td>11</td></tr>
<tr><td>Commissions from brokerage business</td><td>80</td><td>111</td></tr>
<tr><td>Commissions from securities business</td><td>15</td><td>18</td></tr>
<tr><td>Net income from financial trading operations</td><td>35</td><td>25</td></tr>
<tr><td>General administrative expenses</td><td>151</td><td>161</td></tr>
</table>

As of the balance sheet date, the balance sheet equity capital consists of the following components:

<table>
<tr><th></th><th>30.11.2013
in million Euro
(audited)</th><th>prior fiscal year (30.11.2012)
in million Euro
(audited)</th></tr>
<tr><td>Subscribed capital</td><td></td><td></td></tr>
<tr><td>Share capital</td><td>210.6</td><td>210.6</td></tr>
</table>
</td></tr>
</table>

	the issuer subsequent to the period covered by the historical financial information.	<table><tr><td>Silent partner capital</td><td>122.7</td><td>122.7</td></tr><tr><td>Capital reserves</td><td>196.3</td><td>195.8</td></tr><tr><td>Legal reserves</td><td>33.0</td><td>33.0</td></tr><tr><td>Other earnings reserves</td><td>27.9</td><td>27.9</td></tr></table> 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 13.3m (EUR 9.4m in the previous year). The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows: <table><tr><td></td><td>30.11.2013 in million Euro</td><td>prior fiscal year (30.11.2012) in million Euro</td></tr><tr><td>Equity capital on balance sheet</td><td>590.5</td><td>590.0</td></tr><tr><td>Less intangible assets</td><td>0</td><td>0</td></tr><tr><td>Core capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Supplementary capital</td><td>0.0</td><td>0.0</td></tr><tr><td>Equity capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Capital ratios</td><td></td><td></td></tr><tr><td>Tier one capital in %</td><td>37.5</td><td>33.6</td></tr><tr><td>Total capital ratio in %</td><td>37.5</td><td>33.6</td></tr></table> The Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material adverse change in the outlook of the Issuer has occurred. Furthermore, the Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material change has occurred in the financial or trading position.
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.	Not applicable; significant events that may have a material impact on the assessment of the Issuer's solvency have recently not occurred. 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 (*die den Verkaufsauftrag ausführende Stelle*) 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 optimize its organizational structure.
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	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 (*Aktiengesetz*, "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.	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with 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 (*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. **Security identification number** ISIN: DE000CF99ET4 Local Code: 4833C
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 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 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 Open End Turbo Bear Warrants with knock-out** Open End 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 Open End 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. In the event of exercise by the investor or following termination by the Issuer, in each case on a valuation date, the cash or termination amount received by the investors on the maturity date 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 Open End 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 derivative securities – the exercise date or final reference date.	Maturity date: At the latest the fifth common banking day following the exercise date or the termination date, as the case may be, at the registered office of the Issuer and the place of the central securities depositary. Exercise date(s): The last banking day of each month on which the warrant holder meets the exercise prerequisites. Valuation date: In case of an exercise the first exercise date, provided that such day is a Banking Day in London and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant adjustment exchange, or in case of a termination the day on which the

		termination becomes effective.
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants which the warrant holders have the right to exercise, the Issuer will transfer any amount payable 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. 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 this type of exercise, in order to exercise the option right the warrant holder must have submitted an effective exercise notice to the exercise agent within the exercise period and transferred the Warrants intended to be exercised to the Issuer, crediting its account with Clearstream Frankfurt or Clearstream Luxembourg, or to Euroclear. If the option right is not exercised effectively within the exercise period and 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: *866786* ISIN: *FR0000130213* Company: Lagardere SCA Relevant stock exchange: Euronext Paris Reuters page: LAGA.PA Website: www.lagardere.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 includes all risks arising from contractual agreements and from the general legal environment under legal risks. Supervisory risks arise from the statutory framework applicable to the Issuer. • 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 value of his investment, a statement of that fact, together with a description of the circumstances in which such additional liability arises and the likely financial effect.	**<u>General risk factors of Warrants</u>** **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. **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** **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. **Risk of exercise of the Warrants and Issuer's right of termination** In the case of Open End Turbo Warrants with knock-out, there is a risk that the term may be ended unexpectedly. The term of the Warrants ends either with the effective exercise of the Warrants by the warrant holder, or with a termination of all the Warrants by the Issuer, or on the occurrence of a knock-out event or an early redemption of the Warrants, if the terms and conditions provide for early redemption of the Warrants. **Risk relating to adjustments of the strike and of the knock-out barrier** In the case of Open End Turbo Bear Warrants with knock-out, the strike and the knock-out barrier of the Warrants are subject to ongoing adjustment. In order to reflect the financing costs incurred by the Issuer in connection with the hedging transactions entered into for the Warrants, the strike of the Warrants is changed by an adjustment amount on a daily basis. **Investors should note that the adjustment rate** for adjusting the features of the Warrants specified by the Issuer using its reasonable discretion when determining the interest rate correction factor **may differ significantly in certain financing level adjustment periods**, if the prevailing market conditions so require, **from the adjustment rate determined for the first financing level adjustment period**. In addition, the relevant knock-out barrier for the respective following financing level adjustment period is adjusted by the Issuer in its reasonable discretion on an adjustment date pursuant to the terms and conditions of the Warrants. **Investors should therefore not assume that the knock-out barrier will always remain at roughly the same distance from the strike during the term of the Warrants**.
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 09/05/2014. The offeror of the Warrants is the Issuer. The issue date is: 09/05/2014 **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 0.35. 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 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 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 11 avril 2014 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG datée 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 assume la responsabilité du contenu de ce Résumé, y compris de toute traduction en étant faite. L'Émetteur ou toute personne ayant déposé le Résumé peut être jugé responsable, 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.	L'Émetteur prévoit une forte augmentation du taux de croissance de l'économie mondiale en 2014, de 2,4% à 3,1%. Pour les années suivantes, nous nous attendons à une nouvelle augmentation de 3,3% pour 2015 et à une hausse de 3,5 % pour 2016 et 2017. D'une façon générale, l'Émetteur s'attend au maintien d'écarts significatifs entre les différentes régions. L'Émetteur s'attend à une croissance modeste dans l'Eurozone (les prévisions de croissance de l'Émetteur sont de 0,9 % et de 1,0 % pour 2014 et 2015, respectivement) après avoir enregistré un taux de -0,4 % en 2013. La reprise économique devrait être dynamisée par la réduction des mesures publiques d'austérité, une politique monétaire favorable dans la durée de la part de la Banque Centrale Européenne (BCE), le redressement de l'économie mondiale et la diminution des facteurs d'incertitude. Un euro plus fort, un endettement plus élevé dans les secteurs privés et publics et des conditions de financement toujours difficiles (surtout pour les petites et moyennes entreprises et pour de nombreux États membres) devraient continuer à empêcher la croissance potentielle dans l'Eurozone. L'inflation devrait être très modérée dans l'ensemble de l'Eurozone. En 2014, les éléments importants seront « l'examen de la qualité des actifs » et le test de stress qui sont prévus et que la BCE réalisera en lien avec les autorités de

		contrôle nationales et l'Autorité bancaire européenne (ABE). Malgré les efforts actuels de nombreuses banques européennes pour réduire la dette et augmenter le capital, de nouveaux déficits ou insuffisances des banques dans certains pays pourraient apparaître au cours de ces recherches. Cette perspective et l'incertitude, qui prévaut actuellement sur la manière dont les besoins en capital pourraient être potentiellement satisfaits, pourraient entraîner une incertitude à la fois sur les marchés financiers et, potentiellement, à l'approche de ces tests. Étant donné les risques actuels de déflation et la faible croissance, nous nous attendons à ce que la BCE poursuive l'ajustement des taux d'intérêt et décide d'apports supplémentaires de liquidités si la situation du marché le nécessite. Compte tenu de la persistance des taux d'intérêt bas, de l'hésitation des clients et de la volatilité encore prévisible sur les marchés, le potentiel de croissance des bénéfices dans le secteur bancaire doit encore être considéré comme modeste. Des questions telles que les exigences en matière de capital, la réglementation et la restructuration seront encore des sujets essentiels dans le secteur bancaire en 2014 et marqueront de leur empreinte l'aspect financier des choses. Des réductions générales des coûts et la révision des modèles de gestion occuperont une fois de plus une place centrale. L'accroissement des exigences réglementaires en matière de fonds propres et de liquidités continuera à préoccuper l'ensemble du secteur financier et, sans aucun doute, augmentera fortement les charges d'exploitation. Pour l'Allemagne, l'Émetteur prévoit des taux de croissance de 1,9 % environ pour 2014 et de 1,7 % pour 2015. Aux États-Unis, il faut encore observer comme réagira la Réserve fédérale aux défis actuels et si les partis politiques des États-Unis peuvent parvenir à un accord sur le budget du pays. L'Asie semble stable et demeurera certainement attractive pour les investisseurs. Néanmoins, il faut encore voir comment la Chine résoudra certains de ses défis actuels. Pour les pays industriels, le taux d'inflation en 2014 devrait légèrement augmenter à 1,7 % et demeurer ensuite relativement stable les années suivantes. De même, en Allemagne, le taux d'inflation devrait osciller au-dessous de 2%. Concernant les taux d'inflation des pays émergents, l'Émetteur s'attend à une légère augmentation de 5,0 % en 2014 et de 5,2 % en 2015. Aucun projet de modification importante du modèle de gestion n'existe en 2014 pour l'Émetteur. Il continuera à s'axer sur son activité de base et, compte tenu de l'environnement difficile du marché, s'efforcera de maintenir et, si possible, d'étendre sa part actuelle de marché. À cet égard, l'Émetteur conseillera et soutiendra ses clients dans toutes les activités générales en s'appuyant sur le réseau mondial et les produits de Citi. En 2014, l'Émetteur mettra en œuvre une nouvelle fois un programme strict de gestion des coûts et de la comptabilité. Dans ce sens, il recherchera essentiellement à améliorer l'efficacité opérationnelle et à consolider davantage les structures de gouvernance d'entreprise. L'optimisation des procédures internes restera aussi l'objectif. Il n'existe aucun projet d'augmentation importante du portefeuille de clients, du volume des affaires et du choix de produits et services. L'Émetteur a cependant l'intention d'ajouter ponctuellement des clients stratégiquement importants à sa clientèle dans la mesure où peut être mis au point un modèle de gestion apportant des gains économiques durables pour ces clients et pour Citi. La solvabilité du portefeuille de clients actuel est considérée stable. L'exposition du portefeuille de prêts par

		rapport aux pays périphériques est limitée au maximum. Aucun préjudice important de cette exposition n'est présagé. Le capital-risque actuellement disponible est considéré comme totalement adéquat pour mener le modèle de gestion actuel. Étant donné les prévisions réalisées par les différentes divisions de l'Émetteur et les mesures décrites ci-dessus, la Banque prévoit à nouveau un bénéfice global pour l'exercice 2014 mais qui sera probablement légèrement inférieur à celui de 2013.
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 historiques et pour toute période intermédiaire	**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 2013 entre l'exercice budgétaire antérieur (exercice 2012) et l'exercice 2013 et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG :

	30.11.2013 en millions d'euros	**Exercice précédent (30.11.2012)**

ultérieure, accompagnées de données comparatives couvrant la même période de l'exercice précédent; la présentation des bilans de clôture suffit toutefois à remplir l'exigence d'informations bilancielles comparables.

Une déclaration attestant qu'aucune détérioration significative n'a eue de répercussions sur les perspectives de 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 de l'émetteur survenus après la période couverte par les informations financières historiques.

		en millions d'euros
Total du bilan	13.516	9.543
Volume d'activité	14.793	11.162
Fonds propres	590	590
Portefeuille des prêts	5.101	5.626
Nombre d'employés	270	334

	01.12.2012 - 30.11.2013 en millions d'euros	**Exercice précédent (01.12.2011 - 30.11.2012)** en millions d'euros
Revenus d'intérêt de l'exploitation	6	11
Commissions de courtage	80	111
Commissions d'opérations sur valeurs mobilières	15	18
Revenu net des opérations financières de négoce	35	25
Frais généraux et administratifs	151	161

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

	30.11.2013 en millions d'euros (audité)	**Exercice précédent (30.11.2012)** 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	196,3	195,8
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 13,3 millions d'euros (9,4 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 : **30.11.2013** en millions d'euros / **Exercice précédent (30.11.2012)** en millions d'euros Fonds propres au bilan: 590,5 / 590,0 Moins immobilisations: 0 / 0 Capital de base: 603,8 / 599,3 Capitaux supplémentaires: 0,0 / 0,0 Fonds propres: 603,8 / 599,3 Ratios de capitaux Fonds propres Tier one en %: 37,5 / 33,6 Ratio de capitaux totaux en %: 37,5 / 33,6 L'Émetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2013, aucune détérioration significative n'a affecté les perspectives de l'Émetteur. En outre, l'Émetteur déclare que depuis la date des derniers états financiers audités au 3o novembre 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale.
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'Émetteur 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 peut ne pas avoir déduit et payé la retenue à la source des dividendes reçus en relation avec des transactions communément appelées cum-ex transactions pour des actions qu'il conserve pour ses clients suivant les besoins. 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'euros 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. Le 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 une 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. Citigroup Global Markets Deutschland AG a obtenu l'avis juridique d'un bureau réputé de consultants en fiscalité ainsi que d'un cabinet réputé d'expertise

		comptable. A partir de ces avis, la direction de Citigroup Global Markets Deutschland AG considère que la probabilité d'obtenir gain de cause dans l'hypothèse d'une procédure judiciaire excède 50 pourcents. De ce fait, la direction de Citigroup Global Markets Deutschland AG a décidé de n'écrire dans ses comptes qu'une réserve au titre de l'avis juridique et des dépenses éventuelles de litige et a décidé à cet égard qu'un montant de 2 millions d'Euros était adéquat. 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: DE000CF99ET4 Numéro d'identification local : 4833C
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 *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	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.

	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.	
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 Open End Turbo Bear à barrière désactivante** Les Warrants Open End Turbo Bear 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 Open End Turbo Bear à barrière désactivante perde sa valeur ou quasiment sa valeur immédiatement (événement désactivant) 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. Lorsque l'investisseur fait jouer son droit d'exercice ou après clôture par l'Émetteur, dans les deux cas à une date d'évaluation, le montant en numéraire ou le montant d'arrivée à terme reçu par les investisseurs à la date d'échéance 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 Open End 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: Au plus tard le cinquième jour ouvrable bancaire suivant la date d'exercice ou la date de rappel, le cas échéant, au siège social de l'émetteur et de la place du dépositaire central des titres. Date d'exercice: Le dernier jour ouvrable de chaque mois au cours duquel le détenteur du warrant remplit les conditions d'exercice. Date d'évaluation: En cas d'exercice le premier date d'exercice, à condition que ce jour soit un jour ouvrable bancaire à Londres et un jour de bourse et un jour où les options et les contrats à terme portant sur le sous-jacent sont négociés sur la bourse d'ajustement de référence, ou en cas de rappel la journée à laquelle le rappel devient effectif.
C.17	Décrire la procédure de règlement des	Dans le cas de Warrants pour lesquels les détenteurs de warrant disposent d'un droit d'exercice à tout moment, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au

	instruments dérivés.	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 avec cette modalité d'exercice, afin d'exercer le droit d'option, le détenteur du warrant doit avoir soumis une notification d'exercice effectif à l'agent d'exercice au cours de la période d'exercice et avoir transféré les Warrants qui doivent être exercés à l'Émetteur, en créditant son compte chez Clearstream Francfort ou Clearstream Luxembourg, ou chez Euroclear. Si le droit d'option n'est pas exercé effectivement au cours de la période d'exercice et 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): *866786* ISIN: *FR0000130213* Société: Lagardere SCA Bourse de valeurs mobilières concernée: Euronext Paris Page de Reuters: LAGA.PA Site Web: www.lagardere.com
Section 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 qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son 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 que des effets financiers probables de cette matérialisation.	**<u>Facteurs généraux de risque des Warrants</u>** **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 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. **<u>Facteurs de risque spécifiques au produit</u>** **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. **Risque d'exercice des warrants et du droit de l'Émetteur à la résiliation** Dans le cas des Warrants Turbo Open-End à barrière désactivante, le risque existe que la période de validité prenne fin inopinément. La période de validité des Warrants se termine soit avec l'exercice effectif des warrants par le détenteur du warrant, ou par la résiliation de tous les Warrants par l'Émetteur, ou lors de la survenue d'un événement désactivant ou d'un rachat anticipé des Warrants, si les termes et conditions prévoient le rachat anticipé des Warrants. **Risque relatif aux ajustements du prix d'exercice et de la barrière désactivante** Dans le cas de Warrants Turbo Open-End Bear à barrière désactivante, le prix d'exercice et la barrière désactivante des Warrants font l'objet d'un ajustement quotidien (ou mensuel pour la barrière désactivante). Afin de refléter les coûts de financement encourus par l'Émetteur associés aux opérations de couverture conclues pour les Warrants, le prix d'exercice des warrants est modifié quotidiennement par un montant d'ajustement. **Les investisseurs doivent prendre conscience que le taux d'ajustement** utilisé pour ajuster les caractéristiques des Warrants et spécifié par l'Émetteur à sa discrétion raisonnable lors de la détermination du facteur de correction de taux d'intérêt, **est susceptible de différer de manière significative au cours de certaines périodes d'ajustement du niveau de financement,** si les conditions prévalant sur le marché l'exigent, **du taux d'ajustement déterminé pour la première période d'ajustement du niveau de financement.** De plus, la barrière de désactivation correspondante pour les périodes respectives suivantes d'ajustement du niveau de financement est ajustée par l'Émetteur, à sa raisonnable discrétion, à une date d'ajustement conforme aux termes et conditions des Warrants. **Les investisseurs devraient donc ne pas supposer que la**

		barrière désactivante demeurera toujours plus ou moins à la même distance du prix d'exercice pendant la période de validité des Warrants.
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 09.05.2014. Les offreur des Warrants est: l'Émetteur La date d'émission est: 09.05.2014 **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 0,35. 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

08 May 2014

to the

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

OPEN END TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT
(TURBO INFINI BEST)

based on the following underlying:

Lagardere

ISIN: DE000CF99EU2

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 Open End Turbo Warrants with knock-out (Product No. 3) (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 11 April 2014, 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 Open End 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 Open End 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 and/or No. 4 of the Issue Specific 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 or Termination of the Warrants by the Issuer (No. 2 of the General Conditions and/or No. 4 of the Issue Specific 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 Depositaries**":	Euroclear System, Brussels; Clearstream Banking S.A., Luxembourg
"**Adjustment Date**":	The first Banking Day in Frankfurt of each month.
"**Adjustment due to Dividend Payments**":	In case of dividends or other equivalent cash distributions on a share or one or more shares represented in an index, the Issuer will adjust the effective Strike and, as the case may be,

	the effective Knock-Out Barrier at its reasonable discretion. The adjustment will be effected at the day on which shares of the respective company, for which dividends or other equivalent cash distributions are made, are traded ex-dividend on its home exchange.
"**Adjustment Rate**":	The Adjustment Rate for the first Financing Level Adjustment Period corresponds to the relevant rate as specified in Table 1 of the Annex to the Issue Specific Conditions for the first Financing Level Adjustment Period. The Adjustment Rate applicable in each succeeding Adjustment Period composes as follows: in case of Open End Turbo Bull Warrants the sum of, and for Open End Turbo Bear Warrants the difference of (i) the interest rate ("**Reference Interest Rate**") as published on the Reuters page EURIBOR1M= (or a replacing page) for EUR-Rates Ref., USDVIEW (or a replacing page) for US-Rates Ref., JPYVIEW (or a replacing page) for Yen-Rates Ref., CHFLIBOR (or a replacing page) for CHF-Rates Ref., HKDVIEW (or a replacing page) for HKD-Rates Ref., and SEKVIEW (or a replacing page) for SEK-Rates Ref. at the last day of the respective preceding Financing Level Adjustment Period and (ii) the Interest Rate Correction Factor applicable in the respective Financing Level Adjustment Period. If the Reference Interest Rate is no longer displayed in one of the manners described above, the Issuer is entitled to determine at its reasonable discretion a Reference Interest Rate based on the market practice prevailing at the time and giving due consideration to the prevailing market conditions.
"**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**	Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

"**Depositary**":	France
"**Clearing Territory of the Central Securities Depositary**":	France
"**Currency Conversion Date**":	As specified in Table 2 of the Annex to the Issue Specific Conditions.
"**Exchange Rate Reference Agent**":	not applicable
"**Exercise Date**":	The last Banking Day of each month 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).
"**Financing Level Adjustment Period**":	The period from the Issue Date until the first Adjustment Date (inclusive) and each following period from an Adjustment Date (exclusive) until the next following Adjustment Date (inclusive).
"**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.
"**Interest Rate Correction Factor**":	An interest rate determined for each Financing Level Adjustment Period by the Issuer at its reasonable discretion taking into account the then prevailing market environment. It may be different for Bull and Bear 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**":	On the Issue Date, the Knock-Out Barrier is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Knock-Out Cash Amount**":	zero
"**Maturity Date**":	The earlier of the Payment Date upon Exercise or the Payment Date upon Termination.
"**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 Exercise Date + 1**":	not applicable

"**Modified Exercise Date**":	The Exercise Date provided that such day 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, otherwise the first day following the Exercise Date on which the aforementioned prerequisites are met.
"**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**":	Period from the Issue Date (inclusive) until the Valuation Date (inclusive).
"**Payment Date upon Exercise**":	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.
"**Payment Date upon Termination**":	At the latest the fifth common Banking Day following the Termination 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**":	On the Issue Date, the Strike is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Type**":	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 + 1**":	not applicable

"**Valuation Date**": As specified in Table 2 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. 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 (No. 2b (2) of the Issue Specific Conditions) of the Warrant (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. 2b
Adjustment Amount

(1) The respective "**Strike**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Strike shall be adjusted on each calendar day during a Financing Level Adjustment Period by the Adjustment Amount calculated by the Issuer for that relevant calendar day. The Adjustment Amount for the Warrants may vary. The "**Adjustment Amount**" of a series applying for each calendar day during the respective Financing Level Adjustment Period shall be equal to the result obtained by multiplying the Strike applying on the Adjustment Date falling in that Financing Level Adjustment Period by the Adjustment Rate applicable in that Financing Level Adjustment Period and converted to the amount for one calendar day using the actual/360 day count convention. The resulting Strike for each calendar day shall be rounded to three decimal places in accordance with normal commercial practice, but the calculation of the next following Strike in each case shall be based on the unrounded Strike for the preceding day. The calculations for the first Financing Level Adjustment Period shall be based on the Strike on the Issue Date.

(2) The respective "**Knock-Out Barrier**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Knock-Out Barrier shall be determined by the Issuer on each calendar day in such a way that it corresponds to the respective Strike adjusted in accordance with the preceding paragraph.

(3) In the event of dividend payments or other cash distributions equivalent to dividend payments in respect of the Underlying (applicable in the case of shares as the Underlying) or in respect of the shares on which the Underlying is based (applicable in the case of stock indices as the Underlying), the Strike applying in each case and, where relevant, the Knock-Out Barrier shall be adjusted in accordance with No. 2 (3) of the Issue Specific Conditions (Adjustment due to Dividend Payments).

No. 3
Exercise of the Option Rights

(1) The Warrants may be exercised by the Warrant Holder only with effect as of an Exercise Date in accordance with No. 2 (3) of the Issue Specific Conditions. 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 at the latest by 10:00 a.m. (local time at the location of the relevant Exercise Agent) on the Exercise Date. The provisions of paragraphs (2) to (4) of this No. 3 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 Paris and Frankfurt am Main 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 fifteen (15) 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) 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.

(4) 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
Termination

(1) The Issuer shall have the right to terminate all of the Warrants of a series during their term with a notice period of 4 weeks by giving notice in accordance with No. 4 of the General Conditions with effect as of the Termination Date specified in the notice (the "**Termination Date**"). Termination in accordance with this No. 4 may not be effected earlier than 3 months after the Issue Date. All Termination Notices issued pursuant to this No. 4 are irrevocable and must specify the Termination Date. The Termination shall become effective on the date specified in the announcement of the notice. For the purposes of calculating the Cash Amount in accordance with No. 2 of the Issue Specific Conditions, the date on which the Termination becomes effective shall be deemed to be the Valuation Date within the meaning of these Terms and Conditions.

(2) In the event of Termination by the Issuer, No. 3 of the Issue Specific Conditions shall not apply. The Exercise Date within the meaning of No. 2 (3) of the Issue Specific Conditions shall in this case be the date on which the Termination becomes effective. The Payment Date shall be the Payment Date upon Termination in accordance with paragraph (3) of this No. 4.

(3) In this event, the Issuer will transfer the Cash Amount for all of the Warrants affected by the Termination to the Central Securities Depositary within five (5) Banking Days at the head office of the Issuer and at the location of the Central Securities Depositary after the

Termination Date for the credit of the Warrant Holders registered with the Central Securities Depositary on the second day following the Termination Date (referred to in the following as "**Payment Date upon Termination**"). 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. In the event that the onward transfer is not possible within three months after the Payment Date upon Termination ("**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.

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. "**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: 09/05/2014
Initial value date in France: 14/05/2014

ISIN / Local Trading Code	Underlying	Type	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike on the Issue Date / Knock-Out Barrier on the Issue Date	Multiplier	Adjustment Rate in the 1st Financing Level Adjustment Period	Number	Reference Price of the Underlying ("Reference Price")
DE000CF99EU2 / 4885C	Lagardere	BEAR	No	EUR 0.55	Euro (EUR)	EUR 28.00 / EUR 28.00	0.1	-3.76 %	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 / Relevant Adjustment Exchange for the Underlying ("Adjustment Exchange")	Valuation Date / Currency Conversion Date	Currency in which the Reference Price is expressed ("Reference Currency")
Lagardere SCA / Common Shares	FR0000130213	Euronext Paris / EUREX Frankfurt	Modified Exercise Date / 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	:	STOXX Limited, Zurich, Switzerland
Dow Jones & Company, Inc.	:	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.	:	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 Paris	:	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 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, Spain
NYSE	:	New York Stock Exchange, New York, NY, USA
OCC	:	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):

- **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)**
- **Risk of exercise of the Warrants and Issuer's right of termination**
- **Risk relating to adjustments of the strike and of the knock-out barrier**

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 09/05/2014.

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.lagardere.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		
A.1	This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the "**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 11 April 2014 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 has assumed responsibility for this Summary including any translations of the same. The Issuer or persons who have tabled the Summary may be held liable, 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 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.	**Domicile** Frankfurt 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.
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Issuer is forecasting a significant increase in the growth rate for the global economy in 2014, climbing from 2.4% to 3.1%. For the years thereafter, we are anticipating a further increase to 3.3% for 2015 and a rise to 3.5% for 2016 and 2017. Overall, the Issuer continues to expect significant differences between the individual regions. The Issuer expects modest growth in the Eurozone (the Issuer's growth projections are 0.9% and 1.0% for 2014 and 2015, respectively) after having reported a -0.4% rate in 2013. The economic recovery should be buoyed by scaled-down public austerity measures, a continuing supportive monetary policy from the European Central Bank (ECB), a recovering global economy and a decline in the factors of uncertainty. A stronger Euro, higher debt loads in the private and public sectors and a persistently difficult financing terms and conditions (above all for small and mid-sized companies and for many Member States) should continue to inhibit the growth potential in the Eurozone. Inflation should be very modest in the entire Eurozone. Important factors in 2014 will be the planned "Asset Quality Review" and the stress test, which the ECB will perform in conjunction with national supervisory authorities and the European Bank Authority (EBA). Despite the current efforts by many European banks to lower debt and raise capital, new capital shortfalls or gaps at the banks in some countries could come to light during the course of these investigations. This prospect and the currently prevailing uncertainty about how such capital shortfalls could be potentially filled could cause uncertainty both on the financial markets and potentially in the run-up to these tests. Given the current risks of deflation and weak growth, we expect that the ECB will further adjust interest rates, and will decide on additional liquidity measures, if the market situation necessitates such action. In light of the continued low interest rates, the hesitancy of clients, and the volatility still anticipated on the markets, the potential for earnings growth within the banking industry must still be viewed as modest. Issues such as capital requirements, regulation and restructuring will again be the major themes in the banking industry in 2014 and will leave their mark on the cost side of things. General cost reductions and the review of the business models will once again take center stage. Increased regulatory requirements concerning equity capital and liquidity will continue to preoccupy the entire financial industry and will without question significantly increase operating costs. For Germany, the Issuer is forecasting growth rates of about 1.9% for 2014 and 1.7% for 2015. In the United States, it remains to be seen how the Federal Reserve will react to the current challenges and whether the political parties in the US can reach an agreement on the US budget. Asia is viewed as stable and will certainly remain attractive to investors. Nevertheless, it remains to be seen how China will resolve some of its current challenges. For the industrial countries, the inflation rate in 2014 should increase slightly to 1.7%, and then remain relatively stable in the years thereafter. Also in Germany, the inflation rate should hover below 2%. With respect to the inflation rates for

		the emerging countries, the Issuer expects a slight increase to 5.0% in 2014 and to 5.2% in 2015. There are no plans for the Issuer's business model to change significantly in 2014. The Issuer will continue to focus on its core business and, in light of the difficult market environment, direct its attention to maintaining and, where possible, expanding its current market share. In this respect, the Issuer will advise and support its clients in all global activities by relying on the global network and products of Citi. In 2014, the Issuer shall once again operate a disciplined cost and accounting management program. It will direct most of its attention in this regard to improving operational efficiency and to further strengthening the corporate governance structures. Optimizing internal procedures will also remain a focus. There is no plan to significantly expand the client portfolio, the volume of business and the selection of products and services. The Issuer does intend, however, to selectively add strategically important clients to its client base, to the extent that a business model can be developed which provides sustainable economic benefits for these clients and Citi. The credit standing of the current client portfolio is viewed as stable. The loan portfolio exposure to the peripheral countries is to the largest extent limited. No significant detriment from that exposure is anticipated. The risk capital currently available is viewed as absolutely adequate for running the current business model. Given the forecasts made by the individual Issuer's divisions and the measures described above, the Bank is again projecting an overall profit for fiscal year 2014, but it will probably be slightly lower than the 2013 profit.
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 has decided not to make any profit forecasts or profit estimates in the Base Prospectus.

<table>
<tr><td>B.10</td><td>A description of the nature of any qualifications in the audit report on the historical financial information.</td><td>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.</td></tr>
<tr><td>B.12</td><td>Selected historical key financial information regarding the issuer, presented for each financial year of the period covered by the historical financial information and any subsequent interim financial period accompanied by comparative data from the same period in the prior financial year, except that the requirement for comparative balance sheet information is satisfied by presenting the year-end balance sheet information. A statement that there has been no material adverse change in the prospects of the issuer since the date of its last published audited financial statements or a description of any material adverse change.

A description of significant changes in the financial or trading position of</td><td>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 2013 between the prior fiscal year (fiscal year 2012) and fiscal year 2013 and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

<table>
<tr><th></th><th>30.11.2013
in million Euro</th><th>prior fiscal year (30.11.2012)
in million Euro</th></tr>
<tr><td>Balance sheet total</td><td>13,516</td><td>9,543</td></tr>
<tr><td>Business volume</td><td>14,793</td><td>11,162</td></tr>
<tr><td>Equity capital</td><td>590</td><td>590</td></tr>
<tr><td>Loan portfolio</td><td>5,101</td><td>5,626</td></tr>
<tr><td>Number of employees</td><td>270</td><td>334</td></tr>
</table>

<table>
<tr><th></th><th>01.12.2012 - 30.11.2013
in million Euro</th><th>prior fiscal year (01.12.2011 - 30.11.2012)
in million Euro</th></tr>
<tr><td>Interest income from operations</td><td>6</td><td>11</td></tr>
<tr><td>Commissions from brokerage business</td><td>80</td><td>111</td></tr>
<tr><td>Commissions from securities business</td><td>15</td><td>18</td></tr>
<tr><td>Net income from financial trading operations</td><td>35</td><td>25</td></tr>
<tr><td>General administrative expenses</td><td>151</td><td>161</td></tr>
</table>

As of the balance sheet date, the balance sheet equity capital consists of the following components:

<table>
<tr><th></th><th>30.11.2013
in million Euro
(audited)</th><th>prior fiscal year (30.11.2012)
in million Euro
(audited)</th></tr>
<tr><td>Subscribed capital</td><td></td><td></td></tr>
<tr><td>Share capital</td><td>210.6</td><td>210.6</td></tr>
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</td></tr>
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	the issuer subsequent to the period covered by the historical financial information.	<table><tr><td>Silent partner capital</td><td>122.7</td><td>122.7</td></tr><tr><td>Capital reserves</td><td>196.3</td><td>195.8</td></tr><tr><td>Legal reserves</td><td>33.0</td><td>33.0</td></tr><tr><td>Other earnings reserves</td><td>27.9</td><td>27.9</td></tr></table> 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 13.3m (EUR 9.4m in the previous year). The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows: <table><tr><td></td><td>30.11.2013 in million Euro</td><td>prior fiscal year (30.11.2012) in million Euro</td></tr><tr><td>Equity capital on balance sheet</td><td>590.5</td><td>590.0</td></tr><tr><td>Less intangible assets</td><td>0</td><td>0</td></tr><tr><td>Core capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Supplementary capital</td><td>0.0</td><td>0.0</td></tr><tr><td>Equity capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Capital ratios</td><td></td><td></td></tr><tr><td>Tier one capital in %</td><td>37.5</td><td>33.6</td></tr><tr><td>Total capital ratio in %</td><td>37.5</td><td>33.6</td></tr></table> The Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material adverse change in the outlook of the Issuer has occurred. Furthermore, the Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material change has occurred in the financial or trading position.
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.	Not applicable; significant events that may have a material impact on the assessment of the Issuer's solvency have recently not occurred. 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 (*die den Verkaufsauftrag ausführende Stelle*) 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 optimize its organizational structure.
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	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 (*Aktiengesetz*, "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.	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with 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 (*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. **Security identification number** ISIN: DE000CF99EU2 Local Code: 4885C
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 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 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 Open End Turbo Bear Warrants with knock-out** Open End 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 Open End 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. In the event of exercise by the investor or following termination by the Issuer, in each case on a valuation date, the cash or termination amount received by the investors on the maturity date 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 Open End 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 derivative securities – the exercise date or final reference date.	Maturity date: At the latest the fifth common banking day following the exercise date or the termination date, as the case may be, at the registered office of the Issuer and the place of the central securities depositary. Exercise date(s): The last banking day of each month on which the warrant holder meets the exercise prerequisites. Valuation date: In case of an exercise the first exercise date, provided that such day is a Banking Day in London and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant adjustment exchange, or in case of a termination the day on which the

		termination becomes effective.
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants which the warrant holders have the right to exercise, the Issuer will transfer any amount payable 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. 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 this type of exercise, in order to exercise the option right the warrant holder must have submitted an effective exercise notice to the exercise agent within the exercise period and transferred the Warrants intended to be exercised to the Issuer, crediting its account with Clearstream Frankfurt or Clearstream Luxembourg, or to Euroclear. If the option right is not exercised effectively within the exercise period and 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: *866786* ISIN: *FR0000130213* Company: Lagardere SCA Relevant stock exchange: Euronext Paris Reuters page: LAGA.PA Website: www.lagardere.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 includes all risks arising from contractual agreements and from the general legal environment under legal risks. Supervisory risks arise from the statutory framework applicable to the Issuer. • 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 value of his investment, a statement of that fact, together with a description of the circumstances in which such additional liability arises and the likely financial effect.	**<u>General risk factors of Warrants</u>** **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. **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** **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. **Risk of exercise of the Warrants and Issuer's right of termination** In the case of Open End Turbo Warrants with knock-out, there is a risk that the term may be ended unexpectedly. The term of the Warrants ends either with the effective exercise of the Warrants by the warrant holder, or with a termination of all the Warrants by the Issuer, or on the occurrence of a knock-out event or an early redemption of the Warrants, if the terms and conditions provide for early redemption of the Warrants. **Risk relating to adjustments of the strike and of the knock-out barrier** In the case of Open End Turbo Bear Warrants with knock-out, the strike and the knock-out barrier of the Warrants are subject to ongoing adjustment. In order to reflect the financing costs incurred by the Issuer in connection with the hedging transactions entered into for the Warrants, the strike of the Warrants is changed by an adjustment amount on a daily basis. **Investors should note that the adjustment rate** for adjusting the features of the Warrants specified by the Issuer using its reasonable discretion when determining the interest rate correction factor **may differ significantly in certain financing level adjustment periods**, if the prevailing market conditions so require, **from the adjustment rate determined for the first financing level adjustment period**. In addition, the relevant knock-out barrier for the respective following financing level adjustment period is adjusted by the Issuer in its reasonable discretion on an adjustment date pursuant to the terms and conditions of the Warrants. **Investors should therefore not assume that the knock-out barrier will always remain at roughly the same distance from the strike during the term of the Warrants**.
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 09/05/2014. The offeror of the Warrants is the Issuer. The issue date is: 09/05/2014 **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 0.55. 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 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 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 11 avril 2014 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG datée 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 assume la responsabilité du contenu de ce Résumé, y compris de toute traduction en étant faite. L'Émetteur ou toute personne ayant déposé le Résumé peut être jugé responsable, 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.	L'Émetteur prévoit une forte augmentation du taux de croissance de l'économie mondiale en 2014, de 2,4% à 3,1%. Pour les années suivantes, nous nous attendons à une nouvelle augmentation de 3,3% pour 2015 et à une hausse de 3,5 % pour 2016 et 2017. D'une façon générale, l'Émetteur s'attend au maintien d'écarts significatifs entre les différentes régions. L'Émetteur s'attend à une croissance modeste dans l'Eurozone (les prévisions de croissance de l'Émetteur sont de 0,9 % et de 1,0 % pour 2014 et 2015, respectivement) après avoir enregistré un taux de -0,4 % en 2013. La reprise économique devrait être dynamisée par la réduction des mesures publiques d'austérité, une politique monétaire favorable dans la durée de la part de la Banque Centrale Européenne (BCE), le redressement de l'économie mondiale et la diminution des facteurs d'incertitude. Un euro plus fort, un endettement plus élevé dans les secteurs privés et publics et des conditions de financement toujours difficiles (surtout pour les petites et moyennes entreprises et pour de nombreux États membres) devraient continuer à empêcher la croissance potentielle dans l'Eurozone. L'inflation devrait être très modérée dans l'ensemble de l'Eurozone. En 2014, les éléments importants seront « l'examen de la qualité des actifs » et le test de stress qui sont prévus et que la BCE réalisera en lien avec les autorités de

		contrôle nationales et l'Autorité bancaire européenne (ABE). Malgré les efforts actuels de nombreuses banques européennes pour réduire la dette et augmenter le capital, de nouveaux déficits ou insuffisances des banques dans certains pays pourraient apparaître au cours de ces recherches. Cette perspective et l'incertitude, qui prévaut actuellement sur la manière dont les besoins en capital pourraient être potentiellement satisfaits, pourraient entraîner une incertitude à la fois sur les marchés financiers et, potentiellement, à l'approche de ces tests. Étant donné les risques actuels de déflation et la faible croissance, nous nous attendons à ce que la BCE poursuive l'ajustement des taux d'intérêt et décide d'apports supplémentaires de liquidités si la situation du marché le nécessite. Compte tenu de la persistance des taux d'intérêt bas, de l'hésitation des clients et de la volatilité encore prévisible sur les marchés, le potentiel de croissance des bénéfices dans le secteur bancaire doit encore être considéré comme modeste. Des questions telles que les exigences en matière de capital, la réglementation et la restructuration seront encore des sujets essentiels dans le secteur bancaire en 2014 et marqueront de leur empreinte l'aspect financier des choses. Des réductions générales des coûts et la révision des modèles de gestion occuperont une fois de plus une place centrale. L'accroissement des exigences réglementaires en matière de fonds propres et de liquidités continuera à préoccuper l'ensemble du secteur financier et, sans aucun doute, augmentera fortement les charges d'exploitation. Pour l'Allemagne, l'Émetteur prévoit des taux de croissance de 1,9 % environ pour 2014 et de 1,7 % pour 2015. Aux États-Unis, il faut encore observer comme réagira la Réserve fédérale aux défis actuels et si les partis politiques des États-Unis peuvent parvenir à un accord sur le budget du pays. L'Asie semble stable et demeurera certainement attractive pour les investisseurs. Néanmoins, il faut encore voir comment la Chine résoudra certains de ses défis actuels. Pour les pays industriels, le taux d'inflation en 2014 devrait légèrement augmenter à 1,7 % et demeurer ensuite relativement stable les années suivantes. De même, en Allemagne, le taux d'inflation devrait osciller au-dessous de 2%. Concernant les taux d'inflation des pays émergents, l'Émetteur s'attend à une légère augmentation de 5,0 % en 2014 et de 5,2 % en 2015. Aucun projet de modification importante du modèle de gestion n'existe en 2014 pour l'Émetteur. Il continuera à s'axer sur son activité de base et, compte tenu de l'environnement difficile du marché, s'efforcera de maintenir et, si possible, d'étendre sa part actuelle de marché. À cet égard, l'Émetteur conseillera et soutiendra ses clients dans toutes les activités générales en s'appuyant sur le réseau mondial et les produits de Citi. En 2014, l'Émetteur mettra en œuvre une nouvelle fois un programme strict de gestion des coûts et de la comptabilité. Dans ce sens, il recherchera essentiellement à améliorer l'efficacité opérationnelle et à consolider davantage les structures de gouvernance d'entreprise. L'optimisation des procédures internes restera aussi l'objectif. Il n'existe aucun projet d'augmentation importante du portefeuille de clients, du volume des affaires et du choix de produits et services. L'Émetteur a cependant l'intention d'ajouter ponctuellement des clients stratégiquement importants à sa clientèle dans la mesure où peut être mis au point un modèle de gestion apportant des gains économiques durables pour ces clients et pour Citi. La solvabilité du portefeuille de clients actuel est considérée stable. L'exposition du portefeuille de prêts par

		rapport aux pays périphériques est limitée au maximum. Aucun préjudice important de cette exposition n'est présagé. Le capital-risque actuellement disponible est considéré comme totalement adéquat pour mener le modèle de gestion actuel. Étant donné les prévisions réalisées par les différentes divisions de l'Émetteur et les mesures décrites ci-dessus, la Banque prévoit à nouveau un bénéfice global pour l'exercice 2014 mais qui sera probablement légèrement inférieur à celui de 2013.
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 historiques et pour toute période intermédiaire	**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 2013 entre l'exercice budgétaire antérieur (exercice 2012) et l'exercice 2013 et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG :

	30.11.2013 en millions d'euros	**Exercice précédent (30.11.2012)**

ultérieure, accompagnées de données comparatives couvrant la même période de l'exercice précédent; la présentation des bilans de clôture suffit toutefois à remplir l'exigence d'informations bilancielles comparables.

Une déclaration attestant qu'aucune détérioration significative n'a eue de répercussions sur les perspectives de 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 de l'émetteur survenus après la période couverte par les informations financières historiques.

		en millions d'euros
Total du bilan	13.516	9.543
Volume d'activité	14.793	11.162
Fonds propres	590	590
Portefeuille des prêts	5.101	5.626
Nombre d'employés	270	334

	01.12.2012 - 30.11.2013 en millions d'euros	**Exercice précédent (01.12.2011 - 30.11.2012)** en millions d'euros
Revenus d'intérêt de l'exploitation	6	11
Commissions de courtage	80	111
Commissions d'opérations sur valeurs mobilières	15	18
Revenu net des opérations financières de négoce	35	25
Frais généraux et administratifs	151	161

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

	30.11.2013 en millions d'euros (audité)	**Exercice précédent (30.11.2012)** 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	196,3	195,8
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 13,3 millions d'euros (9,4 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 : **30.11.2013** en millions d'euros / **Exercice précédent (30.11.2012)** en millions d'euros Fonds propres au bilan: 590,5 / 590,0 Moins immobilisations: 0 / 0 Capital de base: 603,8 / 599,3 Capitaux supplémentaires: 0,0 / 0,0 Fonds propres: 603,8 / 599,3 Ratios de capitaux Fonds propres Tier one en %: 37,5 / 33,6 Ratio de capitaux totaux en %: 37,5 / 33,6 L'Émetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2013, aucune détérioration significative n'a affecté les perspectives de l'Émetteur. En outre, l'Émetteur déclare que depuis la date des derniers états financiers audités au 3o novembre 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale.
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'Émetteur 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 peut ne pas avoir déduit et payé la retenue à la source des dividendes reçus en relation avec des transactions communément appelées cum-ex transactions pour des actions qu'il conserve pour ses clients suivant les besoins. 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'euros 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. Le 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 une 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. Citigroup Global Markets Deutschland AG a obtenu l'avis juridique d'un bureau réputé de consultants en fiscalité ainsi que d'un cabinet réputé d'expertise

		comptable. A partir de ces avis, la direction de Citigroup Global Markets Deutschland AG considère que la probabilité d'obtenir gain de cause dans l'hypothèse d'une procédure judiciaire excède 50 pourcents. De ce fait, la direction de Citigroup Global Markets Deutschland AG a décidé de n'écrire dans ses comptes qu'une réserve au titre de l'avis juridique et des dépenses éventuelles de litige et a décidé à cet égard qu'un montant de 2 millions d'Euros était adéquat. 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: DE000CF99EU2 Numéro d'identification local : 4885C
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 *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	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.

	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.	
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 Open End Turbo Bear à barrière désactivante** Les Warrants Open End Turbo Bear 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 Open End Turbo Bear à barrière désactivante perde sa valeur ou quasiment sa valeur immédiatement (événement désactivant) 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. Lorsque l'investisseur fait jouer son droit d'exercice ou après clôture par l'Émetteur, dans les deux cas à une date d'évaluation, le montant en numéraire ou le montant d'arrivée à terme reçu par les investisseurs à la date d'échéance 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 Open End 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: Au plus tard le cinquième jour ouvrable bancaire suivant la date d'exercice ou la date de rappel, le cas échéant, au siège social de l'émetteur et de la place du dépositaire central des titres. Date d'exercice: Le dernier jour ouvrable de chaque mois au cours duquel le détenteur du warrant remplit les conditions d'exercice. Date d'évaluation: En cas d'exercice le premier date d'exercice, à condition que ce jour soit un jour ouvrable bancaire à Londres et un jour de bourse et un jour où les options et les contrats à terme portant sur le sous-jacent sont négociés sur la bourse d'ajustement de référence, ou en cas de rappel la journée à laquelle le rappel devient effectif.
C.17	Décrire la procédure de règlement des	Dans le cas de Warrants pour lesquels les détenteurs de warrant disposent d'un droit d'exercice à tout moment, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au

	instruments dérivés.	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 avec cette modalité d'exercice, afin d'exercer le droit d'option, le détenteur du warrant doit avoir soumis une notification d'exercice effectif à l'agent d'exercice au cours de la période d'exercice et avoir transféré les Warrants qui doivent être exercés à l'Émetteur, en créditant son compte chez Clearstream Francfort ou Clearstream Luxembourg, ou chez Euroclear. Si le droit d'option n'est pas exercé effectivement au cours de la période d'exercice et 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): *866786* ISIN: *FR0000130213* Société: Lagardere SCA Bourse de valeurs mobilières concernée: Euronext Paris Page de Reuters: LAGA.PA Site Web: www.lagardere.com
Section 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 qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son 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 que des effets financiers probables de cette matérialisation.	**<u>Facteurs généraux de risque des Warrants</u>** **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 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. **<u>Facteurs de risque spécifiques au produit</u>** **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. **Risque d'exercice des warrants et du droit de l'Émetteur à la résiliation** Dans le cas des Warrants Turbo Open-End à barrière désactivante, le risque existe que la période de validité prenne fin inopinément. La période de validité des Warrants se termine soit avec l'exercice effectif des warrants par le détenteur du warrant, ou par la résiliation de tous les Warrants par l'Émetteur, ou lors de la survenue d'un événement désactivant ou d'un rachat anticipé des Warrants, si les termes et conditions prévoient le rachat anticipé des Warrants. **Risque relatif aux ajustements du prix d'exercice et de la barrière désactivante** Dans le cas de Warrants Turbo Open-End Bear à barrière désactivante, le prix d'exercice et la barrière désactivante des Warrants font l'objet d'un ajustement quotidien (ou mensuel pour la barrière désactivante). Afin de refléter les coûts de financement encourus par l'Émetteur associés aux opérations de couverture conclues pour les Warrants, le prix d'exercice des warrants est modifié quotidiennement par un montant d'ajustement. **Les investisseurs doivent prendre conscience que le taux d'ajustement** utilisé pour ajuster les caractéristiques des Warrants et spécifié par l'Émetteur à sa discrétion raisonnable lors de la détermination du facteur de correction de taux d'intérêt, **est susceptible de différer de manière significative au cours de certaines périodes d'ajustement du niveau de financement,** si les conditions prévalant sur le marché l'exigent, **du taux d'ajustement déterminé pour la première période d'ajustement du niveau de financement.** De plus, la barrière de désactivation correspondante pour les périodes respectives suivantes d'ajustement du niveau de financement est ajustée par l'Émetteur, à sa raisonnable discrétion, à une date d'ajustement conforme aux termes et conditions des Warrants. **Les investisseurs devraient donc ne pas supposer que la**

		barrière désactivante demeurera toujours plus ou moins à la même distance du prix d'exercice pendant la période de validité des Warrants.
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 09.05.2014. Les offreur des Warrants est: l'Émetteur La date d'émission est: 09.05.2014 **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 0,55. 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

08 May 2014

to the

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

OPEN END TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT
(TURBO INFINI BEST)

based on the following underlying:

Renault

ISIN: DE000CF99EV0

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 Open End Turbo Warrants with knock-out (Product No. 3) (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 11 April 2014, 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 Open End 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 Open End 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 and/or No. 4 of the Issue Specific 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 or Termination of the Warrants by the Issuer (No. 2 of the General Conditions and/or No. 4 of the Issue Specific 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 Depositaries**":	Euroclear System, Brussels; Clearstream Banking S.A., Luxembourg
"**Adjustment Date**":	The first Banking Day in Frankfurt of each month.
"**Adjustment due to Dividend Payments**":	In case of dividends or other equivalent cash distributions on a share or one or more shares represented in an index, the Issuer will adjust the effective Strike and, as the case may be,

	the effective Knock-Out Barrier at its reasonable discretion. The adjustment will be effected at the day on which shares of the respective company, for which dividends or other equivalent cash distributions are made, are traded ex-dividend on its home exchange.
"**Adjustment Rate**":	The Adjustment Rate for the first Financing Level Adjustment Period corresponds to the relevant rate as specified in Table 1 of the Annex to the Issue Specific Conditions for the first Financing Level Adjustment Period. The Adjustment Rate applicable in each succeeding Adjustment Period composes as follows: in case of Open End Turbo Bull Warrants the sum of, and for Open End Turbo Bear Warrants the difference of (i) the interest rate ("**Reference Interest Rate**") as published on the Reuters page EURIBOR1M= (or a replacing page) for EUR-Rates Ref., USDVIEW (or a replacing page) for US-Rates Ref., JPYVIEW (or a replacing page) for Yen-Rates Ref., CHFLIBOR (or a replacing page) for CHF-Rates Ref., HKDVIEW (or a replacing page) for HKD-Rates Ref., and SEKVIEW (or a replacing page) for SEK-Rates Ref. at the last day of the respective preceding Financing Level Adjustment Period and (ii) the Interest Rate Correction Factor applicable in the respective Financing Level Adjustment Period. If the Reference Interest Rate is no longer displayed in one of the manners described above, the Issuer is entitled to determine at its reasonable discretion a Reference Interest Rate based on the market practice prevailing at the time and giving due consideration to the prevailing market conditions.
"**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**	Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

"**Depositary**":	France
"**Clearing Territory of the Central Securities Depositary**":	France
"**Currency Conversion Date**":	As specified in Table 2 of the Annex to the Issue Specific Conditions.
"**Exchange Rate Reference Agent**":	not applicable
"**Exercise Date**":	The last Banking Day of each month 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).
"**Financing Level Adjustment Period**":	The period from the Issue Date until the first Adjustment Date (inclusive) and each following period from an Adjustment Date (exclusive) until the next following Adjustment Date (inclusive).
"**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.
"**Interest Rate Correction Factor**":	An interest rate determined for each Financing Level Adjustment Period by the Issuer at its reasonable discretion taking into account the then prevailing market environment. It may be different for Bull and Bear 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**":	On the Issue Date, the Knock-Out Barrier is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Knock-Out Cash Amount**":	zero
"**Maturity Date**":	The earlier of the Payment Date upon Exercise or the Payment Date upon Termination.
"**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 Exercise Date + 1**":	not applicable

"**Modified Exercise Date**":	The Exercise Date provided that such day 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, otherwise the first day following the Exercise Date on which the aforementioned prerequisites are met.
"**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**":	Period from the Issue Date (inclusive) until the Valuation Date (inclusive).
"**Payment Date upon Exercise**":	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.
"**Payment Date upon Termination**":	At the latest the fifth common Banking Day following the Termination 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**":	On the Issue Date, the Strike is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Type**":	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 + 1**":	not applicable

"**Valuation Date**": As specified in Table 2 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. 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 (No. 2b (2) of the Issue Specific Conditions) of the Warrant (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. 2b
Adjustment Amount

(1) The respective "**Strike**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Strike shall be adjusted on each calendar day during a Financing Level Adjustment Period by the Adjustment Amount calculated by the Issuer for that relevant calendar day. The Adjustment Amount for the Warrants may vary. The "**Adjustment Amount**" of a series applying for each calendar day during the respective Financing Level Adjustment Period shall be equal to the result obtained by multiplying the Strike applying on the Adjustment Date falling in that Financing Level Adjustment Period by the Adjustment Rate applicable in that Financing Level Adjustment Period and converted to the amount for one calendar day using the actual/360 day count convention. The resulting Strike for each calendar day shall be rounded to three decimal places in accordance with normal commercial practice, but the calculation of the next following Strike in each case shall be based on the unrounded Strike for the preceding day. The calculations for the first Financing Level Adjustment Period shall be based on the Strike on the Issue Date.

(2) The respective "**Knock-Out Barrier**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Knock-Out Barrier shall be determined by the Issuer on each calendar day in such a way that it corresponds to the respective Strike adjusted in accordance with the preceding paragraph.

(3) In the event of dividend payments or other cash distributions equivalent to dividend payments in respect of the Underlying (applicable in the case of shares as the Underlying) or in respect of the shares on which the Underlying is based (applicable in the case of stock indices as the Underlying), the Strike applying in each case and, where relevant, the Knock-Out Barrier shall be adjusted in accordance with No. 2 (3) of the Issue Specific Conditions (Adjustment due to Dividend Payments).

No. 3
Exercise of the Option Rights

(1) The Warrants may be exercised by the Warrant Holder only with effect as of an Exercise Date in accordance with No. 2 (3) of the Issue Specific Conditions. 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 at the latest by 10:00 a.m. (local time at the location of the relevant Exercise Agent) on the Exercise Date. The provisions of paragraphs (2) to (4) of this No. 3 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 Paris and Frankfurt am Main 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 fifteen (15) 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) 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.

(4) 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
Termination

(1) The Issuer shall have the right to terminate all of the Warrants of a series during their term with a notice period of 4 weeks by giving notice in accordance with No. 4 of the General Conditions with effect as of the Termination Date specified in the notice (the "**Termination Date**"). Termination in accordance with this No. 4 may not be effected earlier than 3 months after the Issue Date. All Termination Notices issued pursuant to this No. 4 are irrevocable and must specify the Termination Date. The Termination shall become effective on the date specified in the announcement of the notice. For the purposes of calculating the Cash Amount in accordance with No. 2 of the Issue Specific Conditions, the date on which the Termination becomes effective shall be deemed to be the Valuation Date within the meaning of these Terms and Conditions.

(2) In the event of Termination by the Issuer, No. 3 of the Issue Specific Conditions shall not apply. The Exercise Date within the meaning of No. 2 (3) of the Issue Specific Conditions shall in this case be the date on which the Termination becomes effective. The Payment Date shall be the Payment Date upon Termination in accordance with paragraph (3) of this No. 4.

(3) In this event, the Issuer will transfer the Cash Amount for all of the Warrants affected by the Termination to the Central Securities Depositary within five (5) Banking Days at the head office of the Issuer and at the location of the Central Securities Depositary after the

Termination Date for the credit of the Warrant Holders registered with the Central Securities Depositary on the second day following the Termination Date (referred to in the following as "**Payment Date upon Termination**"). 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. In the event that the onward transfer is not possible within three months after the Payment Date upon Termination ("**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.

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. "**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: 09/05/2014
Initial value date in France: 14/05/2014

ISIN / Local Trading Code	Underlying	Type	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike on the Issue Date / Knock-Out Barrier on the Issue Date	Multiplier	Adjustment Rate in the 1st Financing Level Adjustment Period	Number	Reference Price of the Underlying ("Reference Price")
DE000CF99EV0 / 4889C	Renault	BULL	No	EUR 0.55	Euro (EUR)	EUR 65.00 / EUR 65.00	0.1	4.24 %	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 / Relevant Adjustment Exchange for the Underlying ("Adjustment Exchange")	Valuation Date / Currency Conversion Date	Currency in which the Reference Price is expressed ("Reference Currency")
Renault S.A. / Common Shares	FR0000131906	Euronext Paris / EUREX Frankfurt	Modified Exercise Date / 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	:	STOXX Limited, Zurich, Switzerland
Dow Jones & Company, Inc.	:	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.	:	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 Paris	:	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 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, Spain
NYSE	:	New York Stock Exchange, New York, NY, USA
OCC	:	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):

- **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)**
- **Risk of exercise of the Warrants and Issuer's right of termination**
- **Risk relating to adjustments of the strike and of the knock-out barrier**

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 09/05/2014.

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.renault.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		
A.1	This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the "**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 11 April 2014 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 has assumed responsibility for this Summary including any translations of the same. The Issuer or persons who have tabled the Summary may be held liable, 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 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.	**Domicile** Frankfurt 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.
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Issuer is forecasting a significant increase in the growth rate for the global economy in 2014, climbing from 2.4% to 3.1%. For the years thereafter, we are anticipating a further increase to 3.3% for 2015 and a rise to 3.5% for 2016 and 2017. Overall, the Issuer continues to expect significant differences between the individual regions. The Issuer expects modest growth in the Eurozone (the Issuer's growth projections are 0.9% and 1.0% for 2014 and 2015, respectively) after having reported a -0.4% rate in 2013. The economic recovery should be buoyed by scaled-down public austerity measures, a continuing supportive monetary policy from the European Central Bank (ECB), a recovering global economy and a decline in the factors of uncertainty. A stronger Euro, higher debt loads in the private and public sectors and a persistently difficult financing terms and conditions (above all for small and mid-sized companies and for many Member States) should continue to inhibit the growth potential in the Eurozone. Inflation should be very modest in the entire Eurozone. Important factors in 2014 will be the planned "Asset Quality Review" and the stress test, which the ECB will perform in conjunction with national supervisory authorities and the European Bank Authority (EBA). Despite the current efforts by many European banks to lower debt and raise capital, new capital shortfalls or gaps at the banks in some countries could come to light during the course of these investigations. This prospect and the currently prevailing uncertainty about how such capital shortfalls could be potentially filled could cause uncertainty both on the financial markets and potentially in the run-up to these tests. Given the current risks of deflation and weak growth, we expect that the ECB will further adjust interest rates, and will decide on additional liquidity measures, if the market situation necessitates such action. In light of the continued low interest rates, the hesitancy of clients, and the volatility still anticipated on the markets, the potential for earnings growth within the banking industry must still be viewed as modest. Issues such as capital requirements, regulation and restructuring will again be the major themes in the banking industry in 2014 and will leave their mark on the cost side of things. General cost reductions and the review of the business models will once again take center stage. Increased regulatory requirements concerning equity capital and liquidity will continue to preoccupy the entire financial industry and will without question significantly increase operating costs. For Germany, the Issuer is forecasting growth rates of about 1.9% for 2014 and 1.7% for 2015. In the United States, it remains to be seen how the Federal Reserve will react to the current challenges and whether the political parties in the US can reach an agreement on the US budget. Asia is viewed as stable and will certainly remain attractive to investors. Nevertheless, it remains to be seen how China will resolve some of its current challenges. For the industrial countries, the inflation rate in 2014 should increase slightly to 1.7%, and then remain relatively stable in the years thereafter. Also in Germany, the inflation rate should hover below 2%. With respect to the inflation rates for

		the emerging countries, the Issuer expects a slight increase to 5.0% in 2014 and to 5.2% in 2015. There are no plans for the Issuer's business model to change significantly in 2014. The Issuer will continue to focus on its core business and, in light of the difficult market environment, direct its attention to maintaining and, where possible, expanding its current market share. In this respect, the Issuer will advise and support its clients in all global activities by relying on the global network and products of Citi. In 2014, the Issuer shall once again operate a disciplined cost and accounting management program. It will direct most of its attention in this regard to improving operational efficiency and to further strengthening the corporate governance structures. Optimizing internal procedures will also remain a focus. There is no plan to significantly expand the client portfolio, the volume of business and the selection of products and services. The Issuer does intend, however, to selectively add strategically important clients to its client base, to the extent that a business model can be developed which provides sustainable economic benefits for these clients and Citi. The credit standing of the current client portfolio is viewed as stable. The loan portfolio exposure to the peripheral countries is to the largest extent limited. No significant detriment from that exposure is anticipated. The risk capital currently available is viewed as absolutely adequate for running the current business model. Given the forecasts made by the individual Issuer's divisions and the measures described above, the Bank is again projecting an overall profit for fiscal year 2014, but it will probably be slightly lower than the 2013 profit.
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 has decided not to make any profit forecasts or profit estimates in the Base Prospectus.

<table>
<tr><td>B.10</td><td>A description of the nature of any qualifications in the audit report on the historical financial information.</td><td>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.</td></tr>
<tr><td>B.12</td><td>Selected historical key financial information regarding the issuer, presented for each financial year of the period covered by the historical financial information and any subsequent interim financial period accompanied by comparative data from the same period in the prior financial year, except that the requirement for comparative balance sheet information is satisfied by presenting the year-end balance sheet information. A statement that there has been no material adverse change in the prospects of the issuer since the date of its last published audited financial statements or a description of any material adverse change.

A description of significant changes in the financial or trading position of</td><td>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 2013 between the prior fiscal year (fiscal year 2012) and fiscal year 2013 and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

<table>
<tr><th></th><th>30.11.2013
in million Euro</th><th>prior fiscal year (30.11.2012)
in million Euro</th></tr>
<tr><td>Balance sheet total</td><td>13,516</td><td>9,543</td></tr>
<tr><td>Business volume</td><td>14,793</td><td>11,162</td></tr>
<tr><td>Equity capital</td><td>590</td><td>590</td></tr>
<tr><td>Loan portfolio</td><td>5,101</td><td>5,626</td></tr>
<tr><td>Number of employees</td><td>270</td><td>334</td></tr>
</table>

<table>
<tr><th></th><th>01.12.2012 - 30.11.2013
in million Euro</th><th>prior fiscal year (01.12.2011 - 30.11.2012)
in million Euro</th></tr>
<tr><td>Interest income from operations</td><td>6</td><td>11</td></tr>
<tr><td>Commissions from brokerage business</td><td>80</td><td>111</td></tr>
<tr><td>Commissions from securities business</td><td>15</td><td>18</td></tr>
<tr><td>Net income from financial trading operations</td><td>35</td><td>25</td></tr>
<tr><td>General administrative expenses</td><td>151</td><td>161</td></tr>
</table>

As of the balance sheet date, the balance sheet equity capital consists of the following components:

<table>
<tr><th></th><th>30.11.2013
in million Euro
(audited)</th><th>prior fiscal year (30.11.2012)
in million Euro
(audited)</th></tr>
<tr><td>Subscribed capital</td><td></td><td></td></tr>
<tr><td>Share capital</td><td>210.6</td><td>210.6</td></tr>
</table>
</td></tr>
</table>

	the issuer subsequent to the period covered by the historical financial information.	<table><tr><td>Silent partner capital</td><td>122.7</td><td>122.7</td></tr><tr><td>Capital reserves</td><td>196.3</td><td>195.8</td></tr><tr><td>Legal reserves</td><td>33.0</td><td>33.0</td></tr><tr><td>Other earnings reserves</td><td>27.9</td><td>27.9</td></tr></table> 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 13.3m (EUR 9.4m in the previous year). The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows: <table><tr><td></td><td>30.11.2013 in million Euro</td><td>prior fiscal year (30.11.2012) in million Euro</td></tr><tr><td>Equity capital on balance sheet</td><td>590.5</td><td>590.0</td></tr><tr><td>Less intangible assets</td><td>0</td><td>0</td></tr><tr><td>Core capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Supplementary capital</td><td>0.0</td><td>0.0</td></tr><tr><td>Equity capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Capital ratios</td><td></td><td></td></tr><tr><td>Tier one capital in %</td><td>37.5</td><td>33.6</td></tr><tr><td>Total capital ratio in %</td><td>37.5</td><td>33.6</td></tr></table> The Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material adverse change in the outlook of the Issuer has occurred. Furthermore, the Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material change has occurred in the financial or trading position.
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.	Not applicable; significant events that may have a material impact on the assessment of the Issuer's solvency have recently not occurred. 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 (*die den Verkaufsauftrag ausführende Stelle*) 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 optimize its organizational structure.
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	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 (*Aktiengesetz*, "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.	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with 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 (*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. **Security identification number** ISIN: DE000CF99EV0 Local Code: 4889C
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 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 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 Open End Turbo Bull Warrants with knock-out** Open End 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 Open End 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. In the event of exercise by the investor or following termination by the Issuer, in each case on a valuation date, the cash or termination amount received by the investors on the maturity date 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 Open End 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: At the latest the fifth common banking day following the exercise date or the termination date, as the case may be, at the registered office of the Issuer and the place of the central securities depositary. Exercise date(s): The last banking day of each month on which the warrant holder meets the exercise prerequisites. Valuation date: In case of an exercise the first exercise date, provided that such day is a Banking Day in London and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant adjustment exchange, or in case of a termination the day on which the

		termination becomes effective.
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants which the warrant holders have the right to exercise, the Issuer will transfer any amount payable 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. 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 this type of exercise, in order to exercise the option right the warrant holder must have submitted an effective exercise notice to the exercise agent within the exercise period and transferred the Warrants intended to be exercised to the Issuer, crediting its account with Clearstream Frankfurt or Clearstream Luxembourg, or to Euroclear. If the option right is not exercised effectively within the exercise period and 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: *893113* ISIN: *FR0000131906* Company: Renault S.A. Relevant stock exchange: Euronext Paris Reuters page: RENA.PA Website: www.renault.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 includes all risks arising from contractual agreements and from the general legal environment under legal risks. Supervisory risks arise from the statutory framework applicable to the Issuer. • 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 value of his investment, a statement of that fact, together with a description of the circumstances in which such additional liability arises and the likely financial effect.	**<u>General risk factors of Warrants</u>** **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. **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** **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. **Risk of exercise of the Warrants and Issuer's right of termination** In the case of Open End Turbo Warrants with knock-out, there is a risk that the term may be ended unexpectedly. The term of the Warrants ends either with the effective exercise of the Warrants by the warrant holder, or with a termination of all the Warrants by the Issuer, or on the occurrence of a knock-out event or an early redemption of the Warrants, if the terms and conditions provide for early redemption of the Warrants. **Risk relating to adjustments of the strike and of the knock-out barrier** In the case of Open End Turbo Bull Warrants with knock-out, the strike and the knock-out barrier of the Warrants are subject to ongoing adjustment. In order to reflect the financing costs incurred by the Issuer in connection with the hedging transactions entered into for the Warrants, the strike of the Warrants is changed by an adjustment amount on a daily basis. **Investors should note that the adjustment rate** for adjusting the features of the Warrants specified by the Issuer using its reasonable discretion when determining the interest rate correction factor **may differ significantly in certain financing level adjustment periods**, if the prevailing market conditions so require, **from the adjustment rate determined for the first financing level adjustment period**. In addition, the relevant knock-out barrier for the respective following financing level adjustment period is adjusted by the Issuer in its reasonable discretion on an adjustment date pursuant to the terms and conditions of the Warrants. **Investors should therefore not assume that the knock-out barrier will always remain at roughly the same distance from the strike during the term of the Warrants**.
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 09/05/2014. The offeror of the Warrants is the Issuer. The issue date is: 09/05/2014 **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 0.55. 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 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 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 11 avril 2014 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG datée 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 assume la responsabilité du contenu de ce Résumé, y compris de toute traduction en étant faite. L'Émetteur ou toute personne ayant déposé le Résumé peut être jugé responsable, 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.	L'Émetteur prévoit une forte augmentation du taux de croissance de l'économie mondiale en 2014, de 2,4% à 3,1%. Pour les années suivantes, nous nous attendons à une nouvelle augmentation de 3,3% pour 2015 et à une hausse de 3,5 % pour 2016 et 2017. D'une façon générale, l'Émetteur s'attend au maintien d'écarts significatifs entre les différentes régions. L'Émetteur s'attend à une croissance modeste dans l'Eurozone (les prévisions de croissance de l'Émetteur sont de 0,9 % et de 1,0 % pour 2014 et 2015, respectivement) après avoir enregistré un taux de -0,4 % en 2013. La reprise économique devrait être dynamisée par la réduction des mesures publiques d'austérité, une politique monétaire favorable dans la durée de la part de la Banque Centrale Européenne (BCE), le redressement de l'économie mondiale et la diminution des facteurs d'incertitude. Un euro plus fort, un endettement plus élevé dans les secteurs privés et publics et des conditions de financement toujours difficiles (surtout pour les petites et moyennes entreprises et pour de nombreux États membres) devraient continuer à empêcher la croissance potentielle dans l'Eurozone. L'inflation devrait être très modérée dans l'ensemble de l'Eurozone. En 2014, les éléments importants seront « l'examen de la qualité des actifs » et le test de stress qui sont prévus et que la BCE réalisera en lien avec les autorités de

		contrôle nationales et l'Autorité bancaire européenne (ABE). Malgré les efforts actuels de nombreuses banques européennes pour réduire la dette et augmenter le capital, de nouveaux déficits ou insuffisances des banques dans certains pays pourraient apparaître au cours de ces recherches. Cette perspective et l'incertitude, qui prévaut actuellement sur la manière dont les besoins en capital pourraient être potentiellement satisfaits, pourraient entraîner une incertitude à la fois sur les marchés financiers et, potentiellement, à l'approche de ces tests. Étant donné les risques actuels de déflation et la faible croissance, nous nous attendons à ce que la BCE poursuive l'ajustement des taux d'intérêt et décide d'apports supplémentaires de liquidités si la situation du marché le nécessite. Compte tenu de la persistance des taux d'intérêt bas, de l'hésitation des clients et de la volatilité encore prévisible sur les marchés, le potentiel de croissance des bénéfices dans le secteur bancaire doit encore être considéré comme modeste. Des questions telles que les exigences en matière de capital, la réglementation et la restructuration seront encore des sujets essentiels dans le secteur bancaire en 2014 et marqueront de leur empreinte l'aspect financier des choses. Des réductions générales des coûts et la révision des modèles de gestion occuperont une fois de plus une place centrale. L'accroissement des exigences réglementaires en matière de fonds propres et de liquidités continuera à préoccuper l'ensemble du secteur financier et, sans aucun doute, augmentera fortement les charges d'exploitation. Pour l'Allemagne, l'Émetteur prévoit des taux de croissance de 1,9 % environ pour 2014 et de 1,7 % pour 2015. Aux États-Unis, il faut encore observer comme réagira la Réserve fédérale aux défis actuels et si les partis politiques des États-Unis peuvent parvenir à un accord sur le budget du pays. L'Asie semble stable et demeurera certainement attractive pour les investisseurs. Néanmoins, il faut encore voir comment la Chine résoudra certains de ses défis actuels. Pour les pays industriels, le taux d'inflation en 2014 devrait légèrement augmenter à 1,7 % et demeurer ensuite relativement stable les années suivantes. De même, en Allemagne, le taux d'inflation devrait osciller au-dessous de 2%. Concernant les taux d'inflation des pays émergents, l'Émetteur s'attend à une légère augmentation de 5,0 % en 2014 et de 5,2 % en 2015. Aucun projet de modification importante du modèle de gestion n'existe en 2014 pour l'Émetteur. Il continuera à s'axer sur son activité de base et, compte tenu de l'environnement difficile du marché, s'efforcera de maintenir et, si possible, d'étendre sa part actuelle de marché. À cet égard, l'Émetteur conseillera et soutiendra ses clients dans toutes les activités générales en s'appuyant sur le réseau mondial et les produits de Citi. En 2014, l'Émetteur mettra en œuvre une nouvelle fois un programme strict de gestion des coûts et de la comptabilité. Dans ce sens, il recherchera essentiellement à améliorer l'efficacité opérationnelle et à consolider davantage les structures de gouvernance d'entreprise. L'optimisation des procédures internes restera aussi l'objectif. Il n'existe aucun projet d'augmentation importante du portefeuille de clients, du volume des affaires et du choix de produits et services. L'Émetteur a cependant l'intention d'ajouter ponctuellement des clients stratégiquement importants à sa clientèle dans la mesure où peut être mis au point un modèle de gestion apportant des gains économiques durables pour ces clients et pour Citi. La solvabilité du portefeuille de clients actuel est considérée stable. L'exposition du portefeuille de prêts par

		rapport aux pays périphériques est limitée au maximum. Aucun préjudice important de cette exposition n'est présagé. Le capital-risque actuellement disponible est considéré comme totalement adéquat pour mener le modèle de gestion actuel. Étant donné les prévisions réalisées par les différentes divisions de l'Émetteur et les mesures décrites ci-dessus, la Banque prévoit à nouveau un bénéfice global pour l'exercice 2014 mais qui sera probablement légèrement inférieur à celui de 2013.
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 historiques et pour toute période intermédiaire	**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 2013 entre l'exercice budgétaire antérieur (exercice 2012) et l'exercice 2013 et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG :

	30.11.2013 en millions d'euros	**Exercice précédent (30.11.2012)**

ultérieure, accompagnées de données comparatives couvrant la même période de l'exercice précédent; la présentation des bilans de clôture suffit toutefois à remplir l'exigence d'informations bilancielles comparables.

Une déclaration attestant qu'aucune détérioration significative n'a eue de répercussions sur les perspectives de 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 de l'émetteur survenus après la période couverte par les informations financières historiques.

		en millions d'euros
Total du bilan	13.516	9.543
Volume d'activité	14.793	11.162
Fonds propres	590	590
Portefeuille des prêts	5.101	5.626
Nombre d'employés	270	334

	01.12.2012 - 30.11.2013 en millions d'euros	**Exercice précédent (01.12.2011 - 30.11.2012)** en millions d'euros
Revenus d'intérêt de l'exploitation	6	11
Commissions de courtage	80	111
Commissions d'opérations sur valeurs mobilières	15	18
Revenu net des opérations financières de négoce	35	25
Frais généraux et administratifs	151	161

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

	30.11.2013 en millions d'euros (audité)	**Exercice précédent (30.11.2012)** 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	196,3	195,8
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 13,3 millions d'euros (9,4 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 : **30.11.2013** en millions d'euros / **Exercice précédent (30.11.2012)** en millions d'euros Fonds propres au bilan: 590,5 / 590,0 Moins immobilisations: 0 / 0 Capital de base: 603,8 / 599,3 Capitaux supplémentaires: 0,0 / 0,0 Fonds propres: 603,8 / 599,3 Ratios de capitaux Fonds propres Tier one en %: 37,5 / 33,6 Ratio de capitaux totaux en %: 37,5 / 33,6 L'Émetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2013, aucune détérioration significative n'a affecté les perspectives de l'Émetteur. En outre, l'Émetteur déclare que depuis la date des derniers états financiers audités au 3o novembre 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale.
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'Émetteur 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 peut ne pas avoir déduit et payé la retenue à la source des dividendes reçus en relation avec des transactions communément appelées cum-ex transactions pour des actions qu'il conserve pour ses clients suivant les besoins. 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'euros 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. Le 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 une 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. Citigroup Global Markets Deutschland AG a obtenu l'avis juridique d'un bureau réputé de consultants en fiscalité ainsi que d'un cabinet réputé d'expertise

		comptable. A partir de ces avis, la direction de Citigroup Global Markets Deutschland AG considère que la probabilité d'obtenir gain de cause dans l'hypothèse d'une procédure judiciaire excède 50 pourcents. De ce fait, la direction de Citigroup Global Markets Deutschland AG a décidé de n'écrire dans ses comptes qu'une réserve au titre de l'avis juridique et des dépenses éventuelles de litige et a décidé à cet égard qu'un montant de 2 millions d'Euros était adéquat. 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: DE000CF99EV0 Numéro d'identification local : 4889C
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 *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	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.

	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.	
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 Open End Turbo Bull à barrière désactivante** Les Warrants Open End Turbo Bull à barrière désactivante 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 Open End Turbo Bull à barrière désactivante perde sa valeur ou quasiment sa valeur immédiatement (événement désactivant) 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. Lorsque l'investisseur fait jouer son droit d'exercice ou après clôture par l'Émetteur, dans les deux cas à une date d'évaluation, le montant en numéraire ou le montant d'arrivée à terme reçu par les investisseurs à la date d'échéance 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 Open End 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: Au plus tard le cinquième jour ouvrable bancaire suivant la date d'exercice ou la date de rappel, le cas échéant, au siège social de l'émetteur et de la place du dépositaire central des titres. Date d'exercice: Le dernier jour ouvrable de chaque mois au cours duquel le détenteur du warrant remplit les conditions d'exercice. Date d'évaluation: En cas d'exercice le premier date d'exercice, à condition que ce jour soit un jour ouvrable bancaire à Londres et un jour de bourse et un jour où les options et les contrats à terme portant sur le sous-jacent sont négociés sur la bourse d'ajustement de référence, ou en cas de rappel la journée à laquelle le rappel devient effectif.
C.17	Décrire la procédure de règlement des	Dans le cas de Warrants pour lesquels les détenteurs de warrant disposent d'un droit d'exercice à tout moment, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au

	instruments dérivés.	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 avec cette modalité d'exercice, afin d'exercer le droit d'option, le détenteur du warrant doit avoir soumis une notification d'exercice effectif à l'agent d'exercice au cours de la période d'exercice et avoir transféré les Warrants qui doivent être exercés à l'Émetteur, en créditant son compte chez Clearstream Francfort ou Clearstream Luxembourg, ou chez Euroclear. Si le droit d'option n'est pas exercé effectivement au cours de la période d'exercice et 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): *893113* ISIN: *FR0000131906* Société: Renault S.A. Bourse de valeurs mobilières concernée: Euronext Paris Page de Reuters: RENA.PA Site Web: www.renault.com
Section 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 qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son 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 que des effets financiers probables de cette matérialisation.	**<u>Facteurs généraux de risque des Warrants</u>** **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 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. **<u>Facteurs de risque spécifiques au produit</u>** **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. **Risque d'exercice des warrants et du droit de l'Émetteur à la résiliation** Dans le cas des Warrants Turbo Open-End à barrière désactivante, le risque existe que la période de validité prenne fin inopinément. La période de validité des Warrants se termine soit avec l'exercice effectif des warrants par le détenteur du warrant, ou par la résiliation de tous les Warrants par l'Émetteur, ou lors de la survenue d'un événement désactivant ou d'un rachat anticipé des Warrants, si les termes et conditions prévoient le rachat anticipé des Warrants. **Risque relatif aux ajustements du prix d'exercice et de la barrière désactivante** Dans le cas de Warrants Turbo Open-End Bull à barrière désactivante, le prix d'exercice et la barrière désactivante des Warrants font l'objet d'un ajustement quotidien (ou mensuel pour la barrière désactivante). Afin de refléter les coûts de financement encourus par l'Émetteur associés aux opérations de couverture conclues pour les Warrants, le prix d'exercice des warrants est modifié quotidiennement par un montant d'ajustement. **Les investisseurs doivent prendre conscience que le taux d'ajustement** utilisé pour ajuster les caractéristiques des Warrants et spécifié par l'Émetteur à sa discrétion raisonnable lors de la détermination du facteur de correction de taux d'intérêt, **est susceptible de différer de manière significative au cours de certaines périodes d'ajustement du niveau de financement,** si les conditions prévalant sur le marché l'exigent, **du taux d'ajustement déterminé pour la première période d'ajustement du niveau de financement.** De plus, la barrière de désactivation correspondante pour les périodes respectives suivantes d'ajustement du niveau de financement est ajustée par l'Émetteur, à sa raisonnable discrétion, à une date d'ajustement conforme aux termes et conditions des Warrants. **Les investisseurs devraient donc ne pas supposer que la barrière désactivante demeurera toujours plus ou moins à la même distance**

		du prix d'exercice pendant la période de validité des Warrants.
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 09.05.2014. Les offreur des Warrants est: l'Émetteur La date d'émission est: 09.05.2014 **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 0,55. 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

08 May 2014

to the

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

OPEN END TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT
(TURBO INFINI BEST)

based on the following underlying:

Renault

ISIN: DE000CF99EW8

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 Open End Turbo Warrants with knock-out (Product No. 3) (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 11 April 2014, 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 Open End 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 Open End 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 and/or No. 4 of the Issue Specific 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 or Termination of the Warrants by the Issuer (No. 2 of the General Conditions and/or No. 4 of the Issue Specific 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 Depositaries**":	Euroclear System, Brussels; Clearstream Banking S.A., Luxembourg
"**Adjustment Date**":	The first Banking Day in Frankfurt of each month.
"**Adjustment due to Dividend Payments**":	In case of dividends or other equivalent cash distributions on a share or one or more shares represented in an index, the Issuer will adjust the effective Strike and, as the case may be,

	the effective Knock-Out Barrier at its reasonable discretion. The adjustment will be effected at the day on which shares of the respective company, for which dividends or other equivalent cash distributions are made, are traded ex-dividend on its home exchange.
"**Adjustment Rate**":	The Adjustment Rate for the first Financing Level Adjustment Period corresponds to the relevant rate as specified in Table 1 of the Annex to the Issue Specific Conditions for the first Financing Level Adjustment Period. The Adjustment Rate applicable in each succeeding Adjustment Period composes as follows: in case of Open End Turbo Bull Warrants the sum of, and for Open End Turbo Bear Warrants the difference of (i) the interest rate ("**Reference Interest Rate**") as published on the Reuters page EURIBOR1M= (or a replacing page) for EUR-Rates Ref., USDVIEW (or a replacing page) for US-Rates Ref., JPYVIEW (or a replacing page) for Yen-Rates Ref., CHFLIBOR (or a replacing page) for CHF-Rates Ref., HKDVIEW (or a replacing page) for HKD-Rates Ref., and SEKVIEW (or a replacing page) for SEK-Rates Ref. at the last day of the respective preceding Financing Level Adjustment Period and (ii) the Interest Rate Correction Factor applicable in the respective Financing Level Adjustment Period. If the Reference Interest Rate is no longer displayed in one of the manners described above, the Issuer is entitled to determine at its reasonable discretion a Reference Interest Rate based on the market practice prevailing at the time and giving due consideration to the prevailing market conditions.
"**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**	Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

"**Depositary**":	France
"**Clearing Territory of the Central Securities Depositary**":	France
"**Currency Conversion Date**":	As specified in Table 2 of the Annex to the Issue Specific Conditions.
"**Exchange Rate Reference Agent**":	not applicable
"**Exercise Date**":	The last Banking Day of each month 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).
"**Financing Level Adjustment Period**":	The period from the Issue Date until the first Adjustment Date (inclusive) and each following period from an Adjustment Date (exclusive) until the next following Adjustment Date (inclusive).
"**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.
"**Interest Rate Correction Factor**":	An interest rate determined for each Financing Level Adjustment Period by the Issuer at its reasonable discretion taking into account the then prevailing market environment. It may be different for Bull and Bear 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**":	On the Issue Date, the Knock-Out Barrier is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Knock-Out Cash Amount**":	zero
"**Maturity Date**":	The earlier of the Payment Date upon Exercise or the Payment Date upon Termination.
"**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 Exercise Date + 1**":	not applicable

"**Modified Exercise Date**":	The Exercise Date provided that such day 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, otherwise the first day following the Exercise Date on which the aforementioned prerequisites are met.
"**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**":	Period from the Issue Date (inclusive) until the Valuation Date (inclusive).
"**Payment Date upon Exercise**":	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.
"**Payment Date upon Termination**":	At the latest the fifth common Banking Day following the Termination 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**":	On the Issue Date, the Strike is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Type**":	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 + 1**":	not applicable

"**Valuation Date**": As specified in Table 2 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. 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 (No. 2b (2) of the Issue Specific Conditions) of the Warrant (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. 2b
Adjustment Amount

(1) The respective "**Strike**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Strike shall be adjusted on each calendar day during a Financing Level Adjustment Period by the Adjustment Amount calculated by the Issuer for that relevant calendar day. The Adjustment Amount for the Warrants may vary. The "**Adjustment Amount**" of a series applying for each calendar day during the respective Financing Level Adjustment Period shall be equal to the result obtained by multiplying the Strike applying on the Adjustment Date falling in that Financing Level Adjustment Period by the Adjustment Rate applicable in that Financing Level Adjustment Period and converted to the amount for one calendar day using the actual/360 day count convention. The resulting Strike for each calendar day shall be rounded to three decimal places in accordance with normal commercial practice, but the calculation of the next following Strike in each case shall be based on the unrounded Strike for the preceding day. The calculations for the first Financing Level Adjustment Period shall be based on the Strike on the Issue Date.

(2) The respective "**Knock-Out Barrier**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Knock-Out Barrier shall be determined by the Issuer on each calendar day in such a way that it corresponds to the respective Strike adjusted in accordance with the preceding paragraph.

(3) In the event of dividend payments or other cash distributions equivalent to dividend payments in respect of the Underlying (applicable in the case of shares as the Underlying) or in respect of the shares on which the Underlying is based (applicable in the case of stock indices as the Underlying), the Strike applying in each case and, where relevant, the Knock-Out Barrier shall be adjusted in accordance with No. 2 (3) of the Issue Specific Conditions (Adjustment due to Dividend Payments).

No. 3
Exercise of the Option Rights

(1) The Warrants may be exercised by the Warrant Holder only with effect as of an Exercise Date in accordance with No. 2 (3) of the Issue Specific Conditions. 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 at the latest by 10:00 a.m. (local time at the location of the relevant Exercise Agent) on the Exercise Date. The provisions of paragraphs (2) to (4) of this No. 3 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 Paris and Frankfurt am Main 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 fifteen (15) 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) 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.

(4) 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
Termination

(1) The Issuer shall have the right to terminate all of the Warrants of a series during their term with a notice period of 4 weeks by giving notice in accordance with No. 4 of the General Conditions with effect as of the Termination Date specified in the notice (the "**Termination Date**"). Termination in accordance with this No. 4 may not be effected earlier than 3 months after the Issue Date. All Termination Notices issued pursuant to this No. 4 are irrevocable and must specify the Termination Date. The Termination shall become effective on the date specified in the announcement of the notice. For the purposes of calculating the Cash Amount in accordance with No. 2 of the Issue Specific Conditions, the date on which the Termination becomes effective shall be deemed to be the Valuation Date within the meaning of these Terms and Conditions.

(2) In the event of Termination by the Issuer, No. 3 of the Issue Specific Conditions shall not apply. The Exercise Date within the meaning of No. 2 (3) of the Issue Specific Conditions shall in this case be the date on which the Termination becomes effective. The Payment Date shall be the Payment Date upon Termination in accordance with paragraph (3) of this No. 4.

(3) In this event, the Issuer will transfer the Cash Amount for all of the Warrants affected by the Termination to the Central Securities Depositary within five (5) Banking Days at the head office of the Issuer and at the location of the Central Securities Depositary after the

Termination Date for the credit of the Warrant Holders registered with the Central Securities Depositary on the second day following the Termination Date (referred to in the following as "**Payment Date upon Termination**"). 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. In the event that the onward transfer is not possible within three months after the Payment Date upon Termination ("**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.

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. "**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: 09/05/2014
Initial value date in France: 14/05/2014

ISIN / Local Trading Code	Underlying	Type	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike on the Issue Date / Knock-Out Barrier on the Issue Date	Multiplier	Adjustment Rate in the 1st Financing Level Adjustment Period	Number	Reference Price of the Underlying ("Reference Price")
DE000CF99EW8 / 4898C	Renault	BULL	No	EUR 0.25	Euro (EUR)	EUR 68.00 / EUR 68.00	0.1	4.24 %	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 / Relevant Adjustment Exchange for the Underlying ("Adjustment Exchange")	Valuation Date / Currency Conversion Date	Currency in which the Reference Price is expressed ("Reference Currency")
Renault S.A. / Common Shares	FR0000131906	Euronext Paris / EUREX Frankfurt	Modified Exercise Date / 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	:	STOXX Limited, Zurich, Switzerland
Dow Jones & Company, Inc.	:	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.	:	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 Paris	:	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 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, Spain
NYSE	:	New York Stock Exchange, New York, NY, USA
OCC	:	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):

- **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)**
- **Risk of exercise of the Warrants and Issuer's right of termination**
- **Risk relating to adjustments of the strike and of the knock-out barrier**

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 09/05/2014.

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.renault.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		
A.1	This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the "**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 11 April 2014 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 has assumed responsibility for this Summary including any translations of the same. The Issuer or persons who have tabled the Summary may be held liable, 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 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.	**Domicile** Frankfurt 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.
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Issuer is forecasting a significant increase in the growth rate for the global economy in 2014, climbing from 2.4% to 3.1%. For the years thereafter, we are anticipating a further increase to 3.3% for 2015 and a rise to 3.5% for 2016 and 2017. Overall, the Issuer continues to expect significant differences between the individual regions. The Issuer expects modest growth in the Eurozone (the Issuer's growth projections are 0.9% and 1.0% for 2014 and 2015, respectively) after having reported a -0.4% rate in 2013. The economic recovery should be buoyed by scaled-down public austerity measures, a continuing supportive monetary policy from the European Central Bank (ECB), a recovering global economy and a decline in the factors of uncertainty. A stronger Euro, higher debt loads in the private and public sectors and a persistently difficult financing terms and conditions (above all for small and mid-sized companies and for many Member States) should continue to inhibit the growth potential in the Eurozone. Inflation should be very modest in the entire Eurozone. Important factors in 2014 will be the planned "Asset Quality Review" and the stress test, which the ECB will perform in conjunction with national supervisory authorities and the European Bank Authority (EBA). Despite the current efforts by many European banks to lower debt and raise capital, new capital shortfalls or gaps at the banks in some countries could come to light during the course of these investigations. This prospect and the currently prevailing uncertainty about how such capital shortfalls could be potentially filled could cause uncertainty both on the financial markets and potentially in the run-up to these tests. Given the current risks of deflation and weak growth, we expect that the ECB will further adjust interest rates, and will decide on additional liquidity measures, if the market situation necessitates such action. In light of the continued low interest rates, the hesitancy of clients, and the volatility still anticipated on the markets, the potential for earnings growth within the banking industry must still be viewed as modest. Issues such as capital requirements, regulation and restructuring will again be the major themes in the banking industry in 2014 and will leave their mark on the cost side of things. General cost reductions and the review of the business models will once again take center stage. Increased regulatory requirements concerning equity capital and liquidity will continue to preoccupy the entire financial industry and will without question significantly increase operating costs. For Germany, the Issuer is forecasting growth rates of about 1.9% for 2014 and 1.7% for 2015. In the United States, it remains to be seen how the Federal Reserve will react to the current challenges and whether the political parties in the US can reach an agreement on the US budget. Asia is viewed as stable and will certainly remain attractive to investors. Nevertheless, it remains to be seen how China will resolve some of its current challenges. For the industrial countries, the inflation rate in 2014 should increase slightly to 1.7%, and then remain relatively stable in the years thereafter. Also in Germany, the inflation rate should hover below 2%. With respect to the inflation rates for

		the emerging countries, the Issuer expects a slight increase to 5.0% in 2014 and to 5.2% in 2015. There are no plans for the Issuer's business model to change significantly in 2014. The Issuer will continue to focus on its core business and, in light of the difficult market environment, direct its attention to maintaining and, where possible, expanding its current market share. In this respect, the Issuer will advise and support its clients in all global activities by relying on the global network and products of Citi. In 2014, the Issuer shall once again operate a disciplined cost and accounting management program. It will direct most of its attention in this regard to improving operational efficiency and to further strengthening the corporate governance structures. Optimizing internal procedures will also remain a focus. There is no plan to significantly expand the client portfolio, the volume of business and the selection of products and services. The Issuer does intend, however, to selectively add strategically important clients to its client base, to the extent that a business model can be developed which provides sustainable economic benefits for these clients and Citi. The credit standing of the current client portfolio is viewed as stable. The loan portfolio exposure to the peripheral countries is to the largest extent limited. No significant detriment from that exposure is anticipated. The risk capital currently available is viewed as absolutely adequate for running the current business model. Given the forecasts made by the individual Issuer's divisions and the measures described above, the Bank is again projecting an overall profit for fiscal year 2014, but it will probably be slightly lower than the 2013 profit.
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 has decided not to make any profit forecasts or profit estimates in the Base Prospectus.

<table>
<tr><td>B.10</td><td>A description of the nature of any qualifications in the audit report on the historical financial information.</td><td>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.</td></tr>
<tr><td>B.12</td><td>Selected historical key financial information regarding the issuer, presented for each financial year of the period covered by the historical financial information and any subsequent interim financial period accompanied by comparative data from the same period in the prior financial year, except that the requirement for comparative balance sheet information is satisfied by presenting the year-end balance sheet information. A statement that there has been no material adverse change in the prospects of the issuer since the date of its last published audited financial statements or a description of any material adverse change.

A description of significant changes in the financial or trading position of</td><td>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 2013 between the prior fiscal year (fiscal year 2012) and fiscal year 2013 and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

<table>
<tr><th></th><th>30.11.2013
in million Euro</th><th>prior fiscal year (30.11.2012)
in million Euro</th></tr>
<tr><td>Balance sheet total</td><td>13,516</td><td>9,543</td></tr>
<tr><td>Business volume</td><td>14,793</td><td>11,162</td></tr>
<tr><td>Equity capital</td><td>590</td><td>590</td></tr>
<tr><td>Loan portfolio</td><td>5,101</td><td>5,626</td></tr>
<tr><td>Number of employees</td><td>270</td><td>334</td></tr>
</table>

<table>
<tr><th></th><th>01.12.2012 - 30.11.2013
in million Euro</th><th>prior fiscal year (01.12.2011 - 30.11.2012)
in million Euro</th></tr>
<tr><td>Interest income from operations</td><td>6</td><td>11</td></tr>
<tr><td>Commissions from brokerage business</td><td>80</td><td>111</td></tr>
<tr><td>Commissions from securities business</td><td>15</td><td>18</td></tr>
<tr><td>Net income from financial trading operations</td><td>35</td><td>25</td></tr>
<tr><td>General administrative expenses</td><td>151</td><td>161</td></tr>
</table>

As of the balance sheet date, the balance sheet equity capital consists of the following components:

<table>
<tr><th></th><th>30.11.2013
in million Euro
(audited)</th><th>prior fiscal year (30.11.2012)
in million Euro
(audited)</th></tr>
<tr><td>Subscribed capital</td><td></td><td></td></tr>
<tr><td>Share capital</td><td>210.6</td><td>210.6</td></tr>
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</td></tr>
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	the issuer subsequent to the period covered by the historical financial information.	<table><tr><td>Silent partner capital</td><td>122.7</td><td>122.7</td></tr><tr><td>Capital reserves</td><td>196.3</td><td>195.8</td></tr><tr><td>Legal reserves</td><td>33.0</td><td>33.0</td></tr><tr><td>Other earnings reserves</td><td>27.9</td><td>27.9</td></tr></table> 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 13.3m (EUR 9.4m in the previous year). The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows: <table><tr><td></td><td>30.11.2013 in million Euro</td><td>prior fiscal year (30.11.2012) in million Euro</td></tr><tr><td>Equity capital on balance sheet</td><td>590.5</td><td>590.0</td></tr><tr><td>Less intangible assets</td><td>0</td><td>0</td></tr><tr><td>Core capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Supplementary capital</td><td>0.0</td><td>0.0</td></tr><tr><td>Equity capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Capital ratios</td><td></td><td></td></tr><tr><td>Tier one capital in %</td><td>37.5</td><td>33.6</td></tr><tr><td>Total capital ratio in %</td><td>37.5</td><td>33.6</td></tr></table> The Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material adverse change in the outlook of the Issuer has occurred. Furthermore, the Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material change has occurred in the financial or trading position.
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.	Not applicable; significant events that may have a material impact on the assessment of the Issuer's solvency have recently not occurred. 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 (*die den Verkaufsauftrag ausführende Stelle*) 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 optimize its organizational structure.
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	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 (*Aktiengesetz*, "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.	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with 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 (*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. **Security identification number** ISIN: DE000CF99EW8 Local Code: 4898C
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 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 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 Open End Turbo Bull Warrants with knock-out** Open End 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 Open End 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. In the event of exercise by the investor or following termination by the Issuer, in each case on a valuation date, the cash or termination amount received by the investors on the maturity date 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 Open End 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: At the latest the fifth common banking day following the exercise date or the termination date, as the case may be, at the registered office of the Issuer and the place of the central securities depositary. Exercise date(s): The last banking day of each month on which the warrant holder meets the exercise prerequisites. Valuation date: In case of an exercise the first exercise date, provided that such day is a Banking Day in London and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant adjustment exchange, or in case of a termination the day on which the

		termination becomes effective.
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants which the warrant holders have the right to exercise, the Issuer will transfer any amount payable 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. 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 this type of exercise, in order to exercise the option right the warrant holder must have submitted an effective exercise notice to the exercise agent within the exercise period and transferred the Warrants intended to be exercised to the Issuer, crediting its account with Clearstream Frankfurt or Clearstream Luxembourg, or to Euroclear. If the option right is not exercised effectively within the exercise period and 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: *893113* ISIN: *FR0000131906* Company: Renault S.A. Relevant stock exchange: Euronext Paris Reuters page: RENA.PA Website: www.renault.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 includes all risks arising from contractual agreements and from the general legal environment under legal risks. Supervisory risks arise from the statutory framework applicable to the Issuer. • 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 value of his investment, a statement of that fact, together with a description of the circumstances in which such additional liability arises and the likely financial effect.	**<u>General risk factors of Warrants</u>** **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. **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** **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. **Risk of exercise of the Warrants and Issuer's right of termination** In the case of Open End Turbo Warrants with knock-out, there is a risk that the term may be ended unexpectedly. The term of the Warrants ends either with the effective exercise of the Warrants by the warrant holder, or with a termination of all the Warrants by the Issuer, or on the occurrence of a knock-out event or an early redemption of the Warrants, if the terms and conditions provide for early redemption of the Warrants. **Risk relating to adjustments of the strike and of the knock-out barrier** In the case of Open End Turbo Bull Warrants with knock-out, the strike and the knock-out barrier of the Warrants are subject to ongoing adjustment. In order to reflect the financing costs incurred by the Issuer in connection with the hedging transactions entered into for the Warrants, the strike of the Warrants is changed by an adjustment amount on a daily basis. **Investors should note that the adjustment rate** for adjusting the features of the Warrants specified by the Issuer using its reasonable discretion when determining the interest rate correction factor **may differ significantly in certain financing level adjustment periods**, if the prevailing market conditions so require, **from the adjustment rate determined for the first financing level adjustment period**. In addition, the relevant knock-out barrier for the respective following financing level adjustment period is adjusted by the Issuer in its reasonable discretion on an adjustment date pursuant to the terms and conditions of the Warrants. **Investors should therefore not assume that the knock-out barrier will always remain at roughly the same distance from the strike during the term of the Warrants**.
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 09/05/2014. The offeror of the Warrants is the Issuer. The issue date is: 09/05/2014 **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 0.25. 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 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 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 11 avril 2014 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG datée 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 assume la responsabilité du contenu de ce Résumé, y compris de toute traduction en étant faite. L'Émetteur ou toute personne ayant déposé le Résumé peut être jugé responsable, 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.	L'Émetteur prévoit une forte augmentation du taux de croissance de l'économie mondiale en 2014, de 2,4% à 3,1%. Pour les années suivantes, nous nous attendons à une nouvelle augmentation de 3,3% pour 2015 et à une hausse de 3,5 % pour 2016 et 2017. D'une façon générale, l'Émetteur s'attend au maintien d'écarts significatifs entre les différentes régions. L'Émetteur s'attend à une croissance modeste dans l'Eurozone (les prévisions de croissance de l'Émetteur sont de 0,9 % et de 1,0 % pour 2014 et 2015, respectivement) après avoir enregistré un taux de -0,4 % en 2013. La reprise économique devrait être dynamisée par la réduction des mesures publiques d'austérité, une politique monétaire favorable dans la durée de la part de la Banque Centrale Européenne (BCE), le redressement de l'économie mondiale et la diminution des facteurs d'incertitude. Un euro plus fort, un endettement plus élevé dans les secteurs privés et publics et des conditions de financement toujours difficiles (surtout pour les petites et moyennes entreprises et pour de nombreux États membres) devraient continuer à empêcher la croissance potentielle dans l'Eurozone. L'inflation devrait être très modérée dans l'ensemble de l'Eurozone. En 2014, les éléments importants seront « l'examen de la qualité des actifs » et le test de stress qui sont prévus et que la BCE réalisera en lien avec les autorités de

		contrôle nationales et l'Autorité bancaire européenne (ABE). Malgré les efforts actuels de nombreuses banques européennes pour réduire la dette et augmenter le capital, de nouveaux déficits ou insuffisances des banques dans certains pays pourraient apparaître au cours de ces recherches. Cette perspective et l'incertitude, qui prévaut actuellement sur la manière dont les besoins en capital pourraient être potentiellement satisfaits, pourraient entraîner une incertitude à la fois sur les marchés financiers et, potentiellement, à l'approche de ces tests. Étant donné les risques actuels de déflation et la faible croissance, nous nous attendons à ce que la BCE poursuive l'ajustement des taux d'intérêt et décide d'apports supplémentaires de liquidités si la situation du marché le nécessite. Compte tenu de la persistance des taux d'intérêt bas, de l'hésitation des clients et de la volatilité encore prévisible sur les marchés, le potentiel de croissance des bénéfices dans le secteur bancaire doit encore être considéré comme modeste. Des questions telles que les exigences en matière de capital, la réglementation et la restructuration seront encore des sujets essentiels dans le secteur bancaire en 2014 et marqueront de leur empreinte l'aspect financier des choses. Des réductions générales des coûts et la révision des modèles de gestion occuperont une fois de plus une place centrale. L'accroissement des exigences réglementaires en matière de fonds propres et de liquidités continuera à préoccuper l'ensemble du secteur financier et, sans aucun doute, augmentera fortement les charges d'exploitation. Pour l'Allemagne, l'Émetteur prévoit des taux de croissance de 1,9 % environ pour 2014 et de 1,7 % pour 2015. Aux États-Unis, il faut encore observer comme réagira la Réserve fédérale aux défis actuels et si les partis politiques des États-Unis peuvent parvenir à un accord sur le budget du pays. L'Asie semble stable et demeurera certainement attractive pour les investisseurs. Néanmoins, il faut encore voir comment la Chine résoudra certains de ses défis actuels. Pour les pays industriels, le taux d'inflation en 2014 devrait légèrement augmenter à 1,7 % et demeurer ensuite relativement stable les années suivantes. De même, en Allemagne, le taux d'inflation devrait osciller au-dessous de 2%. Concernant les taux d'inflation des pays émergents, l'Émetteur s'attend à une légère augmentation de 5,0 % en 2014 et de 5,2 % en 2015. Aucun projet de modification importante du modèle de gestion n'existe en 2014 pour l'Émetteur. Il continuera à s'axer sur son activité de base et, compte tenu de l'environnement difficile du marché, s'efforcera de maintenir et, si possible, d'étendre sa part actuelle de marché. À cet égard, l'Émetteur conseillera et soutiendra ses clients dans toutes les activités générales en s'appuyant sur le réseau mondial et les produits de Citi. En 2014, l'Émetteur mettra en œuvre une nouvelle fois un programme strict de gestion des coûts et de la comptabilité. Dans ce sens, il recherchera essentiellement à améliorer l'efficacité opérationnelle et à consolider davantage les structures de gouvernance d'entreprise. L'optimisation des procédures internes restera aussi l'objectif. Il n'existe aucun projet d'augmentation importante du portefeuille de clients, du volume des affaires et du choix de produits et services. L'Émetteur a cependant l'intention d'ajouter ponctuellement des clients stratégiquement importants à sa clientèle dans la mesure où peut être mis au point un modèle de gestion apportant des gains économiques durables pour ces clients et pour Citi. La solvabilité du portefeuille de clients actuel est considérée stable. L'exposition du portefeuille de prêts par

		rapport aux pays périphériques est limitée au maximum. Aucun préjudice important de cette exposition n'est présagé. Le capital-risque actuellement disponible est considéré comme totalement adéquat pour mener le modèle de gestion actuel. Étant donné les prévisions réalisées par les différentes divisions de l'Émetteur et les mesures décrites ci-dessus, la Banque prévoit à nouveau un bénéfice global pour l'exercice 2014 mais qui sera probablement légèrement inférieur à celui de 2013.
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 historiques et pour toute période intermédiaire	**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 2013 entre l'exercice budgétaire antérieur (exercice 2012) et l'exercice 2013 et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG :

	30.11.2013 en millions d'euros	**Exercice précédent (30.11.2012)**

ultérieure, accompagnées de données comparatives couvrant la même période de l'exercice précédent; la présentation des bilans de clôture suffit toutefois à remplir l'exigence d'informations bilancielles comparables.

Une déclaration attestant qu'aucune détérioration significative n'a eue de répercussions sur les perspectives de 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 de l'émetteur survenus après la période couverte par les informations financières historiques.

		en millions d'euros
Total du bilan	13.516	9.543
Volume d'activité	14.793	11.162
Fonds propres	590	590
Portefeuille des prêts	5.101	5.626
Nombre d'employés	270	334

	01.12.2012 - 30.11.2013 en millions d'euros	**Exercice précédent (01.12.2011 - 30.11.2012)** en millions d'euros
Revenus d'intérêt de l'exploitation	6	11
Commissions de courtage	80	111
Commissions d'opérations sur valeurs mobilières	15	18
Revenu net des opérations financières de négoce	35	25
Frais généraux et administratifs	151	161

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

	30.11.2013 en millions d'euros (audité)	**Exercice précédent (30.11.2012)** 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	196,3	195,8
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 13,3 millions d'euros (9,4 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 : **30.11.2013** en millions d'euros / **Exercice précédent (30.11.2012)** en millions d'euros Fonds propres au bilan: 590,5 / 590,0 Moins immobilisations: 0 / 0 Capital de base: 603,8 / 599,3 Capitaux supplémentaires: 0,0 / 0,0 Fonds propres: 603,8 / 599,3 Ratios de capitaux Fonds propres Tier one en %: 37,5 / 33,6 Ratio de capitaux totaux en %: 37,5 / 33,6 L'Émetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2013, aucune détérioration significative n'a affecté les perspectives de l'Émetteur. En outre, l'Émetteur déclare que depuis la date des derniers états financiers audités au 3o novembre 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale.
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'Émetteur 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 peut ne pas avoir déduit et payé la retenue à la source des dividendes reçus en relation avec des transactions communément appelées cum-ex transactions pour des actions qu'il conserve pour ses clients suivant les besoins. 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'euros 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. Le 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 une 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. Citigroup Global Markets Deutschland AG a obtenu l'avis juridique d'un bureau réputé de consultants en fiscalité ainsi que d'un cabinet réputé d'expertise

		comptable. A partir de ces avis, la direction de Citigroup Global Markets Deutschland AG considère que la probabilité d'obtenir gain de cause dans l'hypothèse d'une procédure judiciaire excède 50 pourcents. De ce fait, la direction de Citigroup Global Markets Deutschland AG a décidé de n'écrire dans ses comptes qu'une réserve au titre de l'avis juridique et des dépenses éventuelles de litige et a décidé à cet égard qu'un montant de 2 millions d'Euros était adéquat. 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: DE000CF99EW8 Numéro d'identification local : 4898C
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 *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	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.

	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.	
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 Open End Turbo Bull à barrière désactivante** Les Warrants Open End Turbo Bull à barrière désactivante 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 Open End Turbo Bull à barrière désactivante perde sa valeur ou quasiment sa valeur immédiatement (événement désactivant) 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. Lorsque l'investisseur fait jouer son droit d'exercice ou après clôture par l'Émetteur, dans les deux cas à une date d'évaluation, le montant en numéraire ou le montant d'arrivée à terme reçu par les investisseurs à la date d'échéance 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 Open End 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: Au plus tard le cinquième jour ouvrable bancaire suivant la date d'exercice ou la date de rappel, le cas échéant, au siège social de l'émetteur et de la place du dépositaire central des titres. Date d'exercice: Le dernier jour ouvrable de chaque mois au cours duquel le détenteur du warrant remplit les conditions d'exercice. Date d'évaluation: En cas d'exercice le premier date d'exercice, à condition que ce jour soit un jour ouvrable bancaire à Londres et un jour de bourse et un jour où les options et les contrats à terme portant sur le sous-jacent sont négociés sur la bourse d'ajustement de référence, ou en cas de rappel la journée à laquelle le rappel devient effectif.
C.17	Décrire la procédure de règlement des	Dans le cas de Warrants pour lesquels les détenteurs de warrant disposent d'un droit d'exercice à tout moment, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au

	instruments dérivés.	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 avec cette modalité d'exercice, afin d'exercer le droit d'option, le détenteur du warrant doit avoir soumis une notification d'exercice effectif à l'agent d'exercice au cours de la période d'exercice et avoir transféré les Warrants qui doivent être exercés à l'Émetteur, en créditant son compte chez Clearstream Francfort ou Clearstream Luxembourg, ou chez Euroclear. Si le droit d'option n'est pas exercé effectivement au cours de la période d'exercice et 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): *893113* ISIN: *FR0000131906* Société: Renault S.A. Bourse de valeurs mobilières concernée: Euronext Paris Page de Reuters: RENA.PA Site Web: www.renault.com
Section 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 qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son 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 que des effets financiers probables de cette matérialisation.	**<u>Facteurs généraux de risque des Warrants</u>** **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 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. **<u>Facteurs de risque spécifiques au produit</u>** **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. **Risque d'exercice des warrants et du droit de l'Émetteur à la résiliation** Dans le cas des Warrants Turbo Open-End à barrière désactivante, le risque existe que la période de validité prenne fin inopinément. La période de validité des Warrants se termine soit avec l'exercice effectif des warrants par le détenteur du warrant, ou par la résiliation de tous les Warrants par l'Émetteur, ou lors de la survenue d'un événement désactivant ou d'un rachat anticipé des Warrants, si les termes et conditions prévoient le rachat anticipé des Warrants. **Risque relatif aux ajustements du prix d'exercice et de la barrière désactivante** Dans le cas de Warrants Turbo Open-End Bull à barrière désactivante, le prix d'exercice et la barrière désactivante des Warrants font l'objet d'un ajustement quotidien (ou mensuel pour la barrière désactivante). Afin de refléter les coûts de financement encourus par l'Émetteur associés aux opérations de couverture conclues pour les Warrants, le prix d'exercice des warrants est modifié quotidiennement par un montant d'ajustement. **Les investisseurs doivent prendre conscience que le taux d'ajustement** utilisé pour ajuster les caractéristiques des Warrants et spécifié par l'Émetteur à sa discrétion raisonnable lors de la détermination du facteur de correction de taux d'intérêt, **est susceptible de différer de manière significative au cours de certaines périodes d'ajustement du niveau de financement,** si les conditions prévalant sur le marché l'exigent, **du taux d'ajustement déterminé pour la première période d'ajustement du niveau de financement.** De plus, la barrière de désactivation correspondante pour les périodes respectives suivantes d'ajustement du niveau de financement est ajustée par l'Émetteur, à sa raisonnable discrétion, à une date d'ajustement conforme aux termes et conditions des Warrants. **Les investisseurs devraient donc ne pas supposer que la barrière désactivante demeurera toujours plus ou moins à la même distance**

		du prix d'exercice pendant la période de validité des Warrants.
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 09.05.2014. Les offreur des Warrants est: l'Émetteur La date d'émission est: 09.05.2014 **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 0,25. 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

08 May 2014

to the

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

OPEN END TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT
(TURBO INFINI BEST)

based on the following underlying:

Saint-Gobain

ISIN: DE000CF99EX6

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 Open End Turbo Warrants with knock-out (Product No. 3) (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 11 April 2014, 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 Open End 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 Open End 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 and/or No. 4 of the Issue Specific 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 or Termination of the Warrants by the Issuer (No. 2 of the General Conditions and/or No. 4 of the Issue Specific 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 Depositaries**":	Euroclear System, Brussels; Clearstream Banking S.A., Luxembourg
"**Adjustment Date**":	The first Banking Day in Frankfurt of each month.
"**Adjustment due to Dividend Payments**":	In case of dividends or other equivalent cash distributions on a share or one or more shares represented in an index, the Issuer will adjust the effective Strike and, as the case may be,

	the effective Knock-Out Barrier at its reasonable discretion. The adjustment will be effected at the day on which shares of the respective company, for which dividends or other equivalent cash distributions are made, are traded ex-dividend on its home exchange.
"**Adjustment Rate**":	The Adjustment Rate for the first Financing Level Adjustment Period corresponds to the relevant rate as specified in Table 1 of the Annex to the Issue Specific Conditions for the first Financing Level Adjustment Period. The Adjustment Rate applicable in each succeeding Adjustment Period composes as follows: in case of Open End Turbo Bull Warrants the sum of, and for Open End Turbo Bear Warrants the difference of (i) the interest rate ("**Reference Interest Rate**") as published on the Reuters page EURIBOR1M= (or a replacing page) for EUR-Rates Ref., USDVIEW (or a replacing page) for US-Rates Ref., JPYVIEW (or a replacing page) for Yen-Rates Ref., CHFLIBOR (or a replacing page) for CHF-Rates Ref., HKDVIEW (or a replacing page) for HKD-Rates Ref., and SEKVIEW (or a replacing page) for SEK-Rates Ref. at the last day of the respective preceding Financing Level Adjustment Period and (ii) the Interest Rate Correction Factor applicable in the respective Financing Level Adjustment Period. If the Reference Interest Rate is no longer displayed in one of the manners described above, the Issuer is entitled to determine at its reasonable discretion a Reference Interest Rate based on the market practice prevailing at the time and giving due consideration to the prevailing market conditions.
"**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**	Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

"**Depositary**":	France
"**Clearing Territory of the Central Securities Depositary**":	France
"**Currency Conversion Date**":	As specified in Table 2 of the Annex to the Issue Specific Conditions.
"**Exchange Rate Reference Agent**":	not applicable
"**Exercise Date**":	The last Banking Day of each month 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).
"**Financing Level Adjustment Period**":	The period from the Issue Date until the first Adjustment Date (inclusive) and each following period from an Adjustment Date (exclusive) until the next following Adjustment Date (inclusive).
"**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.
"**Interest Rate Correction Factor**":	An interest rate determined for each Financing Level Adjustment Period by the Issuer at its reasonable discretion taking into account the then prevailing market environment. It may be different for Bull and Bear 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**":	On the Issue Date, the Knock-Out Barrier is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Knock-Out Cash Amount**":	zero
"**Maturity Date**":	The earlier of the Payment Date upon Exercise or the Payment Date upon Termination.
"**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 Exercise Date + 1**":	not applicable

"**Modified Exercise Date**":	The Exercise Date provided that such day 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, otherwise the first day following the Exercise Date on which the aforementioned prerequisites are met.
"**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**":	Period from the Issue Date (inclusive) until the Valuation Date (inclusive).
"**Payment Date upon Exercise**":	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.
"**Payment Date upon Termination**":	At the latest the fifth common Banking Day following the Termination 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**":	On the Issue Date, the Strike is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Type**":	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 + 1**":	not applicable

"**Valuation Date**": As specified in Table 2 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. 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 (No. 2b (2) of the Issue Specific Conditions) of the Warrant (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. 2b
Adjustment Amount

(1) The respective "**Strike**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Strike shall be adjusted on each calendar day during a Financing Level Adjustment Period by the Adjustment Amount calculated by the Issuer for that relevant calendar day. The Adjustment Amount for the Warrants may vary. The "**Adjustment Amount**" of a series applying for each calendar day during the respective Financing Level Adjustment Period shall be equal to the result obtained by multiplying the Strike applying on the Adjustment Date falling in that Financing Level Adjustment Period by the Adjustment Rate applicable in that Financing Level Adjustment Period and converted to the amount for one calendar day using the actual/360 day count convention. The resulting Strike for each calendar day shall be rounded to three decimal places in accordance with normal commercial practice, but the calculation of the next following Strike in each case shall be based on the unrounded Strike for the preceding day. The calculations for the first Financing Level Adjustment Period shall be based on the Strike on the Issue Date.

(2) The respective "**Knock-Out Barrier**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Knock-Out Barrier shall be determined by the Issuer on each calendar day in such a way that it corresponds to the respective Strike adjusted in accordance with the preceding paragraph.

(3) In the event of dividend payments or other cash distributions equivalent to dividend payments in respect of the Underlying (applicable in the case of shares as the Underlying) or in respect of the shares on which the Underlying is based (applicable in the case of stock indices as the Underlying), the Strike applying in each case and, where relevant, the Knock-Out Barrier shall be adjusted in accordance with No. 2 (3) of the Issue Specific Conditions (Adjustment due to Dividend Payments).

No. 3
Exercise of the Option Rights

(1) The Warrants may be exercised by the Warrant Holder only with effect as of an Exercise Date in accordance with No. 2 (3) of the Issue Specific Conditions. 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 at the latest by 10:00 a.m. (local time at the location of the relevant Exercise Agent) on the Exercise Date. The provisions of paragraphs (2) to (4) of this No. 3 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 Paris and Frankfurt am Main 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 fifteen (15) 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) 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.

(4) 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
Termination

(1) The Issuer shall have the right to terminate all of the Warrants of a series during their term with a notice period of 4 weeks by giving notice in accordance with No. 4 of the General Conditions with effect as of the Termination Date specified in the notice (the "**Termination Date**"). Termination in accordance with this No. 4 may not be effected earlier than 3 months after the Issue Date. All Termination Notices issued pursuant to this No. 4 are irrevocable and must specify the Termination Date. The Termination shall become effective on the date specified in the announcement of the notice. For the purposes of calculating the Cash Amount in accordance with No. 2 of the Issue Specific Conditions, the date on which the Termination becomes effective shall be deemed to be the Valuation Date within the meaning of these Terms and Conditions.

(2) In the event of Termination by the Issuer, No. 3 of the Issue Specific Conditions shall not apply. The Exercise Date within the meaning of No. 2 (3) of the Issue Specific Conditions shall in this case be the date on which the Termination becomes effective. The Payment Date shall be the Payment Date upon Termination in accordance with paragraph (3) of this No. 4.

(3) In this event, the Issuer will transfer the Cash Amount for all of the Warrants affected by the Termination to the Central Securities Depositary within five (5) Banking Days at the head office of the Issuer and at the location of the Central Securities Depositary after the

Termination Date for the credit of the Warrant Holders registered with the Central Securities Depositary on the second day following the Termination Date (referred to in the following as "**Payment Date upon Termination**"). 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. In the event that the onward transfer is not possible within three months after the Payment Date upon Termination ("**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.

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. "**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: 09/05/2014
Initial value date in France: 14/05/2014

ISIN / Local Trading Code	Underlying	Type	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike on the Issue Date / Knock-Out Barrier on the Issue Date	Multiplier	Adjustment Rate in the 1st Financing Level Adjustment Period	Number	Reference Price of the Underlying ("Reference Price")
DE000CF99EX6 / 4936C	Saint-Gobain	BULL	No	EUR 1.21	Euro (EUR)	EUR 32.00 / EUR 32.00	0.1	4.24 %	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 / Relevant Adjustment Exchange for the Underlying ("Adjustment Exchange")	Valuation Date / Currency Conversion Date	Currency in which the Reference Price is expressed ("Reference Currency")
Saint-Gobain SA / Common Shares	FR0000125007	Euronext Paris / EUREX Frankfurt	Modified Exercise Date / 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	:	STOXX Limited, Zurich, Switzerland
Dow Jones & Company, Inc.	:	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.	:	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 Paris	:	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 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, Spain
NYSE	:	New York Stock Exchange, New York, NY, USA
OCC	:	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):

- **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)**
- **Risk of exercise of the Warrants and Issuer's right of termination**
- **Risk relating to adjustments of the strike and of the knock-out barrier**

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 09/05/2014.

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.saint-gobain.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		
A.1	This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the "**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 11 April 2014 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 has assumed responsibility for this Summary including any translations of the same. The Issuer or persons who have tabled the Summary may be held liable, 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 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.	**Domicile** Frankfurt 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.
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Issuer is forecasting a significant increase in the growth rate for the global economy in 2014, climbing from 2.4% to 3.1%. For the years thereafter, we are anticipating a further increase to 3.3% for 2015 and a rise to 3.5% for 2016 and 2017. Overall, the Issuer continues to expect significant differences between the individual regions. The Issuer expects modest growth in the Eurozone (the Issuer's growth projections are 0.9% and 1.0% for 2014 and 2015, respectively) after having reported a -0.4% rate in 2013. The economic recovery should be buoyed by scaled-down public austerity measures, a continuing supportive monetary policy from the European Central Bank (ECB), a recovering global economy and a decline in the factors of uncertainty. A stronger Euro, higher debt loads in the private and public sectors and a persistently difficult financing terms and conditions (above all for small and mid-sized companies and for many Member States) should continue to inhibit the growth potential in the Eurozone. Inflation should be very modest in the entire Eurozone. Important factors in 2014 will be the planned "Asset Quality Review" and the stress test, which the ECB will perform in conjunction with national supervisory authorities and the European Bank Authority (EBA). Despite the current efforts by many European banks to lower debt and raise capital, new capital shortfalls or gaps at the banks in some countries could come to light during the course of these investigations. This prospect and the currently prevailing uncertainty about how such capital shortfalls could be potentially filled could cause uncertainty both on the financial markets and potentially in the run-up to these tests. Given the current risks of deflation and weak growth, we expect that the ECB will further adjust interest rates, and will decide on additional liquidity measures, if the market situation necessitates such action. In light of the continued low interest rates, the hesitancy of clients, and the volatility still anticipated on the markets, the potential for earnings growth within the banking industry must still be viewed as modest. Issues such as capital requirements, regulation and restructuring will again be the major themes in the banking industry in 2014 and will leave their mark on the cost side of things. General cost reductions and the review of the business models will once again take center stage. Increased regulatory requirements concerning equity capital and liquidity will continue to preoccupy the entire financial industry and will without question significantly increase operating costs. For Germany, the Issuer is forecasting growth rates of about 1.9% for 2014 and 1.7% for 2015. In the United States, it remains to be seen how the Federal Reserve will react to the current challenges and whether the political parties in the US can reach an agreement on the US budget. Asia is viewed as stable and will certainly remain attractive to investors. Nevertheless, it remains to be seen how China will resolve some of its current challenges. For the industrial countries, the inflation rate in 2014 should increase slightly to 1.7%, and then remain relatively stable in the years thereafter. Also in Germany, the inflation rate should hover below 2%. With respect to the inflation rates for

		the emerging countries, the Issuer expects a slight increase to 5.0% in 2014 and to 5.2% in 2015. There are no plans for the Issuer's business model to change significantly in 2014. The Issuer will continue to focus on its core business and, in light of the difficult market environment, direct its attention to maintaining and, where possible, expanding its current market share. In this respect, the Issuer will advise and support its clients in all global activities by relying on the global network and products of Citi. In 2014, the Issuer shall once again operate a disciplined cost and accounting management program. It will direct most of its attention in this regard to improving operational efficiency and to further strengthening the corporate governance structures. Optimizing internal procedures will also remain a focus. There is no plan to significantly expand the client portfolio, the volume of business and the selection of products and services. The Issuer does intend, however, to selectively add strategically important clients to its client base, to the extent that a business model can be developed which provides sustainable economic benefits for these clients and Citi. The credit standing of the current client portfolio is viewed as stable. The loan portfolio exposure to the peripheral countries is to the largest extent limited. No significant detriment from that exposure is anticipated. The risk capital currently available is viewed as absolutely adequate for running the current business model. Given the forecasts made by the individual Issuer's divisions and the measures described above, the Bank is again projecting an overall profit for fiscal year 2014, but it will probably be slightly lower than the 2013 profit.
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 has decided not to make any profit forecasts or profit estimates in the Base Prospectus.

<table>
<tr><td>B.10</td><td>A description of the nature of any qualifications in the audit report on the historical financial information.</td><td>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.</td></tr>
<tr><td>B.12</td><td>Selected historical key financial information regarding the issuer, presented for each financial year of the period covered by the historical financial information and any subsequent interim financial period accompanied by comparative data from the same period in the prior financial year, except that the requirement for comparative balance sheet information is satisfied by presenting the year-end balance sheet information. A statement that there has been no material adverse change in the prospects of the issuer since the date of its last published audited financial statements or a description of any material adverse change.

A description of significant changes in the financial or trading position of</td><td>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 2013 between the prior fiscal year (fiscal year 2012) and fiscal year 2013 and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

<table>
<tr><th></th><th>30.11.2013
in million Euro</th><th>prior fiscal year (30.11.2012)
in million Euro</th></tr>
<tr><td>Balance sheet total</td><td>13,516</td><td>9,543</td></tr>
<tr><td>Business volume</td><td>14,793</td><td>11,162</td></tr>
<tr><td>Equity capital</td><td>590</td><td>590</td></tr>
<tr><td>Loan portfolio</td><td>5,101</td><td>5,626</td></tr>
<tr><td>Number of employees</td><td>270</td><td>334</td></tr>
</table>

<table>
<tr><th></th><th>01.12.2012 - 30.11.2013
in million Euro</th><th>prior fiscal year (01.12.2011 - 30.11.2012)
in million Euro</th></tr>
<tr><td>Interest income from operations</td><td>6</td><td>11</td></tr>
<tr><td>Commissions from brokerage business</td><td>80</td><td>111</td></tr>
<tr><td>Commissions from securities business</td><td>15</td><td>18</td></tr>
<tr><td>Net income from financial trading operations</td><td>35</td><td>25</td></tr>
<tr><td>General administrative expenses</td><td>151</td><td>161</td></tr>
</table>

As of the balance sheet date, the balance sheet equity capital consists of the following components:

<table>
<tr><th></th><th>30.11.2013
in million Euro
(audited)</th><th>prior fiscal year (30.11.2012)
in million Euro
(audited)</th></tr>
<tr><td>Subscribed capital</td><td></td><td></td></tr>
<tr><td>Share capital</td><td>210.6</td><td>210.6</td></tr>
</table>
</td></tr>
</table>

	the issuer subsequent to the period covered by the historical financial information.	<table><tr><td>Silent partner capital</td><td>122.7</td><td>122.7</td></tr><tr><td>Capital reserves</td><td>196.3</td><td>195.8</td></tr><tr><td>Legal reserves</td><td>33.0</td><td>33.0</td></tr><tr><td>Other earnings reserves</td><td>27.9</td><td>27.9</td></tr></table> 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 13.3m (EUR 9.4m in the previous year). The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows: <table><tr><td></td><td>30.11.2013 in million Euro</td><td>prior fiscal year (30.11.2012) in million Euro</td></tr><tr><td>Equity capital on balance sheet</td><td>590.5</td><td>590.0</td></tr><tr><td>Less intangible assets</td><td>0</td><td>0</td></tr><tr><td>Core capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Supplementary capital</td><td>0.0</td><td>0.0</td></tr><tr><td>Equity capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Capital ratios</td><td></td><td></td></tr><tr><td>Tier one capital in %</td><td>37.5</td><td>33.6</td></tr><tr><td>Total capital ratio in %</td><td>37.5</td><td>33.6</td></tr></table> The Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material adverse change in the outlook of the Issuer has occurred. Furthermore, the Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material change has occurred in the financial or trading position.
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.	Not applicable; significant events that may have a material impact on the assessment of the Issuer's solvency have recently not occurred. 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 (*die den Verkaufsauftrag ausführende Stelle*) 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 optimize its organizational structure.
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	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 (*Aktiengesetz*, "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.	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with 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 (*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. **Security identification number** ISIN: DE000CF99EX6 Local Code: 4936C
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 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 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 Open End Turbo Bull Warrants with knock-out** Open End 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 Open End 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. In the event of exercise by the investor or following termination by the Issuer, in each case on a valuation date, the cash or termination amount received by the investors on the maturity date 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 Open End 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: At the latest the fifth common banking day following the exercise date or the termination date, as the case may be, at the registered office of the Issuer and the place of the central securities depositary. Exercise date(s): The last banking day of each month on which the warrant holder meets the exercise prerequisites. Valuation date: In case of an exercise the first exercise date, provided that such day is a Banking Day in London and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant adjustment exchange, or in case of a termination the day on which the

		termination becomes effective.
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants which the warrant holders have the right to exercise, the Issuer will transfer any amount payable 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. 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 this type of exercise, in order to exercise the option right the warrant holder must have submitted an effective exercise notice to the exercise agent within the exercise period and transferred the Warrants intended to be exercised to the Issuer, crediting its account with Clearstream Frankfurt or Clearstream Luxembourg, or to Euroclear. If the option right is not exercised effectively within the exercise period and 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: *872087* ISIN: *FR0000125007* Company: Saint-Gobain SA Relevant stock exchange: Euronext Paris Reuters page: SGOB.PA Website: www.saint-gobain.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 includes all risks arising from contractual agreements and from the general legal environment under legal risks. Supervisory risks arise from the statutory framework applicable to the Issuer. • 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 value of his investment, a statement of that fact, together with a description of the circumstances in which such additional liability arises and the likely financial effect.	**<u>General risk factors of Warrants</u>** **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. **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** **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. **Risk of exercise of the Warrants and Issuer's right of termination** In the case of Open End Turbo Warrants with knock-out, there is a risk that the term may be ended unexpectedly. The term of the Warrants ends either with the effective exercise of the Warrants by the warrant holder, or with a termination of all the Warrants by the Issuer, or on the occurrence of a knock-out event or an early redemption of the Warrants, if the terms and conditions provide for early redemption of the Warrants. **Risk relating to adjustments of the strike and of the knock-out barrier** In the case of Open End Turbo Bull Warrants with knock-out, the strike and the knock-out barrier of the Warrants are subject to ongoing adjustment. In order to reflect the financing costs incurred by the Issuer in connection with the hedging transactions entered into for the Warrants, the strike of the Warrants is changed by an adjustment amount on a daily basis. **Investors should note that the adjustment rate** for adjusting the features of the Warrants specified by the Issuer using its reasonable discretion when determining the interest rate correction factor **may differ significantly in certain financing level adjustment periods**, if the prevailing market conditions so require, **from the adjustment rate determined for the first financing level adjustment period**. In addition, the relevant knock-out barrier for the respective following financing level adjustment period is adjusted by the Issuer in its reasonable discretion on an adjustment date pursuant to the terms and conditions of the Warrants. **Investors should therefore not assume that the knock-out barrier will always remain at roughly the same distance from the strike during the term of the Warrants**.
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 09/05/2014. The offeror of the Warrants is the Issuer. The issue date is: 09/05/2014 **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 1.21. 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 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 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 11 avril 2014 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG datée 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 assume la responsabilité du contenu de ce Résumé, y compris de toute traduction en étant faite. L'Émetteur ou toute personne ayant déposé le Résumé peut être jugé responsable, 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.	L'Émetteur prévoit une forte augmentation du taux de croissance de l'économie mondiale en 2014, de 2,4% à 3,1%. Pour les années suivantes, nous nous attendons à une nouvelle augmentation de 3,3% pour 2015 et à une hausse de 3,5 % pour 2016 et 2017. D'une façon générale, l'Émetteur s'attend au maintien d'écarts significatifs entre les différentes régions. L'Émetteur s'attend à une croissance modeste dans l'Eurozone (les prévisions de croissance de l'Émetteur sont de 0,9 % et de 1,0 % pour 2014 et 2015, respectivement) après avoir enregistré un taux de -0,4 % en 2013. La reprise économique devrait être dynamisée par la réduction des mesures publiques d'austérité, une politique monétaire favorable dans la durée de la part de la Banque Centrale Européenne (BCE), le redressement de l'économie mondiale et la diminution des facteurs d'incertitude. Un euro plus fort, un endettement plus élevé dans les secteurs privés et publics et des conditions de financement toujours difficiles (surtout pour les petites et moyennes entreprises et pour de nombreux États membres) devraient continuer à empêcher la croissance potentielle dans l'Eurozone. L'inflation devrait être très modérée dans l'ensemble de l'Eurozone. En 2014, les éléments importants seront « l'examen de la qualité des actifs » et le test de stress qui sont prévus et que la BCE réalisera en lien avec les autorités de

		contrôle nationales et l'Autorité bancaire européenne (ABE). Malgré les efforts actuels de nombreuses banques européennes pour réduire la dette et augmenter le capital, de nouveaux déficits ou insuffisances des banques dans certains pays pourraient apparaître au cours de ces recherches. Cette perspective et l'incertitude, qui prévaut actuellement sur la manière dont les besoins en capital pourraient être potentiellement satisfaits, pourraient entraîner une incertitude à la fois sur les marchés financiers et, potentiellement, à l'approche de ces tests. Étant donné les risques actuels de déflation et la faible croissance, nous nous attendons à ce que la BCE poursuive l'ajustement des taux d'intérêt et décide d'apports supplémentaires de liquidités si la situation du marché le nécessite. Compte tenu de la persistance des taux d'intérêt bas, de l'hésitation des clients et de la volatilité encore prévisible sur les marchés, le potentiel de croissance des bénéfices dans le secteur bancaire doit encore être considéré comme modeste. Des questions telles que les exigences en matière de capital, la réglementation et la restructuration seront encore des sujets essentiels dans le secteur bancaire en 2014 et marqueront de leur empreinte l'aspect financier des choses. Des réductions générales des coûts et la révision des modèles de gestion occuperont une fois de plus une place centrale. L'accroissement des exigences réglementaires en matière de fonds propres et de liquidités continuera à préoccuper l'ensemble du secteur financier et, sans aucun doute, augmentera fortement les charges d'exploitation. Pour l'Allemagne, l'Émetteur prévoit des taux de croissance de 1,9 % environ pour 2014 et de 1,7 % pour 2015. Aux États-Unis, il faut encore observer comme réagira la Réserve fédérale aux défis actuels et si les partis politiques des États-Unis peuvent parvenir à un accord sur le budget du pays. L'Asie semble stable et demeurera certainement attractive pour les investisseurs. Néanmoins, il faut encore voir comment la Chine résoudra certains de ses défis actuels. Pour les pays industriels, le taux d'inflation en 2014 devrait légèrement augmenter à 1,7 % et demeurer ensuite relativement stable les années suivantes. De même, en Allemagne, le taux d'inflation devrait osciller au-dessous de 2%. Concernant les taux d'inflation des pays émergents, l'Émetteur s'attend à une légère augmentation de 5,0 % en 2014 et de 5,2 % en 2015. Aucun projet de modification importante du modèle de gestion n'existe en 2014 pour l'Émetteur. Il continuera à s'axer sur son activité de base et, compte tenu de l'environnement difficile du marché, s'efforcera de maintenir et, si possible, d'étendre sa part actuelle de marché. À cet égard, l'Émetteur conseillera et soutiendra ses clients dans toutes les activités générales en s'appuyant sur le réseau mondial et les produits de Citi. En 2014, l'Émetteur mettra en œuvre une nouvelle fois un programme strict de gestion des coûts et de la comptabilité. Dans ce sens, il recherchera essentiellement à améliorer l'efficacité opérationnelle et à consolider davantage les structures de gouvernance d'entreprise. L'optimisation des procédures internes restera aussi l'objectif. Il n'existe aucun projet d'augmentation importante du portefeuille de clients, du volume des affaires et du choix de produits et services. L'Émetteur a cependant l'intention d'ajouter ponctuellement des clients stratégiquement importants à sa clientèle dans la mesure où peut être mis au point un modèle de gestion apportant des gains économiques durables pour ces clients et pour Citi. La solvabilité du portefeuille de clients actuel est considérée stable. L'exposition du portefeuille de prêts par

		rapport aux pays périphériques est limitée au maximum. Aucun préjudice important de cette exposition n'est présagé. Le capital-risque actuellement disponible est considéré comme totalement adéquat pour mener le modèle de gestion actuel. Étant donné les prévisions réalisées par les différentes divisions de l'Émetteur et les mesures décrites ci-dessus, la Banque prévoit à nouveau un bénéfice global pour l'exercice 2014 mais qui sera probablement légèrement inférieur à celui de 2013.
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 historiques et pour toute période intermédiaire	**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 2013 entre l'exercice budgétaire antérieur (exercice 2012) et l'exercice 2013 et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG :

	30.11.2013 en millions d'euros	**Exercice précédent (30.11.2012)**

ultérieure, accompagnées de données comparatives couvrant la même période de l'exercice précédent; la présentation des bilans de clôture suffit toutefois à remplir l'exigence d'informations bilancielles comparables.

Une déclaration attestant qu'aucune détérioration significative n'a eue de répercussions sur les perspectives de 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 de l'émetteur survenus après la période couverte par les informations financières historiques.

		en millions d'euros
Total du bilan	13.516	9.543
Volume d'activité	14.793	11.162
Fonds propres	590	590
Portefeuille des prêts	5.101	5.626
Nombre d'employés	270	334

	01.12.2012 - 30.11.2013 en millions d'euros	**Exercice précédent (01.12.2011 - 30.11.2012)** en millions d'euros
Revenus d'intérêt de l'exploitation	6	11
Commissions de courtage	80	111
Commissions d'opérations sur valeurs mobilières	15	18
Revenu net des opérations financières de négoce	35	25
Frais généraux et administratifs	151	161

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

	30.11.2013 en millions d'euros (audité)	**Exercice précédent (30.11.2012)** 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	196,3	195,8
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 13,3 millions d'euros (9,4 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 : **30.11.2013** en millions d'euros / **Exercice précédent (30.11.2012)** en millions d'euros Fonds propres au bilan: 590,5 / 590,0 Moins immobilisations: 0 / 0 Capital de base: 603,8 / 599,3 Capitaux supplémentaires: 0,0 / 0,0 Fonds propres: 603,8 / 599,3 Ratios de capitaux Fonds propres Tier one en %: 37,5 / 33,6 Ratio de capitaux totaux en %: 37,5 / 33,6 L'Émetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2013, aucune détérioration significative n'a affecté les perspectives de l'Émetteur. En outre, l'Émetteur déclare que depuis la date des derniers états financiers audités au 3o novembre 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale.
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'Émetteur 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 peut ne pas avoir déduit et payé la retenue à la source des dividendes reçus en relation avec des transactions communément appelées cum-ex transactions pour des actions qu'il conserve pour ses clients suivant les besoins. 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'euros 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. Le 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 une 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. Citigroup Global Markets Deutschland AG a obtenu l'avis juridique d'un bureau réputé de consultants en fiscalité ainsi que d'un cabinet réputé d'expertise

		comptable. A partir de ces avis, la direction de Citigroup Global Markets Deutschland AG considère que la probabilité d'obtenir gain de cause dans l'hypothèse d'une procédure judiciaire excède 50 pourcents. De ce fait, la direction de Citigroup Global Markets Deutschland AG a décidé de n'écrire dans ses comptes qu'une réserve au titre de l'avis juridique et des dépenses éventuelles de litige et a décidé à cet égard qu'un montant de 2 millions d'Euros était adéquat. 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: DE000CF99EX6 Numéro d'identification local : 4936C
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 *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	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.

	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.	
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 Open End Turbo Bull à barrière désactivante** Les Warrants Open End Turbo Bull à barrière désactivante 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 Open End Turbo Bull à barrière désactivante perde sa valeur ou quasiment sa valeur immédiatement (événement désactivant) 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. Lorsque l'investisseur fait jouer son droit d'exercice ou après clôture par l'Émetteur, dans les deux cas à une date d'évaluation, le montant en numéraire ou le montant d'arrivée à terme reçu par les investisseurs à la date d'échéance 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 Open End 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: Au plus tard le cinquième jour ouvrable bancaire suivant la date d'exercice ou la date de rappel, le cas échéant, au siège social de l'émetteur et de la place du dépositaire central des titres. Date d'exercice: Le dernier jour ouvrable de chaque mois au cours duquel le détenteur du warrant remplit les conditions d'exercice. Date d'évaluation: En cas d'exercice le premier date d'exercice, à condition que ce jour soit un jour ouvrable bancaire à Londres et un jour de bourse et un jour où les options et les contrats à terme portant sur le sous-jacent sont négociés sur la bourse d'ajustement de référence, ou en cas de rappel la journée à laquelle le rappel devient effectif.
C.17	Décrire la procédure de règlement des	Dans le cas de Warrants pour lesquels les détenteurs de warrant disposent d'un droit d'exercice à tout moment, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au

	instruments dérivés.	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 avec cette modalité d'exercice, afin d'exercer le droit d'option, le détenteur du warrant doit avoir soumis une notification d'exercice effectif à l'agent d'exercice au cours de la période d'exercice et avoir transféré les Warrants qui doivent être exercés à l'Émetteur, en créditant son compte chez Clearstream Francfort ou Clearstream Luxembourg, ou chez Euroclear. Si le droit d'option n'est pas exercé effectivement au cours de la période d'exercice et 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): *872087* ISIN: *FR0000125007* Société: Saint-Gobain SA Bourse de valeurs mobilières concernée: Euronext Paris Page de Reuters: SGOB.PA Site Web: www.saint-gobain.com
Section 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 qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son 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 que des effets financiers probables de cette matérialisation.	**<u>Facteurs généraux de risque des Warrants</u>** **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 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. **<u>Facteurs de risque spécifiques au produit</u>** **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. **Risque d'exercice des warrants et du droit de l'Émetteur à la résiliation** Dans le cas des Warrants Turbo Open-End à barrière désactivante, le risque existe que la période de validité prenne fin inopinément. La période de validité des Warrants se termine soit avec l'exercice effectif des warrants par le détenteur du warrant, ou par la résiliation de tous les Warrants par l'Émetteur, ou lors de la survenue d'un événement désactivant ou d'un rachat anticipé des Warrants, si les termes et conditions prévoient le rachat anticipé des Warrants. **Risque relatif aux ajustements du prix d'exercice et de la barrière désactivante** Dans le cas de Warrants Turbo Open-End Bull à barrière désactivante, le prix d'exercice et la barrière désactivante des Warrants font l'objet d'un ajustement quotidien (ou mensuel pour la barrière désactivante). Afin de refléter les coûts de financement encourus par l'Émetteur associés aux opérations de couverture conclues pour les Warrants, le prix d'exercice des warrants est modifié quotidiennement par un montant d'ajustement. **Les investisseurs doivent prendre conscience que le taux d'ajustement** utilisé pour ajuster les caractéristiques des Warrants et spécifié par l'Émetteur à sa discrétion raisonnable lors de la détermination du facteur de correction de taux d'intérêt, **est susceptible de différer de manière significative au cours de certaines périodes d'ajustement du niveau de financement,** si les conditions prévalant sur le marché l'exigent, **du taux d'ajustement déterminé pour la première période d'ajustement du niveau de financement.** De plus, la barrière de désactivation correspondante pour les périodes respectives suivantes d'ajustement du niveau de financement est ajustée par l'Émetteur, à sa raisonnable discrétion, à une date d'ajustement conforme aux termes et conditions des Warrants. **Les investisseurs devraient donc ne pas supposer que la barrière désactivante demeurera toujours plus ou moins à la même distance**

		du prix d'exercice pendant la période de validité des Warrants.
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 09.05.2014. Les offreur des Warrants est: l'Émetteur La date d'émission est: 09.05.2014 **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 1,21. 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

08 May 2014

to the

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

OPEN END TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT
(TURBO INFINI BEST)

based on the following underlying:

Saint-Gobain

ISIN: DE000CF99EY4

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 Open End Turbo Warrants with knock-out (Product No. 3) (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 11 April 2014, 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 Open End 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 Open End 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 and/or No. 4 of the Issue Specific 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 or Termination of the Warrants by the Issuer (No. 2 of the General Conditions and/or No. 4 of the Issue Specific 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 Depositaries**":	Euroclear System, Brussels; Clearstream Banking S.A., Luxembourg
"**Adjustment Date**":	The first Banking Day in Frankfurt of each month.
"**Adjustment due to Dividend Payments**":	In case of dividends or other equivalent cash distributions on a share or one or more shares represented in an index, the Issuer will adjust the effective Strike and, as the case may be,

	the effective Knock-Out Barrier at its reasonable discretion. The adjustment will be effected at the day on which shares of the respective company, for which dividends or other equivalent cash distributions are made, are traded ex-dividend on its home exchange.
"**Adjustment Rate**":	The Adjustment Rate for the first Financing Level Adjustment Period corresponds to the relevant rate as specified in Table 1 of the Annex to the Issue Specific Conditions for the first Financing Level Adjustment Period. The Adjustment Rate applicable in each succeeding Adjustment Period composes as follows: in case of Open End Turbo Bull Warrants the sum of, and for Open End Turbo Bear Warrants the difference of (i) the interest rate ("**Reference Interest Rate**") as published on the Reuters page EURIBOR1M= (or a replacing page) for EUR-Rates Ref., USDVIEW (or a replacing page) for US-Rates Ref., JPYVIEW (or a replacing page) for Yen-Rates Ref., CHFLIBOR (or a replacing page) for CHF-Rates Ref., HKDVIEW (or a replacing page) for HKD-Rates Ref., and SEKVIEW (or a replacing page) for SEK-Rates Ref. at the last day of the respective preceding Financing Level Adjustment Period and (ii) the Interest Rate Correction Factor applicable in the respective Financing Level Adjustment Period. If the Reference Interest Rate is no longer displayed in one of the manners described above, the Issuer is entitled to determine at its reasonable discretion a Reference Interest Rate based on the market practice prevailing at the time and giving due consideration to the prevailing market conditions.
"**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**	Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

"**Depositary**":	France
"**Clearing Territory of the Central Securities Depositary**":	France
"**Currency Conversion Date**":	As specified in Table 2 of the Annex to the Issue Specific Conditions.
"**Exchange Rate Reference Agent**":	not applicable
"**Exercise Date**":	The last Banking Day of each month 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).
"**Financing Level Adjustment Period**":	The period from the Issue Date until the first Adjustment Date (inclusive) and each following period from an Adjustment Date (exclusive) until the next following Adjustment Date (inclusive).
"**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.
"**Interest Rate Correction Factor**":	An interest rate determined for each Financing Level Adjustment Period by the Issuer at its reasonable discretion taking into account the then prevailing market environment. It may be different for Bull and Bear 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**":	On the Issue Date, the Knock-Out Barrier is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Knock-Out Cash Amount**":	zero
"**Maturity Date**":	The earlier of the Payment Date upon Exercise or the Payment Date upon Termination.
"**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 Exercise Date + 1**":	not applicable

"**Modified Exercise Date**":	The Exercise Date provided that such day 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, otherwise the first day following the Exercise Date on which the aforementioned prerequisites are met.
"**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**":	Period from the Issue Date (inclusive) until the Valuation Date (inclusive).
"**Payment Date upon Exercise**":	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.
"**Payment Date upon Termination**":	At the latest the fifth common Banking Day following the Termination 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**":	On the Issue Date, the Strike is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Type**":	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 + 1**":	not applicable

"**Valuation Date**": As specified in Table 2 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. 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 (No. 2b (2) of the Issue Specific Conditions) of the Warrant (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. 2b
Adjustment Amount

(1) The respective "**Strike**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Strike shall be adjusted on each calendar day during a Financing Level Adjustment Period by the Adjustment Amount calculated by the Issuer for that relevant calendar day. The Adjustment Amount for the Warrants may vary. The "**Adjustment Amount**" of a series applying for each calendar day during the respective Financing Level Adjustment Period shall be equal to the result obtained by multiplying the Strike applying on the Adjustment Date falling in that Financing Level Adjustment Period by the Adjustment Rate applicable in that Financing Level Adjustment Period and converted to the amount for one calendar day using the actual/360 day count convention. The resulting Strike for each calendar day shall be rounded to three decimal places in accordance with normal commercial practice, but the calculation of the next following Strike in each case shall be based on the unrounded Strike for the preceding day. The calculations for the first Financing Level Adjustment Period shall be based on the Strike on the Issue Date.

(2) The respective "**Knock-Out Barrier**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Knock-Out Barrier shall be determined by the Issuer on each calendar day in such a way that it corresponds to the respective Strike adjusted in accordance with the preceding paragraph.

(3) In the event of dividend payments or other cash distributions equivalent to dividend payments in respect of the Underlying (applicable in the case of shares as the Underlying) or in respect of the shares on which the Underlying is based (applicable in the case of stock indices as the Underlying), the Strike applying in each case and, where relevant, the Knock-Out Barrier shall be adjusted in accordance with No. 2 (3) of the Issue Specific Conditions (Adjustment due to Dividend Payments).

No. 3
Exercise of the Option Rights

(1) The Warrants may be exercised by the Warrant Holder only with effect as of an Exercise Date in accordance with No. 2 (3) of the Issue Specific Conditions. 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 at the latest by 10:00 a.m. (local time at the location of the relevant Exercise Agent) on the Exercise Date. The provisions of paragraphs (2) to (4) of this No. 3 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 Paris and Frankfurt am Main 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 fifteen (15) 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) 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.

(4) 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
Termination

(1) The Issuer shall have the right to terminate all of the Warrants of a series during their term with a notice period of 4 weeks by giving notice in accordance with No. 4 of the General Conditions with effect as of the Termination Date specified in the notice (the "**Termination Date**"). Termination in accordance with this No. 4 may not be effected earlier than 3 months after the Issue Date. All Termination Notices issued pursuant to this No. 4 are irrevocable and must specify the Termination Date. The Termination shall become effective on the date specified in the announcement of the notice. For the purposes of calculating the Cash Amount in accordance with No. 2 of the Issue Specific Conditions, the date on which the Termination becomes effective shall be deemed to be the Valuation Date within the meaning of these Terms and Conditions.

(2) In the event of Termination by the Issuer, No. 3 of the Issue Specific Conditions shall not apply. The Exercise Date within the meaning of No. 2 (3) of the Issue Specific Conditions shall in this case be the date on which the Termination becomes effective. The Payment Date shall be the Payment Date upon Termination in accordance with paragraph (3) of this No. 4.

(3) In this event, the Issuer will transfer the Cash Amount for all of the Warrants affected by the Termination to the Central Securities Depositary within five (5) Banking Days at the head office of the Issuer and at the location of the Central Securities Depositary after the

Termination Date for the credit of the Warrant Holders registered with the Central Securities Depositary on the second day following the Termination Date (referred to in the following as "**Payment Date upon Termination**"). 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. In the event that the onward transfer is not possible within three months after the Payment Date upon Termination ("**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.

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. "**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: 09/05/2014
Initial value date in France: 14/05/2014

ISIN / Local Trading Code	Underlying	Type	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike on the Issue Date / Knock-Out Barrier on the Issue Date	Multiplier	Adjustment Rate in the 1st Financing Level Adjustment Period	Number	Reference Price of the Underlying ("Reference Price")
DE000CF99EY4 / 4943C	Saint-Gobain	BULL	No	EUR 0.21	Euro (EUR)	EUR 42.00 / EUR 42.00	0.1	4.24 %	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 / Relevant Adjustment Exchange for the Underlying ("Adjustment Exchange")	Valuation Date / Currency Conversion Date	Currency in which the Reference Price is expressed ("Reference Currency")
Saint-Gobain SA / Common Shares	FR0000125007	Euronext Paris / EUREX Frankfurt	Modified Exercise Date / 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	:	STOXX Limited, Zurich, Switzerland
Dow Jones & Company, Inc.	:	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.	:	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 Paris	:	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 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, Spain
NYSE	:	New York Stock Exchange, New York, NY, USA
OCC	:	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):

- **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)**
- **Risk of exercise of the Warrants and Issuer's right of termination**
- **Risk relating to adjustments of the strike and of the knock-out barrier**

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 09/05/2014.

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.saint-gobain.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		
A.1	This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the "**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 11 April 2014 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 has assumed responsibility for this Summary including any translations of the same. The Issuer or persons who have tabled the Summary may be held liable, 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 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.	**Domicile** Frankfurt 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.
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Issuer is forecasting a significant increase in the growth rate for the global economy in 2014, climbing from 2.4% to 3.1%. For the years thereafter, we are anticipating a further increase to 3.3% for 2015 and a rise to 3.5% for 2016 and 2017. Overall, the Issuer continues to expect significant differences between the individual regions. The Issuer expects modest growth in the Eurozone (the Issuer's growth projections are 0.9% and 1.0% for 2014 and 2015, respectively) after having reported a -0.4% rate in 2013. The economic recovery should be buoyed by scaled-down public austerity measures, a continuing supportive monetary policy from the European Central Bank (ECB), a recovering global economy and a decline in the factors of uncertainty. A stronger Euro, higher debt loads in the private and public sectors and a persistently difficult financing terms and conditions (above all for small and mid-sized companies and for many Member States) should continue to inhibit the growth potential in the Eurozone. Inflation should be very modest in the entire Eurozone. Important factors in 2014 will be the planned "Asset Quality Review" and the stress test, which the ECB will perform in conjunction with national supervisory authorities and the European Bank Authority (EBA). Despite the current efforts by many European banks to lower debt and raise capital, new capital shortfalls or gaps at the banks in some countries could come to light during the course of these investigations. This prospect and the currently prevailing uncertainty about how such capital shortfalls could be potentially filled could cause uncertainty both on the financial markets and potentially in the run-up to these tests. Given the current risks of deflation and weak growth, we expect that the ECB will further adjust interest rates, and will decide on additional liquidity measures, if the market situation necessitates such action. In light of the continued low interest rates, the hesitancy of clients, and the volatility still anticipated on the markets, the potential for earnings growth within the banking industry must still be viewed as modest. Issues such as capital requirements, regulation and restructuring will again be the major themes in the banking industry in 2014 and will leave their mark on the cost side of things. General cost reductions and the review of the business models will once again take center stage. Increased regulatory requirements concerning equity capital and liquidity will continue to preoccupy the entire financial industry and will without question significantly increase operating costs. For Germany, the Issuer is forecasting growth rates of about 1.9% for 2014 and 1.7% for 2015. In the United States, it remains to be seen how the Federal Reserve will react to the current challenges and whether the political parties in the US can reach an agreement on the US budget. Asia is viewed as stable and will certainly remain attractive to investors. Nevertheless, it remains to be seen how China will resolve some of its current challenges. For the industrial countries, the inflation rate in 2014 should increase slightly to 1.7%, and then remain relatively stable in the years thereafter. Also in Germany, the inflation rate should hover below 2%. With respect to the inflation rates for

		the emerging countries, the Issuer expects a slight increase to 5.0% in 2014 and to 5.2% in 2015. There are no plans for the Issuer's business model to change significantly in 2014. The Issuer will continue to focus on its core business and, in light of the difficult market environment, direct its attention to maintaining and, where possible, expanding its current market share. In this respect, the Issuer will advise and support its clients in all global activities by relying on the global network and products of Citi. In 2014, the Issuer shall once again operate a disciplined cost and accounting management program. It will direct most of its attention in this regard to improving operational efficiency and to further strengthening the corporate governance structures. Optimizing internal procedures will also remain a focus. There is no plan to significantly expand the client portfolio, the volume of business and the selection of products and services. The Issuer does intend, however, to selectively add strategically important clients to its client base, to the extent that a business model can be developed which provides sustainable economic benefits for these clients and Citi. The credit standing of the current client portfolio is viewed as stable. The loan portfolio exposure to the peripheral countries is to the largest extent limited. No significant detriment from that exposure is anticipated. The risk capital currently available is viewed as absolutely adequate for running the current business model. Given the forecasts made by the individual Issuer's divisions and the measures described above, the Bank is again projecting an overall profit for fiscal year 2014, but it will probably be slightly lower than the 2013 profit.
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 has decided not to make any profit forecasts or profit estimates in the Base Prospectus.

<table>
<tr><td>B.10</td><td>A description of the nature of any qualifications in the audit report on the historical financial information.</td><td>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.</td></tr>
<tr><td>B.12</td><td>Selected historical key financial information regarding the issuer, presented for each financial year of the period covered by the historical financial information and any subsequent interim financial period accompanied by comparative data from the same period in the prior financial year, except that the requirement for comparative balance sheet information is satisfied by presenting the year-end balance sheet information. A statement that there has been no material adverse change in the prospects of the issuer since the date of its last published audited financial statements or a description of any material adverse change.

A description of significant changes in the financial or trading position of</td><td>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 2013 between the prior fiscal year (fiscal year 2012) and fiscal year 2013 and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

<table>
<tr><th></th><th>30.11.2013
in million Euro</th><th>prior fiscal year (30.11.2012)
in million Euro</th></tr>
<tr><td>Balance sheet total</td><td>13,516</td><td>9,543</td></tr>
<tr><td>Business volume</td><td>14,793</td><td>11,162</td></tr>
<tr><td>Equity capital</td><td>590</td><td>590</td></tr>
<tr><td>Loan portfolio</td><td>5,101</td><td>5,626</td></tr>
<tr><td>Number of employees</td><td>270</td><td>334</td></tr>
</table>

<table>
<tr><th></th><th>01.12.2012 - 30.11.2013
in million Euro</th><th>prior fiscal year (01.12.2011 - 30.11.2012)
in million Euro</th></tr>
<tr><td>Interest income from operations</td><td>6</td><td>11</td></tr>
<tr><td>Commissions from brokerage business</td><td>80</td><td>111</td></tr>
<tr><td>Commissions from securities business</td><td>15</td><td>18</td></tr>
<tr><td>Net income from financial trading operations</td><td>35</td><td>25</td></tr>
<tr><td>General administrative expenses</td><td>151</td><td>161</td></tr>
</table>

As of the balance sheet date, the balance sheet equity capital consists of the following components:

<table>
<tr><th></th><th>30.11.2013
in million Euro
(audited)</th><th>prior fiscal year (30.11.2012)
in million Euro
(audited)</th></tr>
<tr><td>Subscribed capital</td><td></td><td></td></tr>
<tr><td>Share capital</td><td>210.6</td><td>210.6</td></tr>
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</td></tr>
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	the issuer subsequent to the period covered by the historical financial information.	<table><tr><td>Silent partner capital</td><td>122.7</td><td>122.7</td></tr><tr><td>Capital reserves</td><td>196.3</td><td>195.8</td></tr><tr><td>Legal reserves</td><td>33.0</td><td>33.0</td></tr><tr><td>Other earnings reserves</td><td>27.9</td><td>27.9</td></tr></table> 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 13.3m (EUR 9.4m in the previous year). The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows: <table><tr><td></td><td>30.11.2013 in million Euro</td><td>prior fiscal year (30.11.2012) in million Euro</td></tr><tr><td>Equity capital on balance sheet</td><td>590.5</td><td>590.0</td></tr><tr><td>Less intangible assets</td><td>0</td><td>0</td></tr><tr><td>Core capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Supplementary capital</td><td>0.0</td><td>0.0</td></tr><tr><td>Equity capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Capital ratios</td><td></td><td></td></tr><tr><td>Tier one capital in %</td><td>37.5</td><td>33.6</td></tr><tr><td>Total capital ratio in %</td><td>37.5</td><td>33.6</td></tr></table> The Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material adverse change in the outlook of the Issuer has occurred. Furthermore, the Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material change has occurred in the financial or trading position.
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.	Not applicable; significant events that may have a material impact on the assessment of the Issuer's solvency have recently not occurred. 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 (*die den Verkaufsauftrag ausführende Stelle*) 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 optimize its organizational structure.
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	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 (*Aktiengesetz*, "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.	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with 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 (*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. **Security identification number** ISIN: DE000CF99EY4 Local Code: 4943C
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 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 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 Open End Turbo Bull Warrants with knock-out** Open End 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 Open End 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. In the event of exercise by the investor or following termination by the Issuer, in each case on a valuation date, the cash or termination amount received by the investors on the maturity date 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 Open End 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: At the latest the fifth common banking day following the exercise date or the termination date, as the case may be, at the registered office of the Issuer and the place of the central securities depositary. Exercise date(s): The last banking day of each month on which the warrant holder meets the exercise prerequisites. Valuation date: In case of an exercise the first exercise date, provided that such day is a Banking Day in London and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant adjustment exchange, or in case of a termination the day on which the

		termination becomes effective.
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants which the warrant holders have the right to exercise, the Issuer will transfer any amount payable 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. 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 this type of exercise, in order to exercise the option right the warrant holder must have submitted an effective exercise notice to the exercise agent within the exercise period and transferred the Warrants intended to be exercised to the Issuer, crediting its account with Clearstream Frankfurt or Clearstream Luxembourg, or to Euroclear. If the option right is not exercised effectively within the exercise period and 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: *872087* ISIN: *FR0000125007* Company: Saint-Gobain SA Relevant stock exchange: Euronext Paris Reuters page: SGOB.PA Website: www.saint-gobain.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 includes all risks arising from contractual agreements and from the general legal environment under legal risks. Supervisory risks arise from the statutory framework applicable to the Issuer. • 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 value of his investment, a statement of that fact, together with a description of the circumstances in which such additional liability arises and the likely financial effect.	**<u>General risk factors of Warrants</u>** **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. **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** **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. **Risk of exercise of the Warrants and Issuer's right of termination** In the case of Open End Turbo Warrants with knock-out, there is a risk that the term may be ended unexpectedly. The term of the Warrants ends either with the effective exercise of the Warrants by the warrant holder, or with a termination of all the Warrants by the Issuer, or on the occurrence of a knock-out event or an early redemption of the Warrants, if the terms and conditions provide for early redemption of the Warrants. **Risk relating to adjustments of the strike and of the knock-out barrier** In the case of Open End Turbo Bull Warrants with knock-out, the strike and the knock-out barrier of the Warrants are subject to ongoing adjustment. In order to reflect the financing costs incurred by the Issuer in connection with the hedging transactions entered into for the Warrants, the strike of the Warrants is changed by an adjustment amount on a daily basis. **Investors should note that the adjustment rate** for adjusting the features of the Warrants specified by the Issuer using its reasonable discretion when determining the interest rate correction factor **may differ significantly in certain financing level adjustment periods**, if the prevailing market conditions so require, **from the adjustment rate determined for the first financing level adjustment period**. In addition, the relevant knock-out barrier for the respective following financing level adjustment period is adjusted by the Issuer in its reasonable discretion on an adjustment date pursuant to the terms and conditions of the Warrants. **Investors should therefore not assume that the knock-out barrier will always remain at roughly the same distance from the strike during the term of the Warrants**.
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 09/05/2014. The offeror of the Warrants is the Issuer. The issue date is: 09/05/2014 **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. 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 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 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 11 avril 2014 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG datée 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 assume la responsabilité du contenu de ce Résumé, y compris de toute traduction en étant faite. L'Émetteur ou toute personne ayant déposé le Résumé peut être jugé responsable, 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.	L'Émetteur prévoit une forte augmentation du taux de croissance de l'économie mondiale en 2014, de 2,4% à 3,1%. Pour les années suivantes, nous nous attendons à une nouvelle augmentation de 3,3% pour 2015 et à une hausse de 3,5 % pour 2016 et 2017. D'une façon générale, l'Émetteur s'attend au maintien d'écarts significatifs entre les différentes régions. L'Émetteur s'attend à une croissance modeste dans l'Eurozone (les prévisions de croissance de l'Émetteur sont de 0,9 % et de 1,0 % pour 2014 et 2015, respectivement) après avoir enregistré un taux de -0,4 % en 2013. La reprise économique devrait être dynamisée par la réduction des mesures publiques d'austérité, une politique monétaire favorable dans la durée de la part de la Banque Centrale Européenne (BCE), le redressement de l'économie mondiale et la diminution des facteurs d'incertitude. Un euro plus fort, un endettement plus élevé dans les secteurs privés et publics et des conditions de financement toujours difficiles (surtout pour les petites et moyennes entreprises et pour de nombreux États membres) devraient continuer à empêcher la croissance potentielle dans l'Eurozone. L'inflation devrait être très modérée dans l'ensemble de l'Eurozone. En 2014, les éléments importants seront « l'examen de la qualité des actifs » et le test de stress qui sont prévus et que la BCE réalisera en lien avec les autorités de

		contrôle nationales et l'Autorité bancaire européenne (ABE). Malgré les efforts actuels de nombreuses banques européennes pour réduire la dette et augmenter le capital, de nouveaux déficits ou insuffisances des banques dans certains pays pourraient apparaître au cours de ces recherches. Cette perspective et l'incertitude, qui prévaut actuellement sur la manière dont les besoins en capital pourraient être potentiellement satisfaits, pourraient entraîner une incertitude à la fois sur les marchés financiers et, potentiellement, à l'approche de ces tests. Étant donné les risques actuels de déflation et la faible croissance, nous nous attendons à ce que la BCE poursuive l'ajustement des taux d'intérêt et décide d'apports supplémentaires de liquidités si la situation du marché le nécessite. Compte tenu de la persistance des taux d'intérêt bas, de l'hésitation des clients et de la volatilité encore prévisible sur les marchés, le potentiel de croissance des bénéfices dans le secteur bancaire doit encore être considéré comme modeste. Des questions telles que les exigences en matière de capital, la réglementation et la restructuration seront encore des sujets essentiels dans le secteur bancaire en 2014 et marqueront de leur empreinte l'aspect financier des choses. Des réductions générales des coûts et la révision des modèles de gestion occuperont une fois de plus une place centrale. L'accroissement des exigences réglementaires en matière de fonds propres et de liquidités continuera à préoccuper l'ensemble du secteur financier et, sans aucun doute, augmentera fortement les charges d'exploitation. Pour l'Allemagne, l'Émetteur prévoit des taux de croissance de 1,9 % environ pour 2014 et de 1,7 % pour 2015. Aux États-Unis, il faut encore observer comme réagira la Réserve fédérale aux défis actuels et si les partis politiques des États-Unis peuvent parvenir à un accord sur le budget du pays. L'Asie semble stable et demeurera certainement attractive pour les investisseurs. Néanmoins, il faut encore voir comment la Chine résoudra certains de ses défis actuels. Pour les pays industriels, le taux d'inflation en 2014 devrait légèrement augmenter à 1,7 % et demeurer ensuite relativement stable les années suivantes. De même, en Allemagne, le taux d'inflation devrait osciller au-dessous de 2%. Concernant les taux d'inflation des pays émergents, l'Émetteur s'attend à une légère augmentation de 5,0 % en 2014 et de 5,2 % en 2015. Aucun projet de modification importante du modèle de gestion n'existe en 2014 pour l'Émetteur. Il continuera à s'axer sur son activité de base et, compte tenu de l'environnement difficile du marché, s'efforcera de maintenir et, si possible, d'étendre sa part actuelle de marché. À cet égard, l'Émetteur conseillera et soutiendra ses clients dans toutes les activités générales en s'appuyant sur le réseau mondial et les produits de Citi. En 2014, l'Émetteur mettra en œuvre une nouvelle fois un programme strict de gestion des coûts et de la comptabilité. Dans ce sens, il recherchera essentiellement à améliorer l'efficacité opérationnelle et à consolider davantage les structures de gouvernance d'entreprise. L'optimisation des procédures internes restera aussi l'objectif. Il n'existe aucun projet d'augmentation importante du portefeuille de clients, du volume des affaires et du choix de produits et services. L'Émetteur a cependant l'intention d'ajouter ponctuellement des clients stratégiquement importants à sa clientèle dans la mesure où peut être mis au point un modèle de gestion apportant des gains économiques durables pour ces clients et pour Citi. La solvabilité du portefeuille de clients actuel est considérée stable. L'exposition du portefeuille de prêts par

		rapport aux pays périphériques est limitée au maximum. Aucun préjudice important de cette exposition n'est présagé. Le capital-risque actuellement disponible est considéré comme totalement adéquat pour mener le modèle de gestion actuel. Étant donné les prévisions réalisées par les différentes divisions de l'Émetteur et les mesures décrites ci-dessus, la Banque prévoit à nouveau un bénéfice global pour l'exercice 2014 mais qui sera probablement légèrement inférieur à celui de 2013.
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 historiques et pour toute période intermédiaire	**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 2013 entre l'exercice budgétaire antérieur (exercice 2012) et l'exercice 2013 et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG :

	30.11.2013 en millions d'euros	**Exercice précédent (30.11.2012)**

ultérieure, accompagnées de données comparatives couvrant la même période de l'exercice précédent; la présentation des bilans de clôture suffit toutefois à remplir l'exigence d'informations bilancielles comparables.

Une déclaration attestant qu'aucune détérioration significative n'a eue de répercussions sur les perspectives de 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 de l'émetteur survenus après la période couverte par les informations financières historiques.

		en millions d'euros
Total du bilan	13.516	9.543
Volume d'activité	14.793	11.162
Fonds propres	590	590
Portefeuille des prêts	5.101	5.626
Nombre d'employés	270	334

	01.12.2012 - 30.11.2013 en millions d'euros	**Exercice précédent (01.12.2011 - 30.11.2012)** en millions d'euros
Revenus d'intérêt de l'exploitation	6	11
Commissions de courtage	80	111
Commissions d'opérations sur valeurs mobilières	15	18
Revenu net des opérations financières de négoce	35	25
Frais généraux et administratifs	151	161

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

	30.11.2013 en millions d'euros (audité)	**Exercice précédent (30.11.2012)** 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	196,3	195,8
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 13,3 millions d'euros (9,4 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 : **30.11.2013** en millions d'euros / **Exercice précédent (30.11.2012)** en millions d'euros Fonds propres au bilan: 590,5 / 590,0 Moins immobilisations: 0 / 0 Capital de base: 603,8 / 599,3 Capitaux supplémentaires: 0,0 / 0,0 Fonds propres: 603,8 / 599,3 Ratios de capitaux Fonds propres Tier one en %: 37,5 / 33,6 Ratio de capitaux totaux en %: 37,5 / 33,6 L'Émetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2013, aucune détérioration significative n'a affecté les perspectives de l'Émetteur. En outre, l'Émetteur déclare que depuis la date des derniers états financiers audités au 3o novembre 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale.
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'Émetteur 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 peut ne pas avoir déduit et payé la retenue à la source des dividendes reçus en relation avec des transactions communément appelées cum-ex transactions pour des actions qu'il conserve pour ses clients suivant les besoins. 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'euros 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. Le 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 une 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. Citigroup Global Markets Deutschland AG a obtenu l'avis juridique d'un bureau réputé de consultants en fiscalité ainsi que d'un cabinet réputé d'expertise

		comptable. A partir de ces avis, la direction de Citigroup Global Markets Deutschland AG considère que la probabilité d'obtenir gain de cause dans l'hypothèse d'une procédure judiciaire excède 50 pourcents. De ce fait, la direction de Citigroup Global Markets Deutschland AG a décidé de n'écrire dans ses comptes qu'une réserve au titre de l'avis juridique et des dépenses éventuelles de litige et a décidé à cet égard qu'un montant de 2 millions d'Euros était adéquat. 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: DE000CF99EY4 Numéro d'identification local : 4943C
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 *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	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.

	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.	
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 Open End Turbo Bull à barrière désactivante** Les Warrants Open End Turbo Bull à barrière désactivante 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 Open End Turbo Bull à barrière désactivante perde sa valeur ou quasiment sa valeur immédiatement (événement désactivant) 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. Lorsque l'investisseur fait jouer son droit d'exercice ou après clôture par l'Émetteur, dans les deux cas à une date d'évaluation, le montant en numéraire ou le montant d'arrivée à terme reçu par les investisseurs à la date d'échéance 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 Open End 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: Au plus tard le cinquième jour ouvrable bancaire suivant la date d'exercice ou la date de rappel, le cas échéant, au siège social de l'émetteur et de la place du dépositaire central des titres. Date d'exercice: Le dernier jour ouvrable de chaque mois au cours duquel le détenteur du warrant remplit les conditions d'exercice. Date d'évaluation: En cas d'exercice le premier date d'exercice, à condition que ce jour soit un jour ouvrable bancaire à Londres et un jour de bourse et un jour où les options et les contrats à terme portant sur le sous-jacent sont négociés sur la bourse d'ajustement de référence, ou en cas de rappel la journée à laquelle le rappel devient effectif.
C.17	Décrire la procédure de règlement des	Dans le cas de Warrants pour lesquels les détenteurs de warrant disposent d'un droit d'exercice à tout moment, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au

	instruments dérivés.	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 avec cette modalité d'exercice, afin d'exercer le droit d'option, le détenteur du warrant doit avoir soumis une notification d'exercice effectif à l'agent d'exercice au cours de la période d'exercice et avoir transféré les Warrants qui doivent être exercés à l'Émetteur, en créditant son compte chez Clearstream Francfort ou Clearstream Luxembourg, ou chez Euroclear. Si le droit d'option n'est pas exercé effectivement au cours de la période d'exercice et 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): *872087* ISIN: *FR0000125007* Société: Saint-Gobain SA Bourse de valeurs mobilières concernée: Euronext Paris Page de Reuters: SGOB.PA Site Web: www.saint-gobain.com
Section 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 qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son 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 que des effets financiers probables de cette matérialisation.	**<u>Facteurs généraux de risque des Warrants</u>** **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 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. **<u>Facteurs de risque spécifiques au produit</u>** **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. **Risque d'exercice des warrants et du droit de l'Émetteur à la résiliation** Dans le cas des Warrants Turbo Open-End à barrière désactivante, le risque existe que la période de validité prenne fin inopinément. La période de validité des Warrants se termine soit avec l'exercice effectif des warrants par le détenteur du warrant, ou par la résiliation de tous les Warrants par l'Émetteur, ou lors de la survenue d'un événement désactivant ou d'un rachat anticipé des Warrants, si les termes et conditions prévoient le rachat anticipé des Warrants. **Risque relatif aux ajustements du prix d'exercice et de la barrière désactivante** Dans le cas de Warrants Turbo Open-End Bull à barrière désactivante, le prix d'exercice et la barrière désactivante des Warrants font l'objet d'un ajustement quotidien (ou mensuel pour la barrière désactivante). Afin de refléter les coûts de financement encourus par l'Émetteur associés aux opérations de couverture conclues pour les Warrants, le prix d'exercice des warrants est modifié quotidiennement par un montant d'ajustement. **Les investisseurs doivent prendre conscience que le taux d'ajustement** utilisé pour ajuster les caractéristiques des Warrants et spécifié par l'Émetteur à sa discrétion raisonnable lors de la détermination du facteur de correction de taux d'intérêt, **est susceptible de différer de manière significative au cours de certaines périodes d'ajustement du niveau de financement,** si les conditions prévalant sur le marché l'exigent, **du taux d'ajustement déterminé pour la première période d'ajustement du niveau de financement.** De plus, la barrière de désactivation correspondante pour les périodes respectives suivantes d'ajustement du niveau de financement est ajustée par l'Émetteur, à sa raisonnable discrétion, à une date d'ajustement conforme aux termes et conditions des Warrants. **Les investisseurs devraient donc ne pas supposer que la barrière désactivante demeurera toujours plus ou moins à la même distance**

		du prix d'exercice pendant la période de validité des Warrants.
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 09.05.2014. Les offreur des Warrants est: l'Émetteur La date d'émission est: 09.05.2014 **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

08 May 2014

to the

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

OPEN END TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT
(TURBO INFINI BEST)

based on the following underlying:

Saint-Gobain

ISIN: DE000CF99EZ1

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 Open End Turbo Warrants with knock-out (Product No. 3) (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 11 April 2014, 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 Open End 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 Open End 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 and/or No. 4 of the Issue Specific 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 or Termination of the Warrants by the Issuer (No. 2 of the General Conditions and/or No. 4 of the Issue Specific 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 Depositaries**":	Euroclear System, Brussels; Clearstream Banking S.A., Luxembourg
"**Adjustment Date**":	The first Banking Day in Frankfurt of each month.
"**Adjustment due to Dividend Payments**":	In case of dividends or other equivalent cash distributions on a share or one or more shares represented in an index, the Issuer will adjust the effective Strike and, as the case may be,

	the effective Knock-Out Barrier at its reasonable discretion. The adjustment will be effected at the day on which shares of the respective company, for which dividends or other equivalent cash distributions are made, are traded ex-dividend on its home exchange.
"**Adjustment Rate**":	The Adjustment Rate for the first Financing Level Adjustment Period corresponds to the relevant rate as specified in Table 1 of the Annex to the Issue Specific Conditions for the first Financing Level Adjustment Period. The Adjustment Rate applicable in each succeeding Adjustment Period composes as follows: in case of Open End Turbo Bull Warrants the sum of, and for Open End Turbo Bear Warrants the difference of (i) the interest rate ("**Reference Interest Rate**") as published on the Reuters page EURIBOR1M= (or a replacing page) for EUR-Rates Ref., USDVIEW (or a replacing page) for US-Rates Ref., JPYVIEW (or a replacing page) for Yen-Rates Ref., CHFLIBOR (or a replacing page) for CHF-Rates Ref., HKDVIEW (or a replacing page) for HKD-Rates Ref., and SEKVIEW (or a replacing page) for SEK-Rates Ref. at the last day of the respective preceding Financing Level Adjustment Period and (ii) the Interest Rate Correction Factor applicable in the respective Financing Level Adjustment Period. If the Reference Interest Rate is no longer displayed in one of the manners described above, the Issuer is entitled to determine at its reasonable discretion a Reference Interest Rate based on the market practice prevailing at the time and giving due consideration to the prevailing market conditions.
"**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**	Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

"**Depositary**":	France
"**Clearing Territory of the Central Securities Depositary**":	France
"**Currency Conversion Date**":	As specified in Table 2 of the Annex to the Issue Specific Conditions.
"**Exchange Rate Reference Agent**":	not applicable
"**Exercise Date**":	The last Banking Day of each month 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).
"**Financing Level Adjustment Period**":	The period from the Issue Date until the first Adjustment Date (inclusive) and each following period from an Adjustment Date (exclusive) until the next following Adjustment Date (inclusive).
"**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.
"**Interest Rate Correction Factor**":	An interest rate determined for each Financing Level Adjustment Period by the Issuer at its reasonable discretion taking into account the then prevailing market environment. It may be different for Bull and Bear 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**":	On the Issue Date, the Knock-Out Barrier is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Knock-Out Cash Amount**":	zero
"**Maturity Date**":	The earlier of the Payment Date upon Exercise or the Payment Date upon Termination.
"**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 Exercise Date + 1**":	not applicable

"**Modified Exercise Date**":	The Exercise Date provided that such day 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, otherwise the first day following the Exercise Date on which the aforementioned prerequisites are met.
"**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**":	Period from the Issue Date (inclusive) until the Valuation Date (inclusive).
"**Payment Date upon Exercise**":	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.
"**Payment Date upon Termination**":	At the latest the fifth common Banking Day following the Termination 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**":	On the Issue Date, the Strike is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Type**":	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 + 1**":	not applicable

"**Valuation Date**": As specified in Table 2 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. 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 (No. 2b (2) of the Issue Specific Conditions) of the Warrant (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. 2b
Adjustment Amount

(1) The respective "**Strike**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Strike shall be adjusted on each calendar day during a Financing Level Adjustment Period by the Adjustment Amount calculated by the Issuer for that relevant calendar day. The Adjustment Amount for the Warrants may vary. The "**Adjustment Amount**" of a series applying for each calendar day during the respective Financing Level Adjustment Period shall be equal to the result obtained by multiplying the Strike applying on the Adjustment Date falling in that Financing Level Adjustment Period by the Adjustment Rate applicable in that Financing Level Adjustment Period and converted to the amount for one calendar day using the actual/360 day count convention. The resulting Strike for each calendar day shall be rounded to three decimal places in accordance with normal commercial practice, but the calculation of the next following Strike in each case shall be based on the unrounded Strike for the preceding day. The calculations for the first Financing Level Adjustment Period shall be based on the Strike on the Issue Date.

(2) The respective "**Knock-Out Barrier**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Knock-Out Barrier shall be determined by the Issuer on each calendar day in such a way that it corresponds to the respective Strike adjusted in accordance with the preceding paragraph.

(3) In the event of dividend payments or other cash distributions equivalent to dividend payments in respect of the Underlying (applicable in the case of shares as the Underlying) or in respect of the shares on which the Underlying is based (applicable in the case of stock indices as the Underlying), the Strike applying in each case and, where relevant, the Knock-Out Barrier shall be adjusted in accordance with No. 2 (3) of the Issue Specific Conditions (Adjustment due to Dividend Payments).

No. 3
Exercise of the Option Rights

(1) The Warrants may be exercised by the Warrant Holder only with effect as of an Exercise Date in accordance with No. 2 (3) of the Issue Specific Conditions. 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 at the latest by 10:00 a.m. (local time at the location of the relevant Exercise Agent) on the Exercise Date. The provisions of paragraphs (2) to (4) of this No. 3 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 Paris and Frankfurt am Main 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 fifteen (15) 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) 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.

(4) 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
Termination

(1) The Issuer shall have the right to terminate all of the Warrants of a series during their term with a notice period of 4 weeks by giving notice in accordance with No. 4 of the General Conditions with effect as of the Termination Date specified in the notice (the "**Termination Date**"). Termination in accordance with this No. 4 may not be effected earlier than 3 months after the Issue Date. All Termination Notices issued pursuant to this No. 4 are irrevocable and must specify the Termination Date. The Termination shall become effective on the date specified in the announcement of the notice. For the purposes of calculating the Cash Amount in accordance with No. 2 of the Issue Specific Conditions, the date on which the Termination becomes effective shall be deemed to be the Valuation Date within the meaning of these Terms and Conditions.

(2) In the event of Termination by the Issuer, No. 3 of the Issue Specific Conditions shall not apply. The Exercise Date within the meaning of No. 2 (3) of the Issue Specific Conditions shall in this case be the date on which the Termination becomes effective. The Payment Date shall be the Payment Date upon Termination in accordance with paragraph (3) of this No. 4.

(3) In this event, the Issuer will transfer the Cash Amount for all of the Warrants affected by the Termination to the Central Securities Depositary within five (5) Banking Days at the head office of the Issuer and at the location of the Central Securities Depositary after the

Termination Date for the credit of the Warrant Holders registered with the Central Securities Depositary on the second day following the Termination Date (referred to in the following as "**Payment Date upon Termination**"). 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. In the event that the onward transfer is not possible within three months after the Payment Date upon Termination ("**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.

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. "**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: 09/05/2014
Initial value date in France: 14/05/2014

ISIN / Local Trading Code	Underlying	Type	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike on the Issue Date / Knock-Out Barrier on the Issue Date	Multiplier	Adjustment Rate in the 1st Financing Level Adjustment Period	Number	Reference Price of the Underlying ("Reference Price")
DE000CF99EZ1 / 4957C	Saint-Gobain	BEAR	No	EUR 0.29	Euro (EUR)	EUR 44.00 / EUR 44.00	0.1	-3.76 %	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 / Relevant Adjustment Exchange for the Underlying ("Adjustment Exchange")	Valuation Date / Currency Conversion Date	Currency in which the Reference Price is expressed ("Reference Currency")
Saint-Gobain SA / Common Shares	FR0000125007	Euronext Paris / EUREX Frankfurt	Modified Exercise Date / 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	:	STOXX Limited, Zurich, Switzerland
Dow Jones & Company, Inc.	:	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.	:	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 Paris	:	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 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, Spain
NYSE	:	New York Stock Exchange, New York, NY, USA
OCC	:	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):

- **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)**
- **Risk of exercise of the Warrants and Issuer's right of termination**
- **Risk relating to adjustments of the strike and of the knock-out barrier**

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 09/05/2014.

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.saint-gobain.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		
A.1	This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the "**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 11 April 2014 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 has assumed responsibility for this Summary including any translations of the same. The Issuer or persons who have tabled the Summary may be held liable, 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 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.	**Domicile** Frankfurt 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.
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Issuer is forecasting a significant increase in the growth rate for the global economy in 2014, climbing from 2.4% to 3.1%. For the years thereafter, we are anticipating a further increase to 3.3% for 2015 and a rise to 3.5% for 2016 and 2017. Overall, the Issuer continues to expect significant differences between the individual regions. The Issuer expects modest growth in the Eurozone (the Issuer's growth projections are 0.9% and 1.0% for 2014 and 2015, respectively) after having reported a -0.4% rate in 2013. The economic recovery should be buoyed by scaled-down public austerity measures, a continuing supportive monetary policy from the European Central Bank (ECB), a recovering global economy and a decline in the factors of uncertainty. A stronger Euro, higher debt loads in the private and public sectors and a persistently difficult financing terms and conditions (above all for small and mid-sized companies and for many Member States) should continue to inhibit the growth potential in the Eurozone. Inflation should be very modest in the entire Eurozone. Important factors in 2014 will be the planned "Asset Quality Review" and the stress test, which the ECB will perform in conjunction with national supervisory authorities and the European Bank Authority (EBA). Despite the current efforts by many European banks to lower debt and raise capital, new capital shortfalls or gaps at the banks in some countries could come to light during the course of these investigations. This prospect and the currently prevailing uncertainty about how such capital shortfalls could be potentially filled could cause uncertainty both on the financial markets and potentially in the run-up to these tests. Given the current risks of deflation and weak growth, we expect that the ECB will further adjust interest rates, and will decide on additional liquidity measures, if the market situation necessitates such action. In light of the continued low interest rates, the hesitancy of clients, and the volatility still anticipated on the markets, the potential for earnings growth within the banking industry must still be viewed as modest. Issues such as capital requirements, regulation and restructuring will again be the major themes in the banking industry in 2014 and will leave their mark on the cost side of things. General cost reductions and the review of the business models will once again take center stage. Increased regulatory requirements concerning equity capital and liquidity will continue to preoccupy the entire financial industry and will without question significantly increase operating costs. For Germany, the Issuer is forecasting growth rates of about 1.9% for 2014 and 1.7% for 2015. In the United States, it remains to be seen how the Federal Reserve will react to the current challenges and whether the political parties in the US can reach an agreement on the US budget. Asia is viewed as stable and will certainly remain attractive to investors. Nevertheless, it remains to be seen how China will resolve some of its current challenges. For the industrial countries, the inflation rate in 2014 should increase slightly to 1.7%, and then remain relatively stable in the years thereafter. Also in Germany, the inflation rate should hover below 2%. With respect to the inflation rates for

		the emerging countries, the Issuer expects a slight increase to 5.0% in 2014 and to 5.2% in 2015. There are no plans for the Issuer's business model to change significantly in 2014. The Issuer will continue to focus on its core business and, in light of the difficult market environment, direct its attention to maintaining and, where possible, expanding its current market share. In this respect, the Issuer will advise and support its clients in all global activities by relying on the global network and products of Citi. In 2014, the Issuer shall once again operate a disciplined cost and accounting management program. It will direct most of its attention in this regard to improving operational efficiency and to further strengthening the corporate governance structures. Optimizing internal procedures will also remain a focus. There is no plan to significantly expand the client portfolio, the volume of business and the selection of products and services. The Issuer does intend, however, to selectively add strategically important clients to its client base, to the extent that a business model can be developed which provides sustainable economic benefits for these clients and Citi. The credit standing of the current client portfolio is viewed as stable. The loan portfolio exposure to the peripheral countries is to the largest extent limited. No significant detriment from that exposure is anticipated. The risk capital currently available is viewed as absolutely adequate for running the current business model. Given the forecasts made by the individual Issuer's divisions and the measures described above, the Bank is again projecting an overall profit for fiscal year 2014, but it will probably be slightly lower than the 2013 profit.
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 has decided not to make any profit forecasts or profit estimates in the Base Prospectus.

<table>
<tr><td>B.10</td><td>A description of the nature of any qualifications in the audit report on the historical financial information.</td><td>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.</td></tr>
<tr><td>B.12</td><td>Selected historical key financial information regarding the issuer, presented for each financial year of the period covered by the historical financial information and any subsequent interim financial period accompanied by comparative data from the same period in the prior financial year, except that the requirement for comparative balance sheet information is satisfied by presenting the year-end balance sheet information. A statement that there has been no material adverse change in the prospects of the issuer since the date of its last published audited financial statements or a description of any material adverse change.

A description of significant changes in the financial or trading position of</td><td>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 2013 between the prior fiscal year (fiscal year 2012) and fiscal year 2013 and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

<table>
<tr><th></th><th>30.11.2013
in million Euro</th><th>prior fiscal year (30.11.2012)
in million Euro</th></tr>
<tr><td>Balance sheet total</td><td>13,516</td><td>9,543</td></tr>
<tr><td>Business volume</td><td>14,793</td><td>11,162</td></tr>
<tr><td>Equity capital</td><td>590</td><td>590</td></tr>
<tr><td>Loan portfolio</td><td>5,101</td><td>5,626</td></tr>
<tr><td>Number of employees</td><td>270</td><td>334</td></tr>
</table>

<table>
<tr><th></th><th>01.12.2012 - 30.11.2013
in million Euro</th><th>prior fiscal year (01.12.2011 - 30.11.2012)
in million Euro</th></tr>
<tr><td>Interest income from operations</td><td>6</td><td>11</td></tr>
<tr><td>Commissions from brokerage business</td><td>80</td><td>111</td></tr>
<tr><td>Commissions from securities business</td><td>15</td><td>18</td></tr>
<tr><td>Net income from financial trading operations</td><td>35</td><td>25</td></tr>
<tr><td>General administrative expenses</td><td>151</td><td>161</td></tr>
</table>

As of the balance sheet date, the balance sheet equity capital consists of the following components:

<table>
<tr><th></th><th>30.11.2013
in million Euro
(audited)</th><th>prior fiscal year (30.11.2012)
in million Euro
(audited)</th></tr>
<tr><td>Subscribed capital</td><td></td><td></td></tr>
<tr><td>Share capital</td><td>210.6</td><td>210.6</td></tr>
</table>
</td></tr>
</table>

	the issuer subsequent to the period covered by the historical financial information.	<table><tr><td>Silent partner capital</td><td>122.7</td><td>122.7</td></tr><tr><td>Capital reserves</td><td>196.3</td><td>195.8</td></tr><tr><td>Legal reserves</td><td>33.0</td><td>33.0</td></tr><tr><td>Other earnings reserves</td><td>27.9</td><td>27.9</td></tr></table> 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 13.3m (EUR 9.4m in the previous year). The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows: <table><tr><td></td><td>30.11.2013 in million Euro</td><td>prior fiscal year (30.11.2012) in million Euro</td></tr><tr><td>Equity capital on balance sheet</td><td>590.5</td><td>590.0</td></tr><tr><td>Less intangible assets</td><td>0</td><td>0</td></tr><tr><td>Core capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Supplementary capital</td><td>0.0</td><td>0.0</td></tr><tr><td>Equity capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Capital ratios</td><td></td><td></td></tr><tr><td>Tier one capital in %</td><td>37.5</td><td>33.6</td></tr><tr><td>Total capital ratio in %</td><td>37.5</td><td>33.6</td></tr></table> The Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material adverse change in the outlook of the Issuer has occurred. Furthermore, the Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material change has occurred in the financial or trading position.
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.	Not applicable; significant events that may have a material impact on the assessment of the Issuer's solvency have recently not occurred. 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 (*die den Verkaufsauftrag ausführende Stelle*) 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 optimize its organizational structure.
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	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 (*Aktiengesetz*, "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.	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with 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 (*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. **Security identification number** ISIN: DE000CF99EZ1 Local Code: 4957C
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 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 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 Open End Turbo Bear Warrants with knock-out** Open End 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 Open End 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. In the event of exercise by the investor or following termination by the Issuer, in each case on a valuation date, the cash or termination amount received by the investors on the maturity date 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 Open End 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 derivative securities – the exercise date or final reference date.	Maturity date: At the latest the fifth common banking day following the exercise date or the termination date, as the case may be, at the registered office of the Issuer and the place of the central securities depositary. Exercise date(s): The last banking day of each month on which the warrant holder meets the exercise prerequisites. Valuation date: In case of an exercise the first exercise date, provided that such day is a Banking Day in London and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant adjustment exchange, or in case of a termination the day on which the

		termination becomes effective.
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants which the warrant holders have the right to exercise, the Issuer will transfer any amount payable 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. 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 this type of exercise, in order to exercise the option right the warrant holder must have submitted an effective exercise notice to the exercise agent within the exercise period and transferred the Warrants intended to be exercised to the Issuer, crediting its account with Clearstream Frankfurt or Clearstream Luxembourg, or to Euroclear. If the option right is not exercised effectively within the exercise period and 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: *872087* ISIN: *FR0000125007* Company: Saint-Gobain SA Relevant stock exchange: Euronext Paris Reuters page: SGOB.PA Website: www.saint-gobain.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 includes all risks arising from contractual agreements and from the general legal environment under legal risks. Supervisory risks arise from the statutory framework applicable to the Issuer. • 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 value of his investment, a statement of that fact, together with a description of the circumstances in which such additional liability arises and the likely financial effect.	**<u>General risk factors of Warrants</u>** **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. **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** **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. **Risk of exercise of the Warrants and Issuer's right of termination** In the case of Open End Turbo Warrants with knock-out, there is a risk that the term may be ended unexpectedly. The term of the Warrants ends either with the effective exercise of the Warrants by the warrant holder, or with a termination of all the Warrants by the Issuer, or on the occurrence of a knock-out event or an early redemption of the Warrants, if the terms and conditions provide for early redemption of the Warrants. **Risk relating to adjustments of the strike and of the knock-out barrier** In the case of Open End Turbo Bear Warrants with knock-out, the strike and the knock-out barrier of the Warrants are subject to ongoing adjustment. In order to reflect the financing costs incurred by the Issuer in connection with the hedging transactions entered into for the Warrants, the strike of the Warrants is changed by an adjustment amount on a daily basis. **Investors should note that the adjustment rate** for adjusting the features of the Warrants specified by the Issuer using its reasonable discretion when determining the interest rate correction factor **may differ significantly in certain financing level adjustment periods**, if the prevailing market conditions so require, **from the adjustment rate determined for the first financing level adjustment period**. In addition, the relevant knock-out barrier for the respective following financing level adjustment period is adjusted by the Issuer in its reasonable discretion on an adjustment date pursuant to the terms and conditions of the Warrants. **Investors should therefore not assume that the knock-out barrier will always remain at roughly the same distance from the strike during the term of the Warrants**.
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 09/05/2014. The offeror of the Warrants is the Issuer. The issue date is: 09/05/2014 **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 0.29. 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 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 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 11 avril 2014 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG datée 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 assume la responsabilité du contenu de ce Résumé, y compris de toute traduction en étant faite. L'Émetteur ou toute personne ayant déposé le Résumé peut être jugé responsable, 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.	L'Émetteur prévoit une forte augmentation du taux de croissance de l'économie mondiale en 2014, de 2,4% à 3,1%. Pour les années suivantes, nous nous attendons à une nouvelle augmentation de 3,3% pour 2015 et à une hausse de 3,5 % pour 2016 et 2017. D'une façon générale, l'Émetteur s'attend au maintien d'écarts significatifs entre les différentes régions. L'Émetteur s'attend à une croissance modeste dans l'Eurozone (les prévisions de croissance de l'Émetteur sont de 0,9 % et de 1,0 % pour 2014 et 2015, respectivement) après avoir enregistré un taux de -0,4 % en 2013. La reprise économique devrait être dynamisée par la réduction des mesures publiques d'austérité, une politique monétaire favorable dans la durée de la part de la Banque Centrale Européenne (BCE), le redressement de l'économie mondiale et la diminution des facteurs d'incertitude. Un euro plus fort, un endettement plus élevé dans les secteurs privés et publics et des conditions de financement toujours difficiles (surtout pour les petites et moyennes entreprises et pour de nombreux États membres) devraient continuer à empêcher la croissance potentielle dans l'Eurozone. L'inflation devrait être très modérée dans l'ensemble de l'Eurozone. En 2014, les éléments importants seront « l'examen de la qualité des actifs » et le test de stress qui sont prévus et que la BCE réalisera en lien avec les autorités de

		contrôle nationales et l'Autorité bancaire européenne (ABE). Malgré les efforts actuels de nombreuses banques européennes pour réduire la dette et augmenter le capital, de nouveaux déficits ou insuffisances des banques dans certains pays pourraient apparaître au cours de ces recherches. Cette perspective et l'incertitude, qui prévaut actuellement sur la manière dont les besoins en capital pourraient être potentiellement satisfaits, pourraient entraîner une incertitude à la fois sur les marchés financiers et, potentiellement, à l'approche de ces tests. Étant donné les risques actuels de déflation et la faible croissance, nous nous attendons à ce que la BCE poursuive l'ajustement des taux d'intérêt et décide d'apports supplémentaires de liquidités si la situation du marché le nécessite. Compte tenu de la persistance des taux d'intérêt bas, de l'hésitation des clients et de la volatilité encore prévisible sur les marchés, le potentiel de croissance des bénéfices dans le secteur bancaire doit encore être considéré comme modeste. Des questions telles que les exigences en matière de capital, la réglementation et la restructuration seront encore des sujets essentiels dans le secteur bancaire en 2014 et marqueront de leur empreinte l'aspect financier des choses. Des réductions générales des coûts et la révision des modèles de gestion occuperont une fois de plus une place centrale. L'accroissement des exigences réglementaires en matière de fonds propres et de liquidités continuera à préoccuper l'ensemble du secteur financier et, sans aucun doute, augmentera fortement les charges d'exploitation. Pour l'Allemagne, l'Émetteur prévoit des taux de croissance de 1,9 % environ pour 2014 et de 1,7 % pour 2015. Aux États-Unis, il faut encore observer comme réagira la Réserve fédérale aux défis actuels et si les partis politiques des États-Unis peuvent parvenir à un accord sur le budget du pays. L'Asie semble stable et demeurera certainement attractive pour les investisseurs. Néanmoins, il faut encore voir comment la Chine résoudra certains de ses défis actuels. Pour les pays industriels, le taux d'inflation en 2014 devrait légèrement augmenter à 1,7 % et demeurer ensuite relativement stable les années suivantes. De même, en Allemagne, le taux d'inflation devrait osciller au-dessous de 2%. Concernant les taux d'inflation des pays émergents, l'Émetteur s'attend à une légère augmentation de 5,0 % en 2014 et de 5,2 % en 2015. Aucun projet de modification importante du modèle de gestion n'existe en 2014 pour l'Émetteur. Il continuera à s'axer sur son activité de base et, compte tenu de l'environnement difficile du marché, s'efforcera de maintenir et, si possible, d'étendre sa part actuelle de marché. À cet égard, l'Émetteur conseillera et soutiendra ses clients dans toutes les activités générales en s'appuyant sur le réseau mondial et les produits de Citi. En 2014, l'Émetteur mettra en œuvre une nouvelle fois un programme strict de gestion des coûts et de la comptabilité. Dans ce sens, il recherchera essentiellement à améliorer l'efficacité opérationnelle et à consolider davantage les structures de gouvernance d'entreprise. L'optimisation des procédures internes restera aussi l'objectif. Il n'existe aucun projet d'augmentation importante du portefeuille de clients, du volume des affaires et du choix de produits et services. L'Émetteur a cependant l'intention d'ajouter ponctuellement des clients stratégiquement importants à sa clientèle dans la mesure où peut être mis au point un modèle de gestion apportant des gains économiques durables pour ces clients et pour Citi. La solvabilité du portefeuille de clients actuel est considérée stable. L'exposition du portefeuille de prêts par

		rapport aux pays périphériques est limitée au maximum. Aucun préjudice important de cette exposition n'est présagé. Le capital-risque actuellement disponible est considéré comme totalement adéquat pour mener le modèle de gestion actuel. Étant donné les prévisions réalisées par les différentes divisions de l'Émetteur et les mesures décrites ci-dessus, la Banque prévoit à nouveau un bénéfice global pour l'exercice 2014 mais qui sera probablement légèrement inférieur à celui de 2013.
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 historiques et pour toute période intermédiaire	**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 2013 entre l'exercice budgétaire antérieur (exercice 2012) et l'exercice 2013 et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG :

	30.11.2013 en millions d'euros	**Exercice précédent (30.11.2012)**

ultérieure, accompagnées de données comparatives couvrant la même période de l'exercice précédent; la présentation des bilans de clôture suffit toutefois à remplir l'exigence d'informations bilancielles comparables.

Une déclaration attestant qu'aucune détérioration significative n'a eue de répercussions sur les perspectives de 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 de l'émetteur survenus après la période couverte par les informations financières historiques.

		en millions d'euros
Total du bilan	13.516	9.543
Volume d'activité	14.793	11.162
Fonds propres	590	590
Portefeuille des prêts	5.101	5.626
Nombre d'employés	270	334

	01.12.2012 - 30.11.2013 en millions d'euros	**Exercice précédent (01.12.2011 - 30.11.2012)** en millions d'euros
Revenus d'intérêt de l'exploitation	6	11
Commissions de courtage	80	111
Commissions d'opérations sur valeurs mobilières	15	18
Revenu net des opérations financières de négoce	35	25
Frais généraux et administratifs	151	161

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

	30.11.2013 en millions d'euros (audité)	**Exercice précédent (30.11.2012)** 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	196,3	195,8
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 13,3 millions d'euros (9,4 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 : **30.11.2013** en millions d'euros / **Exercice précédent (30.11.2012)** en millions d'euros Fonds propres au bilan: 590,5 / 590,0 Moins immobilisations: 0 / 0 Capital de base: 603,8 / 599,3 Capitaux supplémentaires: 0,0 / 0,0 Fonds propres: 603,8 / 599,3 Ratios de capitaux Fonds propres Tier one en %: 37,5 / 33,6 Ratio de capitaux totaux en %: 37,5 / 33,6 L'Émetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2013, aucune détérioration significative n'a affecté les perspectives de l'Émetteur. En outre, l'Émetteur déclare que depuis la date des derniers états financiers audités au 3o novembre 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale.
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'Émetteur 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 peut ne pas avoir déduit et payé la retenue à la source des dividendes reçus en relation avec des transactions communément appelées cum-ex transactions pour des actions qu'il conserve pour ses clients suivant les besoins. 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'euros 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. Le 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 une 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. Citigroup Global Markets Deutschland AG a obtenu l'avis juridique d'un bureau réputé de consultants en fiscalité ainsi que d'un cabinet réputé d'expertise

		comptable. A partir de ces avis, la direction de Citigroup Global Markets Deutschland AG considère que la probabilité d'obtenir gain de cause dans l'hypothèse d'une procédure judiciaire excède 50 pourcents. De ce fait, la direction de Citigroup Global Markets Deutschland AG a décidé de n'écrire dans ses comptes qu'une réserve au titre de l'avis juridique et des dépenses éventuelles de litige et a décidé à cet égard qu'un montant de 2 millions d'Euros était adéquat. 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: DE000CF99EZ1 Numéro d'identification local : 4957C
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 *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	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.

	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.	
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 Open End Turbo Bear à barrière désactivante** Les Warrants Open End Turbo Bear 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 Open End Turbo Bear à barrière désactivante perde sa valeur ou quasiment sa valeur immédiatement (événement désactivant) 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. Lorsque l'investisseur fait jouer son droit d'exercice ou après clôture par l'Émetteur, dans les deux cas à une date d'évaluation, le montant en numéraire ou le montant d'arrivée à terme reçu par les investisseurs à la date d'échéance 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 Open End 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: Au plus tard le cinquième jour ouvrable bancaire suivant la date d'exercice ou la date de rappel, le cas échéant, au siège social de l'émetteur et de la place du dépositaire central des titres. Date d'exercice: Le dernier jour ouvrable de chaque mois au cours duquel le détenteur du warrant remplit les conditions d'exercice. Date d'évaluation: En cas d'exercice le premier date d'exercice, à condition que ce jour soit un jour ouvrable bancaire à Londres et un jour de bourse et un jour où les options et les contrats à terme portant sur le sous-jacent sont négociés sur la bourse d'ajustement de référence, ou en cas de rappel la journée à laquelle le rappel devient effectif.
C.17	Décrire la procédure de règlement des	Dans le cas de Warrants pour lesquels les détenteurs de warrant disposent d'un droit d'exercice à tout moment, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au

	instruments dérivés.	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 avec cette modalité d'exercice, afin d'exercer le droit d'option, le détenteur du warrant doit avoir soumis une notification d'exercice effectif à l'agent d'exercice au cours de la période d'exercice et avoir transféré les Warrants qui doivent être exercés à l'Émetteur, en créditant son compte chez Clearstream Francfort ou Clearstream Luxembourg, ou chez Euroclear. Si le droit d'option n'est pas exercé effectivement au cours de la période d'exercice et 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): *872087* ISIN: *FR0000125007* Société: Saint-Gobain SA Bourse de valeurs mobilières concernée: Euronext Paris Page de Reuters: SGOB.PA Site Web: www.saint-gobain.com
Section 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 qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son 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 que des effets financiers probables de cette matérialisation.	**<u>Facteurs généraux de risque des Warrants</u>** **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 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. **<u>Facteurs de risque spécifiques au produit</u>** **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. **Risque d'exercice des warrants et du droit de l'Émetteur à la résiliation** Dans le cas des Warrants Turbo Open-End à barrière désactivante, le risque existe que la période de validité prenne fin inopinément. La période de validité des Warrants se termine soit avec l'exercice effectif des warrants par le détenteur du warrant, ou par la résiliation de tous les Warrants par l'Émetteur, ou lors de la survenue d'un événement désactivant ou d'un rachat anticipé des Warrants, si les termes et conditions prévoient le rachat anticipé des Warrants. **Risque relatif aux ajustements du prix d'exercice et de la barrière désactivante** Dans le cas de Warrants Turbo Open-End Bear à barrière désactivante, le prix d'exercice et la barrière désactivante des Warrants font l'objet d'un ajustement quotidien (ou mensuel pour la barrière désactivante). Afin de refléter les coûts de financement encourus par l'Émetteur associés aux opérations de couverture conclues pour les Warrants, le prix d'exercice des warrants est modifié quotidiennement par un montant d'ajustement. **Les investisseurs doivent prendre conscience que le taux d'ajustement** utilisé pour ajuster les caractéristiques des Warrants et spécifié par l'Émetteur à sa discrétion raisonnable lors de la détermination du facteur de correction de taux d'intérêt, **est susceptible de différer de manière significative au cours de certaines périodes d'ajustement du niveau de financement,** si les conditions prévalant sur le marché l'exigent, **du taux d'ajustement déterminé pour la première période d'ajustement du niveau de financement.** De plus, la barrière de désactivation correspondante pour les périodes respectives suivantes d'ajustement du niveau de financement est ajustée par l'Émetteur, à sa raisonnable discrétion, à une date d'ajustement conforme aux termes et conditions des Warrants. **Les investisseurs devraient donc ne pas supposer que la**

		barrière désactivante demeurera toujours plus ou moins à la même distance du prix d'exercice pendant la période de validité des Warrants.
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 09.05.2014. Les offreur des Warrants est: l'Émetteur La date d'émission est: 09.05.2014 **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 0,29. 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

08 May 2014

to the

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

OPEN END TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT
(TURBO INFINI BEST)

based on the following underlying:

Société Générale

ISIN: DE000CF99F08

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 Open End Turbo Warrants with knock-out (Product No. 3) (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 11 April 2014, 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 Open End 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 Open End 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 and/or No. 4 of the Issue Specific 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 or Termination of the Warrants by the Issuer (No. 2 of the General Conditions and/or No. 4 of the Issue Specific 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 Depositaries**":	Euroclear System, Brussels; Clearstream Banking S.A., Luxembourg
"**Adjustment Date**":	The first Banking Day in Frankfurt of each month.
"**Adjustment due to Dividend Payments**":	In case of dividends or other equivalent cash distributions on a share or one or more shares represented in an index, the Issuer will adjust the effective Strike and, as the case may be,

	the effective Knock-Out Barrier at its reasonable discretion. The adjustment will be effected at the day on which shares of the respective company, for which dividends or other equivalent cash distributions are made, are traded ex-dividend on its home exchange.
"**Adjustment Rate**":	The Adjustment Rate for the first Financing Level Adjustment Period corresponds to the relevant rate as specified in Table 1 of the Annex to the Issue Specific Conditions for the first Financing Level Adjustment Period. The Adjustment Rate applicable in each succeeding Adjustment Period composes as follows: in case of Open End Turbo Bull Warrants the sum of, and for Open End Turbo Bear Warrants the difference of (i) the interest rate ("**Reference Interest Rate**") as published on the Reuters page EURIBOR1M= (or a replacing page) for EUR-Rates Ref., USDVIEW (or a replacing page) for US-Rates Ref., JPYVIEW (or a replacing page) for Yen-Rates Ref., CHFLIBOR (or a replacing page) for CHF-Rates Ref., HKDVIEW (or a replacing page) for HKD-Rates Ref., and SEKVIEW (or a replacing page) for SEK-Rates Ref. at the last day of the respective preceding Financing Level Adjustment Period and (ii) the Interest Rate Correction Factor applicable in the respective Financing Level Adjustment Period. If the Reference Interest Rate is no longer displayed in one of the manners described above, the Issuer is entitled to determine at its reasonable discretion a Reference Interest Rate based on the market practice prevailing at the time and giving due consideration to the prevailing market conditions.
"**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**	Euroclear France, 115 rue Réaumur, 75081 Paris Cedex,

"**Depositary**":	France
"**Clearing Territory of the Central Securities Depositary**":	France
"**Currency Conversion Date**":	As specified in Table 2 of the Annex to the Issue Specific Conditions.
"**Exchange Rate Reference Agent**":	not applicable
"**Exercise Date**":	The last Banking Day of each month 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).
"**Financing Level Adjustment Period**":	The period from the Issue Date until the first Adjustment Date (inclusive) and each following period from an Adjustment Date (exclusive) until the next following Adjustment Date (inclusive).
"**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.
"**Interest Rate Correction Factor**":	An interest rate determined for each Financing Level Adjustment Period by the Issuer at its reasonable discretion taking into account the then prevailing market environment. It may be different for Bull and Bear 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**":	On the Issue Date, the Knock-Out Barrier is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Knock-Out Cash Amount**":	zero
"**Maturity Date**":	The earlier of the Payment Date upon Exercise or the Payment Date upon Termination.
"**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 Exercise Date + 1**":	not applicable

"**Modified Exercise Date**":	The Exercise Date provided that such day 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, otherwise the first day following the Exercise Date on which the aforementioned prerequisites are met.
"**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**":	Period from the Issue Date (inclusive) until the Valuation Date (inclusive).
"**Payment Date upon Exercise**":	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.
"**Payment Date upon Termination**":	At the latest the fifth common Banking Day following the Termination 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**":	On the Issue Date, the Strike is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Type**":	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 + 1**":	not applicable

"**Valuation Date**": As specified in Table 2 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. 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 (No. 2b (2) of the Issue Specific Conditions) of the Warrant (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. 2b
Adjustment Amount

(1) The respective "**Strike**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Strike shall be adjusted on each calendar day during a Financing Level Adjustment Period by the Adjustment Amount calculated by the Issuer for that relevant calendar day. The Adjustment Amount for the Warrants may vary. The "**Adjustment Amount**" of a series applying for each calendar day during the respective Financing Level Adjustment Period shall be equal to the result obtained by multiplying the Strike applying on the Adjustment Date falling in that Financing Level Adjustment Period by the Adjustment Rate applicable in that Financing Level Adjustment Period and converted to the amount for one calendar day using the actual/360 day count convention. The resulting Strike for each calendar day shall be rounded to three decimal places in accordance with normal commercial practice, but the calculation of the next following Strike in each case shall be based on the unrounded Strike for the preceding day. The calculations for the first Financing Level Adjustment Period shall be based on the Strike on the Issue Date.

(2) The respective "**Knock-Out Barrier**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Knock-Out Barrier shall be determined by the Issuer on each calendar day in such a way that it corresponds to the respective Strike adjusted in accordance with the preceding paragraph.

(3) In the event of dividend payments or other cash distributions equivalent to dividend payments in respect of the Underlying (applicable in the case of shares as the Underlying) or in respect of the shares on which the Underlying is based (applicable in the case of stock indices as the Underlying), the Strike applying in each case and, where relevant, the Knock-Out Barrier shall be adjusted in accordance with No. 2 (3) of the Issue Specific Conditions (Adjustment due to Dividend Payments).

No. 3
Exercise of the Option Rights

(1) The Warrants may be exercised by the Warrant Holder only with effect as of an Exercise Date in accordance with No. 2 (3) of the Issue Specific Conditions. 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 at the latest by 10:00 a.m. (local time at the location of the relevant Exercise Agent) on the Exercise Date. The provisions of paragraphs (2) to (4) of this No. 3 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 Paris and Frankfurt am Main 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 fifteen (15) 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) 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.

(4) 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
Termination

(1) The Issuer shall have the right to terminate all of the Warrants of a series during their term with a notice period of 4 weeks by giving notice in accordance with No. 4 of the General Conditions with effect as of the Termination Date specified in the notice (the "**Termination Date**"). Termination in accordance with this No. 4 may not be effected earlier than 3 months after the Issue Date. All Termination Notices issued pursuant to this No. 4 are irrevocable and must specify the Termination Date. The Termination shall become effective on the date specified in the announcement of the notice. For the purposes of calculating the Cash Amount in accordance with No. 2 of the Issue Specific Conditions, the date on which the Termination becomes effective shall be deemed to be the Valuation Date within the meaning of these Terms and Conditions.

(2) In the event of Termination by the Issuer, No. 3 of the Issue Specific Conditions shall not apply. The Exercise Date within the meaning of No. 2 (3) of the Issue Specific Conditions shall in this case be the date on which the Termination becomes effective. The Payment Date shall be the Payment Date upon Termination in accordance with paragraph (3) of this No. 4.

(3) In this event, the Issuer will transfer the Cash Amount for all of the Warrants affected by the Termination to the Central Securities Depositary within five (5) Banking Days at the head office of the Issuer and at the location of the Central Securities Depositary after the

Termination Date for the credit of the Warrant Holders registered with the Central Securities Depositary on the second day following the Termination Date (referred to in the following as "**Payment Date upon Termination**"). 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. In the event that the onward transfer is not possible within three months after the Payment Date upon Termination ("**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.

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. "**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: 09/05/2014
Initial value date in France: 14/05/2014

ISIN / Local Trading Code	Underlying	Type	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike on the Issue Date / Knock-Out Barrier on the Issue Date	Multiplier	Adjustment Rate in the 1st Financing Level Adjustment Period	Number	Reference Price of the Underlying ("Reference Price")
DE000CF99F08 / 4969C	Société Générale	BULL	No	EUR 0.24	Euro (EUR)	EUR 43.00 / EUR 43.00	0.1	4.24 %	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 / Relevant Adjustment Exchange for the Underlying ("Adjustment Exchange")	Valuation Date / Currency Conversion Date	Currency in which the Reference Price is expressed ("Reference Currency")
Société Générale S.A. / Common Shares	FR0000130809	Euronext Paris / EUREX Frankfurt	Modified Exercise Date / 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	:	STOXX Limited, Zurich, Switzerland
Dow Jones & Company, Inc.	:	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.	:	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 Paris	:	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 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, Spain
NYSE	:	New York Stock Exchange, New York, NY, USA
OCC	:	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):

- **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)**
- **Risk of exercise of the Warrants and Issuer's right of termination**
- **Risk relating to adjustments of the strike and of the knock-out barrier**

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 09/05/2014.

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		
A.1	This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the "**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 11 April 2014 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 has assumed responsibility for this Summary including any translations of the same. The Issuer or persons who have tabled the Summary may be held liable, 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 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.	**Domicile** Frankfurt 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.
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Issuer is forecasting a significant increase in the growth rate for the global economy in 2014, climbing from 2.4% to 3.1%. For the years thereafter, we are anticipating a further increase to 3.3% for 2015 and a rise to 3.5% for 2016 and 2017. Overall, the Issuer continues to expect significant differences between the individual regions. The Issuer expects modest growth in the Eurozone (the Issuer's growth projections are 0.9% and 1.0% for 2014 and 2015, respectively) after having reported a -0.4% rate in 2013. The economic recovery should be buoyed by scaled-down public austerity measures, a continuing supportive monetary policy from the European Central Bank (ECB), a recovering global economy and a decline in the factors of uncertainty. A stronger Euro, higher debt loads in the private and public sectors and a persistently difficult financing terms and conditions (above all for small and mid-sized companies and for many Member States) should continue to inhibit the growth potential in the Eurozone. Inflation should be very modest in the entire Eurozone. Important factors in 2014 will be the planned "Asset Quality Review" and the stress test, which the ECB will perform in conjunction with national supervisory authorities and the European Bank Authority (EBA). Despite the current efforts by many European banks to lower debt and raise capital, new capital shortfalls or gaps at the banks in some countries could come to light during the course of these investigations. This prospect and the currently prevailing uncertainty about how such capital shortfalls could be potentially filled could cause uncertainty both on the financial markets and potentially in the run-up to these tests. Given the current risks of deflation and weak growth, we expect that the ECB will further adjust interest rates, and will decide on additional liquidity measures, if the market situation necessitates such action. In light of the continued low interest rates, the hesitancy of clients, and the volatility still anticipated on the markets, the potential for earnings growth within the banking industry must still be viewed as modest. Issues such as capital requirements, regulation and restructuring will again be the major themes in the banking industry in 2014 and will leave their mark on the cost side of things. General cost reductions and the review of the business models will once again take center stage. Increased regulatory requirements concerning equity capital and liquidity will continue to preoccupy the entire financial industry and will without question significantly increase operating costs. For Germany, the Issuer is forecasting growth rates of about 1.9% for 2014 and 1.7% for 2015. In the United States, it remains to be seen how the Federal Reserve will react to the current challenges and whether the political parties in the US can reach an agreement on the US budget. Asia is viewed as stable and will certainly remain attractive to investors. Nevertheless, it remains to be seen how China will resolve some of its current challenges. For the industrial countries, the inflation rate in 2014 should increase slightly to 1.7%, and then remain relatively stable in the years thereafter. Also in Germany, the inflation rate should hover below 2%. With respect to the inflation rates for

		the emerging countries, the Issuer expects a slight increase to 5.0% in 2014 and to 5.2% in 2015. There are no plans for the Issuer's business model to change significantly in 2014. The Issuer will continue to focus on its core business and, in light of the difficult market environment, direct its attention to maintaining and, where possible, expanding its current market share. In this respect, the Issuer will advise and support its clients in all global activities by relying on the global network and products of Citi. In 2014, the Issuer shall once again operate a disciplined cost and accounting management program. It will direct most of its attention in this regard to improving operational efficiency and to further strengthening the corporate governance structures. Optimizing internal procedures will also remain a focus. There is no plan to significantly expand the client portfolio, the volume of business and the selection of products and services. The Issuer does intend, however, to selectively add strategically important clients to its client base, to the extent that a business model can be developed which provides sustainable economic benefits for these clients and Citi. The credit standing of the current client portfolio is viewed as stable. The loan portfolio exposure to the peripheral countries is to the largest extent limited. No significant detriment from that exposure is anticipated. The risk capital currently available is viewed as absolutely adequate for running the current business model. Given the forecasts made by the individual Issuer's divisions and the measures described above, the Bank is again projecting an overall profit for fiscal year 2014, but it will probably be slightly lower than the 2013 profit.
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 has decided not to make any profit forecasts or profit estimates in the Base Prospectus.

<table>
<tr><td>B.10</td><td>A description of the nature of any qualifications in the audit report on the historical financial information.</td><td>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.</td></tr>
<tr><td>B.12</td><td>Selected historical key financial information regarding the issuer, presented for each financial year of the period covered by the historical financial information and any subsequent interim financial period accompanied by comparative data from the same period in the prior financial year, except that the requirement for comparative balance sheet information is satisfied by presenting the year-end balance sheet information. A statement that there has been no material adverse change in the prospects of the issuer since the date of its last published audited financial statements or a description of any material adverse change.

A description of significant changes in the financial or trading position of</td><td>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 2013 between the prior fiscal year (fiscal year 2012) and fiscal year 2013 and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

<table>
<tr><th></th><th>30.11.2013
in million Euro</th><th>prior fiscal year (30.11.2012)
in million Euro</th></tr>
<tr><td>Balance sheet total</td><td>13,516</td><td>9,543</td></tr>
<tr><td>Business volume</td><td>14,793</td><td>11,162</td></tr>
<tr><td>Equity capital</td><td>590</td><td>590</td></tr>
<tr><td>Loan portfolio</td><td>5,101</td><td>5,626</td></tr>
<tr><td>Number of employees</td><td>270</td><td>334</td></tr>
</table>

<table>
<tr><th></th><th>01.12.2012 - 30.11.2013
in million Euro</th><th>prior fiscal year (01.12.2011 - 30.11.2012)
in million Euro</th></tr>
<tr><td>Interest income from operations</td><td>6</td><td>11</td></tr>
<tr><td>Commissions from brokerage business</td><td>80</td><td>111</td></tr>
<tr><td>Commissions from securities business</td><td>15</td><td>18</td></tr>
<tr><td>Net income from financial trading operations</td><td>35</td><td>25</td></tr>
<tr><td>General administrative expenses</td><td>151</td><td>161</td></tr>
</table>

As of the balance sheet date, the balance sheet equity capital consists of the following components:

<table>
<tr><th></th><th>30.11.2013
in million Euro
(audited)</th><th>prior fiscal year (30.11.2012)
in million Euro
(audited)</th></tr>
<tr><td>Subscribed capital</td><td></td><td></td></tr>
<tr><td>Share capital</td><td>210.6</td><td>210.6</td></tr>
</table>
</td></tr>
</table>

	the issuer subsequent to the period covered by the historical financial information.	<table><tr><td>Silent partner capital</td><td>122.7</td><td>122.7</td></tr><tr><td>Capital reserves</td><td>196.3</td><td>195.8</td></tr><tr><td>Legal reserves</td><td>33.0</td><td>33.0</td></tr><tr><td>Other earnings reserves</td><td>27.9</td><td>27.9</td></tr></table> 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 13.3m (EUR 9.4m in the previous year). The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows: <table><tr><td></td><td>30.11.2013 in million Euro</td><td>prior fiscal year (30.11.2012) in million Euro</td></tr><tr><td>Equity capital on balance sheet</td><td>590.5</td><td>590.0</td></tr><tr><td>Less intangible assets</td><td>0</td><td>0</td></tr><tr><td>Core capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Supplementary capital</td><td>0.0</td><td>0.0</td></tr><tr><td>Equity capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Capital ratios</td><td></td><td></td></tr><tr><td>Tier one capital in %</td><td>37.5</td><td>33.6</td></tr><tr><td>Total capital ratio in %</td><td>37.5</td><td>33.6</td></tr></table> The Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material adverse change in the outlook of the Issuer has occurred. Furthermore, the Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material change has occurred in the financial or trading position.
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.	Not applicable; significant events that may have a material impact on the assessment of the Issuer's solvency have recently not occurred. 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 (*die den Verkaufsauftrag ausführende Stelle*) 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 optimize its organizational structure.
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	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 (*Aktiengesetz*, "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.	Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with 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 (*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. **Security identification number** ISIN: DE000CF99F08 Local Code: 4969C
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 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 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 Open End Turbo Bull Warrants with knock-out** Open End 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 Open End 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. In the event of exercise by the investor or following termination by the Issuer, in each case on a valuation date, the cash or termination amount received by the investors on the maturity date 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 Open End 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: At the latest the fifth common banking day following the exercise date or the termination date, as the case may be, at the registered office of the Issuer and the place of the central securities depositary. Exercise date(s): The last banking day of each month on which the warrant holder meets the exercise prerequisites. Valuation date: In case of an exercise the first exercise date, provided that such day is a Banking Day in London and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant adjustment exchange, or in case of a termination the day on which the

		termination becomes effective.
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants which the warrant holders have the right to exercise, the Issuer will transfer any amount payable 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. 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 this type of exercise, in order to exercise the option right the warrant holder must have submitted an effective exercise notice to the exercise agent within the exercise period and transferred the Warrants intended to be exercised to the Issuer, crediting its account with Clearstream Frankfurt or Clearstream Luxembourg, or to Euroclear. If the option right is not exercised effectively within the exercise period and 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 includes all risks arising from contractual agreements and from the general legal environment under legal risks. Supervisory risks arise from the statutory framework applicable to the Issuer. • 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 value of his investment, a statement of that fact, together with a description of the circumstances in which such additional liability arises and the likely financial effect.	**<u>General risk factors of Warrants</u>** **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. **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** **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. **Risk of exercise of the Warrants and Issuer's right of termination** In the case of Open End Turbo Warrants with knock-out, there is a risk that the term may be ended unexpectedly. The term of the Warrants ends either with the effective exercise of the Warrants by the warrant holder, or with a termination of all the Warrants by the Issuer, or on the occurrence of a knock-out event or an early redemption of the Warrants, if the terms and conditions provide for early redemption of the Warrants. **Risk relating to adjustments of the strike and of the knock-out barrier** In the case of Open End Turbo Bull Warrants with knock-out, the strike and the knock-out barrier of the Warrants are subject to ongoing adjustment. In order to reflect the financing costs incurred by the Issuer in connection with the hedging transactions entered into for the Warrants, the strike of the Warrants is changed by an adjustment amount on a daily basis. **Investors should note that the adjustment rate** for adjusting the features of the Warrants specified by the Issuer using its reasonable discretion when determining the interest rate correction factor **may differ significantly in certain financing level adjustment periods**, if the prevailing market conditions so require, **from the adjustment rate determined for the first financing level adjustment period**. In addition, the relevant knock-out barrier for the respective following financing level adjustment period is adjusted by the Issuer in its reasonable discretion on an adjustment date pursuant to the terms and conditions of the Warrants. **Investors should therefore not assume that the knock-out barrier will always remain at roughly the same distance from the strike during the term of the Warrants**.
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 09/05/2014. The offeror of the Warrants is the Issuer. The issue date is: 09/05/2014 **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 0.24. 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 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 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 11 avril 2014 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG datée 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 assume la responsabilité du contenu de ce Résumé, y compris de toute traduction en étant faite. L'Émetteur ou toute personne ayant déposé le Résumé peut être jugé responsable, 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.	L'Émetteur prévoit une forte augmentation du taux de croissance de l'économie mondiale en 2014, de 2,4% à 3,1%. Pour les années suivantes, nous nous attendons à une nouvelle augmentation de 3,3% pour 2015 et à une hausse de 3,5 % pour 2016 et 2017. D'une façon générale, l'Émetteur s'attend au maintien d'écarts significatifs entre les différentes régions. L'Émetteur s'attend à une croissance modeste dans l'Eurozone (les prévisions de croissance de l'Émetteur sont de 0,9 % et de 1,0 % pour 2014 et 2015, respectivement) après avoir enregistré un taux de -0,4 % en 2013. La reprise économique devrait être dynamisée par la réduction des mesures publiques d'austérité, une politique monétaire favorable dans la durée de la part de la Banque Centrale Européenne (BCE), le redressement de l'économie mondiale et la diminution des facteurs d'incertitude. Un euro plus fort, un endettement plus élevé dans les secteurs privés et publics et des conditions de financement toujours difficiles (surtout pour les petites et moyennes entreprises et pour de nombreux États membres) devraient continuer à empêcher la croissance potentielle dans l'Eurozone. L'inflation devrait être très modérée dans l'ensemble de l'Eurozone. En 2014, les éléments importants seront « l'examen de la qualité des actifs » et le test de stress qui sont prévus et que la BCE réalisera en lien avec les autorités de

		contrôle nationales et l'Autorité bancaire européenne (ABE). Malgré les efforts actuels de nombreuses banques européennes pour réduire la dette et augmenter le capital, de nouveaux déficits ou insuffisances des banques dans certains pays pourraient apparaître au cours de ces recherches. Cette perspective et l'incertitude, qui prévaut actuellement sur la manière dont les besoins en capital pourraient être potentiellement satisfaits, pourraient entraîner une incertitude à la fois sur les marchés financiers et, potentiellement, à l'approche de ces tests. Étant donné les risques actuels de déflation et la faible croissance, nous nous attendons à ce que la BCE poursuive l'ajustement des taux d'intérêt et décide d'apports supplémentaires de liquidités si la situation du marché le nécessite. Compte tenu de la persistance des taux d'intérêt bas, de l'hésitation des clients et de la volatilité encore prévisible sur les marchés, le potentiel de croissance des bénéfices dans le secteur bancaire doit encore être considéré comme modeste. Des questions telles que les exigences en matière de capital, la réglementation et la restructuration seront encore des sujets essentiels dans le secteur bancaire en 2014 et marqueront de leur empreinte l'aspect financier des choses. Des réductions générales des coûts et la révision des modèles de gestion occuperont une fois de plus une place centrale. L'accroissement des exigences réglementaires en matière de fonds propres et de liquidités continuera à préoccuper l'ensemble du secteur financier et, sans aucun doute, augmentera fortement les charges d'exploitation. Pour l'Allemagne, l'Émetteur prévoit des taux de croissance de 1,9 % environ pour 2014 et de 1,7 % pour 2015. Aux États-Unis, il faut encore observer comme réagira la Réserve fédérale aux défis actuels et si les partis politiques des États-Unis peuvent parvenir à un accord sur le budget du pays. L'Asie semble stable et demeurera certainement attractive pour les investisseurs. Néanmoins, il faut encore voir comment la Chine résoudra certains de ses défis actuels. Pour les pays industriels, le taux d'inflation en 2014 devrait légèrement augmenter à 1,7 % et demeurer ensuite relativement stable les années suivantes. De même, en Allemagne, le taux d'inflation devrait osciller au-dessous de 2%. Concernant les taux d'inflation des pays émergents, l'Émetteur s'attend à une légère augmentation de 5,0 % en 2014 et de 5,2 % en 2015. Aucun projet de modification importante du modèle de gestion n'existe en 2014 pour l'Émetteur. Il continuera à s'axer sur son activité de base et, compte tenu de l'environnement difficile du marché, s'efforcera de maintenir et, si possible, d'étendre sa part actuelle de marché. À cet égard, l'Émetteur conseillera et soutiendra ses clients dans toutes les activités générales en s'appuyant sur le réseau mondial et les produits de Citi. En 2014, l'Émetteur mettra en œuvre une nouvelle fois un programme strict de gestion des coûts et de la comptabilité. Dans ce sens, il recherchera essentiellement à améliorer l'efficacité opérationnelle et à consolider davantage les structures de gouvernance d'entreprise. L'optimisation des procédures internes restera aussi l'objectif. Il n'existe aucun projet d'augmentation importante du portefeuille de clients, du volume des affaires et du choix de produits et services. L'Émetteur a cependant l'intention d'ajouter ponctuellement des clients stratégiquement importants à sa clientèle dans la mesure où peut être mis au point un modèle de gestion apportant des gains économiques durables pour ces clients et pour Citi. La solvabilité du portefeuille de clients actuel est considérée stable. L'exposition du portefeuille de prêts par

		rapport aux pays périphériques est limitée au maximum. Aucun préjudice important de cette exposition n'est présagé. Le capital-risque actuellement disponible est considéré comme totalement adéquat pour mener le modèle de gestion actuel. Étant donné les prévisions réalisées par les différentes divisions de l'Émetteur et les mesures décrites ci-dessus, la Banque prévoit à nouveau un bénéfice global pour l'exercice 2014 mais qui sera probablement légèrement inférieur à celui de 2013.
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 historiques et pour toute période intermédiaire	**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 2013 entre l'exercice budgétaire antérieur (exercice 2012) et l'exercice 2013 et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG :

	30.11.2013 en millions d'euros	**Exercice précédent (30.11.2012)**

ultérieure, accompagnées de données comparatives couvrant la même période de l'exercice précédent; la présentation des bilans de clôture suffit toutefois à remplir l'exigence d'informations bilancielles comparables.

Une déclaration attestant qu'aucune détérioration significative n'a eue de répercussions sur les perspectives de 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 de l'émetteur survenus après la période couverte par les informations financières historiques.

		en millions d'euros
Total du bilan	13.516	9.543
Volume d'activité	14.793	11.162
Fonds propres	590	590
Portefeuille des prêts	5.101	5.626
Nombre d'employés	270	334

	01.12.2012 - 30.11.2013 en millions d'euros	**Exercice précédent (01.12.2011 - 30.11.2012)** en millions d'euros
Revenus d'intérêt de l'exploitation	6	11
Commissions de courtage	80	111
Commissions d'opérations sur valeurs mobilières	15	18
Revenu net des opérations financières de négoce	35	25
Frais généraux et administratifs	151	161

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

	30.11.2013 en millions d'euros (audité)	**Exercice précédent (30.11.2012)** 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	196,3	195,8
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 13,3 millions d'euros (9,4 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 : **30.11.2013** en millions d'euros / **Exercice précédent (30.11.2012)** en millions d'euros Fonds propres au bilan: 590,5 / 590,0 Moins immobilisations: 0 / 0 Capital de base: 603,8 / 599,3 Capitaux supplémentaires: 0,0 / 0,0 Fonds propres: 603,8 / 599,3 Ratios de capitaux Fonds propres Tier one en %: 37,5 / 33,6 Ratio de capitaux totaux en %: 37,5 / 33,6 L'Émetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2013, aucune détérioration significative n'a affecté les perspectives de l'Émetteur. En outre, l'Émetteur déclare que depuis la date des derniers états financiers audités au 3o novembre 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale.
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'Émetteur 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 peut ne pas avoir déduit et payé la retenue à la source des dividendes reçus en relation avec des transactions communément appelées cum-ex transactions pour des actions qu'il conserve pour ses clients suivant les besoins. 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'euros 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. Le 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 une 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. Citigroup Global Markets Deutschland AG a obtenu l'avis juridique d'un bureau réputé de consultants en fiscalité ainsi que d'un cabinet réputé d'expertise

		comptable. A partir de ces avis, la direction de Citigroup Global Markets Deutschland AG considère que la probabilité d'obtenir gain de cause dans l'hypothèse d'une procédure judiciaire excède 50 pourcents. De ce fait, la direction de Citigroup Global Markets Deutschland AG a décidé de n'écrire dans ses comptes qu'une réserve au titre de l'avis juridique et des dépenses éventuelles de litige et a décidé à cet égard qu'un montant de 2 millions d'Euros était adéquat. 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: DE000CF99F08 Numéro d'identification local : 4969C
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 *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	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.

	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.	
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 Open End Turbo Bull à barrière désactivante** Les Warrants Open End Turbo Bull à barrière désactivante 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 Open End Turbo Bull à barrière désactivante perde sa valeur ou quasiment sa valeur immédiatement (événement désactivant) 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. Lorsque l'investisseur fait jouer son droit d'exercice ou après clôture par l'Émetteur, dans les deux cas à une date d'évaluation, le montant en numéraire ou le montant d'arrivée à terme reçu par les investisseurs à la date d'échéance 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 Open End 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: Au plus tard le cinquième jour ouvrable bancaire suivant la date d'exercice ou la date de rappel, le cas échéant, au siège social de l'émetteur et de la place du dépositaire central des titres. Date d'exercice: Le dernier jour ouvrable de chaque mois au cours duquel le détenteur du warrant remplit les conditions d'exercice. Date d'évaluation: En cas d'exercice le premier date d'exercice, à condition que ce jour soit un jour ouvrable bancaire à Londres et un jour de bourse et un jour où les options et les contrats à terme portant sur le sous-jacent sont négociés sur la bourse d'ajustement de référence, ou en cas de rappel la journée à laquelle le rappel devient effectif.
C.17	Décrire la procédure de règlement des	Dans le cas de Warrants pour lesquels les détenteurs de warrant disposent d'un droit d'exercice à tout moment, l'Émetteur transfèrera tout montant positif en numéraire au dépositaire central de titres à la date d'échéance pour le mettre au

	instruments dérivés.	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 avec cette modalité d'exercice, afin d'exercer le droit d'option, le détenteur du warrant doit avoir soumis une notification d'exercice effectif à l'agent d'exercice au cours de la période d'exercice et avoir transféré les Warrants qui doivent être exercés à l'Émetteur, en créditant son compte chez Clearstream Francfort ou Clearstream Luxembourg, ou chez Euroclear. Si le droit d'option n'est pas exercé effectivement au cours de la période d'exercice et 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 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 qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son 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 que des effets financiers probables de cette matérialisation.	**<u>Facteurs généraux de risque des Warrants</u>** **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 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. **<u>Facteurs de risque spécifiques au produit</u>** **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. **Risque d'exercice des warrants et du droit de l'Émetteur à la résiliation** Dans le cas des Warrants Turbo Open-End à barrière désactivante, le risque existe que la période de validité prenne fin inopinément. La période de validité des Warrants se termine soit avec l'exercice effectif des warrants par le détenteur du warrant, ou par la résiliation de tous les Warrants par l'Émetteur, ou lors de la survenue d'un événement désactivant ou d'un rachat anticipé des Warrants, si les termes et conditions prévoient le rachat anticipé des Warrants. **Risque relatif aux ajustements du prix d'exercice et de la barrière désactivante** Dans le cas de Warrants Turbo Open-End Bull à barrière désactivante, le prix d'exercice et la barrière désactivante des Warrants font l'objet d'un ajustement quotidien (ou mensuel pour la barrière désactivante). Afin de refléter les coûts de financement encourus par l'Émetteur associés aux opérations de couverture conclues pour les Warrants, le prix d'exercice des warrants est modifié quotidiennement par un montant d'ajustement. **Les investisseurs doivent prendre conscience que le taux d'ajustement** utilisé pour ajuster les caractéristiques des Warrants et spécifié par l'Émetteur à sa discrétion raisonnable lors de la détermination du facteur de correction de taux d'intérêt, **est susceptible de différer de manière significative au cours de certaines périodes d'ajustement du niveau de financement,** si les conditions prévalant sur le marché l'exigent, **du taux d'ajustement déterminé pour la première période d'ajustement du niveau de financement.** De plus, la barrière de désactivation correspondante pour les périodes respectives suivantes d'ajustement du niveau de financement est ajustée par l'Émetteur, à sa raisonnable discrétion, à une date d'ajustement conforme aux termes et conditions des Warrants. **Les investisseurs devraient donc ne pas supposer que la barrière désactivante demeurera toujours plus ou moins à la même distance**

		du prix d'exercice pendant la période de validité des Warrants.
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 09.05.2014. Les offreur des Warrants est: l'Émetteur La date d'émission est: 09.05.2014 **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 0,24. 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

08 May 2014

to the

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

MINI FUTURE WARRANTS (Turbo Call Infini)

referenced to the following underlying:

AXA

ISIN: DE000CF99F16

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 Mini Future Warrants (Product No. 4) (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 11 April 2014, 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 Mini Future 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 Mini Future 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 Stop-Loss Cash Amount (No. 2a (2) of the Issue Specific Conditions) or the Termination Amount (No. 2 of the General Conditions and/or No. 4 of the Issue Specific 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 (1) of the Issue Specific Conditions) or the early redemption or Termination of the Warrants by the Issuer (No. 2 of the General Conditions and/or No. 4 of the Issue Specific 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 (Mini Long) or lower than (Mini Short) the respective Strike.

(3) The following definitions shall apply in these Terms and Conditions:

"**Additional Securities Depositaries**":	Euroclear System, Brussels; Clearstream Banking S.A., Luxembourg

"**Adjustment Date**":	The first Banking Day in Frankfurt of each month.
"**Adjustment due to Dividend Payments**":	In case of dividends or other equivalent cash distributions on a share or one or more shares represented in an index, the Issuer will adjust the effective Strike and, as the case may be, the effective Knock-Out Barrier at its reasonable discretion. The adjustment will be effected at the day on which shares of the respective company, for which dividends or other equivalent cash distributions are made, are traded ex-dividend on its home exchange.
"**Adjustment Rate**":	The Adjustment Rate for the first Financing Level Adjustment Period corresponds to the relevant rate as specified in Table 1 of the Annex to the Issue Specific Conditions for the first Financing Level Adjustment Period. The Adjustment Rate applicable in each succeeding Adjustment Period composes as follows: in case of Mini Future Long Warrants the sum of, and for Mini Future Short Warrants the difference of (i) the Reference interest rate at the last day of the respective preceding Financing Level Adjustment Period and (ii) the Interest Rate Correction Factor applicable in the respective Financing Level Adjustment Period. If the Reference Interest Rate is no longer displayed in one of the manners described above, the Issuer is entitled to determine at its reasonable discretion a Reference Interest Rate based on the market practice prevailing at the time and giving due consideration to the prevailing market conditions.
"**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 Central Securities Depositary**":	France
"**Currency Conversion Date**":	As specified in Table 2 of the Annex to the Issue Specific

	Conditions.
"**Exchange Rate Reference Agent**":	not applicable
"**Exercise Date**":	The last Banking Day of each month 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).
"**Financing Level Adjustment Period**":	The period from the Issue Date until the first Adjustment Date (inclusive) and each following period from an Adjustment Date (exclusive) until the next following Adjustment Date (inclusive).
"**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.
"**Interest Rate Correction Factor**":	An interest rate determined for each Financing Level Adjustment Period by the Issuer at its reasonable discretion taking into account the then prevailing market environment. It may be different for Mini Long and Mini Short 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**":	In the first Financing Level Adjustment Period, the Knock-Out Barrier is equal to: See Table 1 of the Annex to the Issue Specific Conditions.
"**Maturity Date**":	The earlier of the Payment Date upon Exercise or the Payment Date upon Termination.
"**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 Exercise Date + 1**":	not applicable
"**Modified Exercise Date**":	The Exercise Date provided that such day 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, otherwise the first day following the Exercise Date on which the aforementioned prerequisites are met.
"**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**":	Period from the Issue Date (inclusive) until the Valuation Date (inclusive).
"**Payment Date upon Exercise**":	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.
"**Payment Date upon Termination**":	At the latest the fifth common Banking Day following the Termination 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 Interest Rate**":	Interest rate as published on the Reuters page EURIBOR1M= (or a replacing page) for EUR-Rates Ref., USDVIEW (or a replacing page) for US-Rates Ref., JPYVIEW (or a replacing page) for Yen-Rates Ref., CHFLIBOR (or a replacing page) for CHF-Rates Ref., HKDVIEW (or a replacing page) for HKD-Rates Ref., and SEKVIEW (or a replacing page) for SEK-Rates Ref.
"**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**":	On the Issue Date, the Strike is equal to: See Table 1 of the Annex to the Issue Specific Conditions.

"**Type**":	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 + 1**":	not applicable
"**Valuation Date**":	As specified in Table 2 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. 2a
Knock-Out

(1) 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 (Mini Long) or is equal to or exceeds (Mini Short) the Knock-Out Barrier (No. 2b (2) of the Issue Specific Conditions) of the Warrant (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. If the Stop-Loss Cash Amount in accordance with paragraph (2) of this No. 2a is positive, the Warrant Holder shall receive the Stop-Loss Cash Amount. 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 (Mini Long) or reached or exceeded (Mini Short) the Knock-Out Barrier.

(2) If the term of the Warrants ends early as a result of a Knock-Out Event, the Issuer shall pay any Stop-Loss Cash Amount to the Warrant Holders.

The "**Stop-Loss Cash Amount**" shall be either the Stop-Loss Intrinsic Value, if the latter is already expressed in the Settlement Currency, or the Stop-Loss Intrinsic Value converted into the Settlement Currency using the Stop-Loss Exchange Rate.

The "**Stop-Loss Intrinsic Value**" shall be the difference, expressed in the Reference Currency and multiplied by the Multiplier, by which the Hedge Price is higher than (Mini Long) or lower than (Mini Short) the Strike.

The "**Hedge Price**" shall be a price determined by the Issuer in its reasonable discretion within 120 minutes following the occurrence of the Knock-Out Time as the level of the Underlying in line with the market, calculated taking into account the computed proceeds from unwinding the corresponding hedging transactions. For this purpose, the Hedge Price shall be at least equal to the lowest (Mini Long) or highest (Mini Short) price of the Underlying determined within 120 minutes following the occurrence of the Knock-Out Time.

The "**Stop-Loss Exchange Rate**" shall be the exchange rate determined by the Issuer in its reasonable discretion within a maximum of 120 minutes following the occurrence of the Knock-Out Time in place of the Reference Rate for Currency Conversion.

In the event that the Knock-Out Time occurs less than 120 minutes before the end of the normal trading hours of the Underlying, the time available in accordance with the preceding paragraph for the determination of the Hedge Price shall be extended accordingly from the start of the next following exchange session.

If Market Disruption Events within the meaning of No. 7 of the Issue Specific Conditions occur during the time available to the Issuer for the determination of the Hedge Price and if the Issuer has not yet determined the Hedge Price when the Market Disruption Events occur, the time available for the determination of the Hedge Price shall be extended for the duration of the Market Disruption Events. The right of the Issuer to determine the Hedge Price or the Stop-Loss Exchange Rate shall continue to apply during the existence of Market Disruption Events.

If the Market Disruption Events within the meaning of No. 7 of the Issue Specific Conditions continue to exist until the end of the fifth Banking Day in Frankfurt am Main, at the Auxiliary Location and at the location of the Relevant Exchange following the next Exercise Date for the Warrants and if the Issuer has not yet determined the Hedge Price, the Issuer shall determine the Hedge Price in its reasonable discretion taking into account the market conditions prevailing on that day.

The payment of any Stop-Loss Cash Amount shall be made in accordance with No. 3 (4) of the Issue Specific Conditions, with the proviso that the Stop-Loss Payment Date shall be no later than the fifth Banking Day in Frankfurt am Main and at the location of the Central Securities Depositary following the determination of the Hedge Price.

No. 2b
Adjustment Amount

(1) The respective "**Strike**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Strike shall be adjusted on each calendar day during a Financing Level Adjustment Period by the Adjustment Amount calculated by the Issuer for that relevant calendar day. The Adjustment Amount for Mini Long or Mini Short Warrants may vary. The "**Adjustment Amount**" of a series applying for each calendar day during the respective Financing Level Adjustment Period shall be equal to the result obtained by multiplying the Strike applying on the Adjustment Date falling in that Financing Level Adjustment Period by the Adjustment Rate applicable in that Financing Level Adjustment Period and converted to the amount for one calendar day using the actual/360 day count convention. The resulting Strike for each calendar day shall be rounded to three decimal places in accordance with normal commercial practice, but the calculation of the next following Strike in each case shall be based on the unrounded Strike for the preceding day. The calculations for the first Financing Level Adjustment Period shall be based on the Strike on the Issue Date.

(2) The respective "**Knock-Out Barrier**" of a series for the first Financing Level Adjustment Period shall be equal to the value specified in Table 1 of the Annex to the Issue Specific Conditions. For each subsequent Financing Level Adjustment Period, the Knock-Out Barrier shall be determined by the Issuer in its reasonable discretion on the Adjustment Date falling in that Financing Level Adjustment Period, taking into account the market conditions prevailing in each case (in particular taking into account volatility).

In addition, the Issuer shall have the right, on days on which, in the determination of the Issuer, the Strike after Adjustment (in accordance with paragraph (1) of this No. 2b) would be equal to, fall below or exceed the Knock-Out Barrier respectively, to adjust the Knock-Out Barrier in its reasonable discretion at the same time as the Adjustment of the Strike, taking into account the market conditions prevailing in each case (in particular taking into account volatility).

(3) In the event of dividend payments or other cash distributions equivalent to dividend payments in respect of the Underlying (applicable in the case of shares as the Underlying) or in respect of the shares on which the Underlying is based (applicable in the case of stock indices as the Underlying), the Strike applying in each case and, where relevant, the Knock-Out Barrier shall be adjusted in accordance with No. 2 (3) of the Issue Specific Conditions (Adjustment due to Dividend Payments).

No. 3
Exercise of the Option Rights

(1) The Warrants may be exercised by the Warrant Holder only with effect as of an Exercise Date in accordance with No. 2 (3) of the Issue Specific Conditions. 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 at the latest by 10:00 a.m. (local time at the location of the relevant Exercise Agent) on the Exercise Date. The provisions of paragraphs (2) to (4) of this No. 3 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 Paris and Frankfurt am Main 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 fifteen (15) 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) 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.

(4) 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
Termination

(1) The Issuer shall have the right to terminate all of the Warrants of a series during their term with a notice period of 4 weeks by giving notice in accordance with No. 4 of the General Conditions with effect as of the Termination Date specified in the notice (the "**Termination Date**"). Termination in accordance with this No. 4 may not be effected earlier than 3 months after the Issue Date. All Termination Notices issued pursuant to this No. 4 are irrevocable and

must specify the Termination Date. The Termination shall become effective on the date specified in the announcement of the notice. For the purposes of calculating the Cash Amount in accordance with No. 2 of the Issue Specific Conditions, the date on which the Termination becomes effective shall be deemed to be the Valuation Date within the meaning of these Terms and Conditions.

(2) In the event of Termination by the Issuer, No. 3 of the Issue Specific Conditions shall not apply. The Exercise Date within the meaning of No. 2 (3) of the Issue Specific Conditions shall in this case be the date on which the Termination becomes effective. The Payment Date shall be the Payment Date upon Termination in accordance with paragraph (3) of this No. 4.

(3) In this event, the Issuer will transfer the Cash Amount for all of the Warrants affected by the Termination to the Central Securities Depositary within five (5) Banking Days at the head office of the Issuer and at the location of the Central Securities Depositary after the Termination Date for the credit of the Warrant Holders registered with the Central Securities Depositary on the second day following the Termination Date (referred to in the following as "**Payment Date upon Termination**"). 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.

In the event that the onward transfer is not possible within three months after the Payment Date upon Termination ("**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.

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. "**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: 09/05/2014
Initial value date in France: 14/05/2014

ISIN / Local Trading Code	Underlying	Type	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Strike on the Issue Date / Knock-Out Barrier in the 1st Financing Level Adjustment Period	Multiplier	Adjustment Rate in the 1st Financing Level Adjustment Period	Number	Reference Price of the Underlying ("Reference Price")
DE000CF99F16 / 4996C	AXA	Mini Long	No	EUR 0.47	Euro (EUR)	EUR 16.24 / EUR 17.00	0.25	4.24 %	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 / Relevant Adjustment Exchange for the Underlying ("Adjustment Exchange")	Valuation Date / Currency Conversion Date	Currency in which the Reference Price is expressed ("Reference Currency")
AXA S.A. / Common Shares	FR0000120628	Euronext Paris / EUREX Frankfurt	Modified Exercise Date / 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	:	STOXX Limited, Zurich, Switzerland
Dow Jones & Company, Inc.	:	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.	:	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 Paris	:	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 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, Spain
NYSE	:	New York Stock Exchange, New York, NY, USA
OCC	:	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):

- **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 respective strike is not equal to the knock-out barrier and the risk of a total loss due to jumps in the price of the underlying (gap risk) is borne directly by the warrant holder (Turbo stop-loss with gap risk), the following risk factors also apply:

- **Risk of total loss prior to maturity due to the occurrence of a knock-out event**
- **Price risk in connection with rising implied volatility**
- **Risk of total loss due to jumps in the price of the underlying (gap risk)**
- **Risk of exercise of the Warrants and Issuer's right of termination**
- **Risk of total loss due to a knock-out event and risk from the Issuer unwinding its hedging position**
- **Price risk in connection with rising implied volatility for Turbo stop-loss Warrants with gap risk**
- **Risk relating to adjustments of the strike and of the knock-out barrier**

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 09/05/2014.

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.axa.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		
A.1	This Summary presents the key features and risks of Citigroup Global Markets Deutschland AG (the "**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 11 April 2014 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 has assumed responsibility for this Summary including any translations of the same. The Issuer or persons who have tabled the Summary may be held liable, 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.**
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.	**Domicile** Frankfurt 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.
B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	The Issuer is forecasting a significant increase in the growth rate for the global economy in 2014, climbing from 2.4% to 3.1%. For the years thereafter, we are anticipating a further increase to 3.3% for 2015 and a rise to 3.5% for 2016 and 2017. Overall, the Issuer continues to expect significant differences between the individual regions. The Issuer expects modest growth in the Eurozone (the Issuer's growth projections are 0.9% and 1.0% for 2014 and 2015, respectively) after having reported a -0.4% rate in 2013. The economic recovery should be buoyed by scaled-down public austerity measures, a continuing supportive monetary policy from the European Central Bank (ECB), a recovering global economy and a decline in the factors of uncertainty. A stronger Euro, higher debt loads in the private and public sectors and a persistently difficult financing terms and conditions (above all for small and mid-sized companies and for many Member States) should continue to inhibit the growth potential in the Eurozone. Inflation should be very modest in the entire Eurozone. Important factors in 2014 will be the planned "Asset Quality Review" and the stress test, which the ECB will perform in conjunction with national supervisory authorities and the European Bank Authority (EBA). Despite the current efforts by many European banks to lower debt and raise capital, new capital shortfalls or gaps at the banks in some countries could come to light during the course of these investigations. This prospect and the currently prevailing uncertainty about how such capital shortfalls could be potentially filled could cause uncertainty both on the financial markets and potentially in the run-up to these tests. Given the current risks of deflation and weak growth, we expect that the ECB will further adjust interest rates, and will decide on additional liquidity measures, if the market situation necessitates such action. In light of the continued low interest rates, the hesitancy of clients, and the volatility still anticipated on the markets, the potential for earnings growth within the banking industry must still be viewed as modest. Issues such as capital requirements, regulation and restructuring will again be the major themes in the banking industry in 2014 and will leave their mark on the cost side of things. General cost reductions and the review of the business models will once again take center stage. Increased regulatory requirements concerning equity capital and liquidity will continue to preoccupy the entire financial industry and will without question significantly increase operating costs. For Germany, the Issuer is forecasting growth rates of about 1.9% for 2014 and 1.7% for 2015. In the United States, it remains to be seen how the Federal Reserve will react to the current challenges and whether the political parties in the US can reach an agreement on the US budget. Asia is viewed as stable and will certainly remain attractive to investors. Nevertheless, it remains to be seen how China will resolve some of its current challenges. For the industrial countries, the inflation rate in 2014 should increase slightly to

		1.7%, and then remain relatively stable in the years thereafter. Also in Germany, the inflation rate should hover below 2%. With respect to the inflation rates for the emerging countries, the Issuer expects a slight increase to 5.0% in 2014 and to 5.2% in 2015. There are no plans for the Issuer's business model to change significantly in 2014. The Issuer will continue to focus on its core business and, in light of the difficult market environment, direct its attention to maintaining and, where possible, expanding its current market share. In this respect, the Issuer will advise and support its clients in all global activities by relying on the global network and products of Citi. In 2014, the Issuer shall once again operate a disciplined cost and accounting management program. It will direct most of its attention in this regard to improving operational efficiency and to further strengthening the corporate governance structures. Optimizing internal procedures will also remain a focus. There is no plan to significantly expand the client portfolio, the volume of business and the selection of products and services. The Issuer does intend, however, to selectively add strategically important clients to its client base, to the extent that a business model can be developed which provides sustainable economic benefits for these clients and Citi. The credit standing of the current client portfolio is viewed as stable. The loan portfolio exposure to the peripheral countries is to the largest extent limited. No significant detriment from that exposure is anticipated. The risk capital currently available is viewed as absolutely adequate for running the current business model. Given the forecasts made by the individual Issuer's divisions and the measures described above, the Bank is again projecting an overall profit for fiscal year 2014, but it will probably be slightly lower than the 2013 profit.
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	Not applicable; the Issuer has decided not to make any profit forecasts or profit estimates in the Base Prospectus.

<table>
<tr><td></td><td>figure.</td><td></td></tr>
<tr><td>B.10</td><td>A description of the nature of any qualifications in the audit report on the historical financial information.</td><td>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.</td></tr>
<tr><td>B.12</td><td>Selected historical key financial information regarding the issuer, presented for each financial year of the period covered by the historical financial information and any subsequent interim financial period accompanied by comparative data from the same period in the prior financial year, except that the requirement for comparative balance sheet information is satisfied by presenting the year-end balance sheet information. A statement that there has been no material adverse change in the prospects of the issuer since the date of its last published audited financial statements or a description of any material adverse change.

A description of significant changes in the financial or</td><td>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 2013 between the prior fiscal year (fiscal year 2012) and fiscal year 2013 and thereby reveals the business development of Citigroup Global Markets Deutschland AG:

<table>
<tr><th></th><th>30.11.2013
in million Euro</th><th>prior fiscal year (30.11.2012)
in million Euro</th></tr>
<tr><td>Balance sheet total</td><td>13,516</td><td>9,543</td></tr>
<tr><td>Business volume</td><td>14,793</td><td>11,162</td></tr>
<tr><td>Equity capital</td><td>590</td><td>590</td></tr>
<tr><td>Loan portfolio</td><td>5,101</td><td>5,626</td></tr>
<tr><td>Number of employees</td><td>270</td><td>334</td></tr>
</table>

<table>
<tr><th></th><th>01.12.2012 - 30.11.2013
in million Euro</th><th>prior fiscal year (01.12.2011 - 30.11.2012)
in million Euro</th></tr>
<tr><td>Interest income from operations</td><td>6</td><td>11</td></tr>
<tr><td>Commissions from brokerage business</td><td>80</td><td>111</td></tr>
<tr><td>Commissions from securities business</td><td>15</td><td>18</td></tr>
<tr><td>Net income from financial trading operations</td><td>35</td><td>25</td></tr>
<tr><td>General administrative expenses</td><td>151</td><td>161</td></tr>
</table>

As of the balance sheet date, the balance sheet equity capital consists of the following components:

<table>
<tr><th></th><th>30.11.2013
in million Euro
(audited)</th><th>prior fiscal year (30.11.2012)
in million Euro
(audited)</th></tr>
<tr><td>Subscribed capital</td><td></td><td></td></tr>
</table>
</td></tr>
</table>

	trading position of the issuer subsequent to the period covered by the historical financial information.	<table><tr><td>Share capital</td><td>210.6</td><td>210.6</td></tr><tr><td>Silent partner capital</td><td>122.7</td><td>122.7</td></tr><tr><td>Capital reserves</td><td>196.3</td><td>195.8</td></tr><tr><td>Legal reserves</td><td>33.0</td><td>33.0</td></tr><tr><td>Other earnings reserves</td><td>27.9</td><td>27.9</td></tr></table> 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 13.3m (EUR 9.4m in the previous year). The regulatory capital under BIZ consists of core capital and supplemental capital (subordinated liabilities) after approval as follows: <table><tr><td></td><td>30.11.2013 in million Euro</td><td>prior fiscal year (30.11.2012) in million Euro</td></tr><tr><td>Equity capital on balance sheet</td><td>590.5</td><td>590.0</td></tr><tr><td>Less intangible assets</td><td>0</td><td>0</td></tr><tr><td>Core capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Supplementary capital</td><td>0.0</td><td>0.0</td></tr><tr><td>Equity capital</td><td>603.8</td><td>599.3</td></tr><tr><td>Capital ratios</td><td></td><td></td></tr><tr><td>Tier one capital in %</td><td>37.5</td><td>33.6</td></tr><tr><td>Total capital ratio in %</td><td>37.5</td><td>33.6</td></tr></table> The Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material adverse change in the outlook of the Issuer has occurred. Furthermore, the Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material change has occurred in the financial or trading position.
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.	Not applicable; significant events that may have a material impact on the assessment of the Issuer's solvency have recently not occurred. 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 (*die den Verkaufsauftrag ausführende Stelle*) 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 optimize its organizational structure.
B.14	B.5 plus: If the issuer is dependent upon other entities within the group, this must be clearly stated.	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 (*Aktiengesetz*, "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 and the class of the securities being offered and/or admitted to trading, including any security identification number.	**Type/form of the Warrants** Warrants are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with 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 (*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. **Security identification number** ISIN: DE000CF99F16 Local Code: 4996C
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 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 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 Mini Future Long Warrants** Mini Future Long 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 Mini Future Long 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. In the event of exercise by the investor or following termination by the Issuer, in each case on a valuation date, the cash or termination amount received by the investors on the maturity date 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 investor receives the stop-loss cash amount which is equal to the difference, multiplied by the multiplier, by which the hedge price is higher than the strike, provided that this amount is positive. The hedge price is a price determined by the Issuer in its reasonable discretion within 120 minutes following the occurrence of the knock-out time as the level of the underlying in line with the market, calculated taking into account the computed proceeds from unwinding the corresponding hedging transactions. For this purpose, the hedge price is at least equal to the lowest price of the underlying determined within 120 minutes following the occurrence of the knock-out time. If the stop-loss cash amount is zero or negative, the Mini Future Long Warrant expires worthless.
C.16	The expiration or maturity date of the derivative securities –	Maturity date: At the latest the fifth common banking day following the exercise date or the termination date, as the case may be, at the registered office of the Issuer and the place of the central securities depositary.

	the exercise date or final reference date.	Exercise date(s): The last banking day of each month on which the warrant holder meets the exercise prerequisites. Valuation date: In case of an exercise the first exercise date, provided that such day is a Banking Day in London and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant adjustment exchange, or in case of a termination the day on which the termination becomes effective.
C.17	A description of the settlement procedure of the derivative securities.	In the case of Warrants which the warrant holders have the right to exercise, the Issuer will transfer any amount payable 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. 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 this type of exercise, in order to exercise the option right the warrant holder must have submitted an effective exercise notice to the exercise agent within the exercise period and transferred the Warrants intended to be exercised to the Issuer, crediting its account with Clearstream Frankfurt or Clearstream Luxembourg, or to Euroclear. If the option right is not exercised effectively within the exercise period and 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: *855705* ISIN: *FR0000120628* Company: AXA S.A. Relevant stock exchange: Euronext Paris Reuters page: AXAF.PA Website: www.axa.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 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, a statement of that fact, together with a description of the circumstances in which such additional liability arises and the likely financial effect.	**<u>General risk factors of Warrants</u>** **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. **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. **<u>Product specific risk factors</u>** **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 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 loss equal to the difference

		between the capital invested (plus transaction costs) and the stop-loss cash amount payable by the Issuer on the occurrence of the knock-out event. **In the most unfavorable case, the stop-loss cash amount may be equal to zero and the warrant holder will suffer a total loss of the 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. **Risk of exercise of the Warrants and Issuer's right of termination** In the case of Open End Turbo Warrants with knock-out, there is a risk that the term may be ended unexpectedly. The term of the Warrants ends either with the effective exercise of the Warrants by the warrant holder, or with a termination of all the Warrants by the Issuer, or on the occurrence of a knock-out event or an early redemption of the Warrants, if the terms and conditions provide for early redemption of the Warrants. **Risk of total loss due to a knock-out event and risk from the Issuer unwinding its hedging position** If the Warrants are Open End Turbo Bull Warrants with knock-out, the term of the Warrants ends early at the knock-out time and the option rights expire worthless, in the event that the price of the underlying defined in the terms and conditions reaches or falls below (Bull) the knock-out barrier of the Open End Turbo Warrant within an observation period defined in the terms and conditions. In the case of Open End Turbo Bull Warrants with knock-out, if a knock-out event occurs, investors will suffer a loss equal to the difference between the capital invested (plus transaction costs) and the stop-loss cash amount payable by the Issuer on the occurrence of the knock-out event. The stop-loss cash amount is determined by the Issuer taking into account a hedge price also calculated by the Issuer. Since the hedge price of the underlying may also be considerably lower than (bull) the knock-out barrier, the warrant holder bears the risk arising from the unwinding of the hedging position by the Issuer. **In the most unfavorable case, the stop-loss cash amount may be equal to zero and the warrant holder will suffer a total loss of the capital invested.** **Price risk in connection with rising implied volatility for Turbo stop-loss Warrants with gap risk** If the strike and the knock-out barrier for Turbo stop-loss Warrants with gap risk are close to each other and if the price of the underlying in such cases moves towards the knock-out barrier and approaches it, then the increased risk

		of an early knock-out event becomes a separate quantifiable component of the option price for the first time. The measure for the quantification of these components of the option price is the implied volatility. 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, the strike and the knock-out barrier in each case are close to each other. **Risk relating to adjustments of the strike and of the knock-out barrier** In the case of Open End Turbo Bull Warrants with knock-out, the strike and the knock-out barrier of the Warrants are subject to ongoing adjustment. In order to reflect the financing costs incurred by the Issuer in connection with the hedging transactions entered into for the Warrants, the strike of the Warrants is changed by an adjustment amount on a daily basis. **Investors should note that the adjustment rate** for adjusting the features of the Warrants specified by the Issuer using its reasonable discretion when determining the interest rate correction factor **may differ significantly in certain financing level adjustment periods**, if the prevailing market conditions so require, **from the adjustment rate determined for the first financing level adjustment period**. In addition, the relevant knock-out barrier for the respective following financing level adjustment period is adjusted by the Issuer in its reasonable discretion on an adjustment date pursuant to the terms and conditions of the Warrants. **Investors should therefore not assume that the knock-out barrier will always remain at roughly the same distance from the strike during the term of the Warrants**.
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 09/05/2014. The offeror of the Warrants is the Issuer. The issue date is: 09/05/2014 **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 0.47. 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 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 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 11 avril 2014 comprenant tous les suppléments et la Note relative aux valeurs mobilières de Citigroup Global Markets Deutschland AG datée 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 assume la responsabilité du contenu de ce Résumé, y compris de toute traduction en étant faite. L'Émetteur ou toute personne ayant déposé le Résumé peut être jugé responsable, 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	La raison sociale et le nom commercial de l'Émetteur est Citigroup Global Markets Deutschland AG.

	commercial de l'émetteur.	
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.	L'Émetteur prévoit une forte augmentation du taux de croissance de l'économie mondiale en 2014, de 2,4% à 3,1%. Pour les années suivantes, nous nous attendons à une nouvelle augmentation de 3,3% pour 2015 et à une hausse de 3,5 % pour 2016 et 2017. D'une façon générale, l'Émetteur s'attend au maintien d'écarts significatifs entre les différentes régions. L'Émetteur s'attend à une croissance modeste dans l'Eurozone (les prévisions de croissance de l'Émetteur sont de 0,9 % et de 1,0 % pour 2014 et 2015, respectivement) après avoir enregistré un taux de -0,4 % en 2013. La reprise économique devrait être dynamisée par la réduction des mesures publiques d'austérité, une politique monétaire favorable dans la durée de la part de la Banque Centrale Européenne (BCE), le redressement de l'économie mondiale et la diminution des facteurs d'incertitude. Un euro plus fort, un endettement plus élevé dans les secteurs privés et publics et des conditions de financement toujours difficiles (surtout pour les petites et moyennes entreprises et pour de nombreux États membres) devraient continuer à empêcher la croissance potentielle dans l'Eurozone. L'inflation devrait être très modérée dans l'ensemble de l'Eurozone. En 2014, les éléments importants seront « l'examen de la qualité des actifs » et le test de stress qui sont prévus et que la BCE réalisera en lien avec les autorités de contrôle nationales et l'Autorité bancaire européenne (ABE). Malgré les efforts actuels de nombreuses banques européennes pour réduire la dette et augmenter le capital, de nouveaux déficits ou insuffisances des banques dans certains pays pourraient apparaître au cours de ces recherches. Cette perspective et l'incertitude, qui prévaut actuellement sur la manière dont les besoins en capital pourraient être potentiellement satisfaits, pourraient entraîner une incertitude à la fois sur les marchés financiers et, potentiellement, à l'approche de ces tests. Étant donné les risques actuels de déflation et la faible croissance, nous nous attendons à ce que la BCE poursuive l'ajustement des taux d'intérêt et décide d'apports supplémentaires de liquidités si la situation du marché le nécessite. Compte tenu de la persistance des taux d'intérêt bas, de l'hésitation des clients et de la volatilité encore prévisible sur les marchés, le potentiel de croissance des bénéfices dans le secteur bancaire doit encore être considéré comme modeste. Des questions telles que les exigences en matière de capital, la réglementation et la

		restructuration seront encore des sujets essentiels dans le secteur bancaire en 2014 et marqueront de leur empreinte l'aspect financier des choses. Des réductions générales des coûts et la révision des modèles de gestion occuperont une fois de plus une place centrale. L'accroissement des exigences réglementaires en matière de fonds propres et de liquidités continuera à préoccuper l'ensemble du secteur financier et, sans aucun doute, augmentera fortement les charges d'exploitation. Pour l'Allemagne, l'Émetteur prévoit des taux de croissance de 1,9 % environ pour 2014 et de 1,7 % pour 2015. Aux États-Unis, il faut encore observer comme réagira la Réserve fédérale aux défis actuels et si les partis politiques des États-Unis peuvent parvenir à un accord sur le budget du pays. L'Asie semble stable et demeurera certainement attractive pour les investisseurs. Néanmoins, il faut encore voir comment la Chine résoudra certains de ses défis actuels. Pour les pays industriels, le taux d'inflation en 2014 devrait légèrement augmenter à 1,7 % et demeurer ensuite relativement stable les années suivantes. De même, en Allemagne, le taux d'inflation devrait osciller au-dessous de 2%. Concernant les taux d'inflation des pays émergents, l'Émetteur s'attend à une légère augmentation de 5,0 % en 2014 et de 5,2 % en 2015. Aucun projet de modification importante du modèle de gestion n'existe en 2014 pour l'Émetteur. Il continuera à s'axer sur son activité de base et, compte tenu de l'environnement difficile du marché, s'efforcera de maintenir et, si possible, d'étendre sa part actuelle de marché. À cet égard, l'Émetteur conseillera et soutiendra ses clients dans toutes les activités générales en s'appuyant sur le réseau mondial et les produits de Citi. En 2014, l'Émetteur mettra en œuvre une nouvelle fois un programme strict de gestion des coûts et de la comptabilité. Dans ce sens, il recherchera essentiellement à améliorer l'efficacité opérationnelle et à consolider davantage les structures de gouvernance d'entreprise. L'optimisation des procédures internes restera aussi l'objectif. Il n'existe aucun projet d'augmentation importante du portefeuille de clients, du volume des affaires et du choix de produits et services. L'Émetteur a cependant l'intention d'ajouter ponctuellement des clients stratégiquement importants à sa clientèle dans la mesure où peut être mis au point un modèle de gestion apportant des gains économiques durables pour ces clients et pour Citi. La solvabilité du portefeuille de clients actuel est considérée stable. L'exposition du portefeuille de prêts par rapport aux pays périphériques est limitée au maximum. Aucun préjudice important de cette exposition n'est présagé. Le capital-risque actuellement disponible est considéré comme totalement adéquat pour mener le modèle de gestion actuel. Étant donné les prévisions réalisées par les différentes divisions de l'Émetteur et les mesures décrites ci-dessus, la Banque prévoit à nouveau un bénéfice global pour l'exercice 2014 mais qui sera probablement légèrement inférieur à celui de 2013.
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.

<table>
<tr><td></td><td></td><td>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).</td></tr>
<tr><td>B.9</td><td>Lorsqu'une prévision ou une estimation du bénéfice est réalisée, en indiquer le montant.</td><td>Sans objet ; l'Émetteur a décidé de ne publier aucune prévision de bénéfice ou estimation de bénéfice dans le Prospectus de Base.</td></tr>
<tr><td>B.10</td><td>Décrire la nature des éventuelles réserves sur les informations financières historiques contenues dans le rapport d'audit.</td><td>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.</td></tr>
<tr><td>B.12</td><td>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, accompagnées de données comparatives couvrant la même période de l'exercice précédent; la présentation des bilans de clôture suffit toutefois à remplir l'exigence d'informations bilancielles comparables.

Une déclaration</td><td>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 2013 entre l'exercice budgétaire antérieur (exercice 2012) et l'exercice 2013 et rend donc compte du développement de l'activité de Citigroup Global Markets Deutschland AG :
<table>
<tr><td></td><td>30.11.2013
en millions d'euros</td><td>Exercice précédent (30.11.2012)
en millions d'euros</td></tr>
<tr><td>Total du bilan</td><td>13.516</td><td>9.543</td></tr>
<tr><td>Volume d'activité</td><td>14.793</td><td>11.162</td></tr>
<tr><td>Fonds propres</td><td>590</td><td>590</td></tr>
<tr><td>Portefeuille des prêts</td><td>5.101</td><td>5.626</td></tr>
<tr><td>Nombre d'employés</td><td>270</td><td>334</td></tr>
</table>
<table>
<tr><td></td><td>01.12.2012 - 30.11.2013
en millions</td><td>Exercice précédent (01.12.2011 -</td></tr>
</table></td></tr>
</table>

attestant qu'aucune détérioration significative n'a eue de répercussions sur les perspectives de 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 de l'émetteur survenus après la période couverte par les informations financières historiques.

	d'euros	**30.11.2012)** en millions d'euros
Revenus d'intérêt de l'exploitation	6	11
Commissions de courtage	80	111
Commissions d'opérations sur valeurs mobilières	15	18
Revenu net des opérations financières de négoce	35	25
Frais généraux et administratifs	151	161

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

	30.11.2013 en millions d'euros (audité)	**Exercice précédent (30.11.2012)** 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	196,3	195,8
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 13,3 millions d'euros (9,4 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 :

	30.11.2013 en millions d'euros	**Exercice précédent (30.11.2012)** en millions d'euros
Fonds propres au bilan	590,5	590,0
Moins immobilisations	0	0

		<table><tr><td>Capital de base</td><td>603,8</td><td>599,3</td></tr><tr><td>Capitaux supplémentaires</td><td>0,0</td><td>0,0</td></tr><tr><td>Fonds propres</td><td>603,8</td><td>599,3</td></tr><tr><td>Ratios de capitaux</td><td></td><td></td></tr><tr><td>Fonds propres Tier one en %</td><td>37,5</td><td>33,6</td></tr><tr><td>Ratio de capitaux totaux en %</td><td>37,5</td><td>33,6</td></tr></table> L'Émetteur déclare que depuis la date des derniers états financiers audités au 30 novembre 2013, aucune détérioration significative n'a affecté les perspectives de l'Émetteur. En outre, l'Émetteur déclare que depuis la date des derniers états financiers audités au 3o novembre 2013, aucun changement significatif n'a affecté sa situation financière ou commerciale.
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'Émetteur 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 peut ne pas avoir déduit et payé la retenue à la source des dividendes reçus en relation avec des transactions communément appelées cum-ex transactions pour des actions qu'il conserve pour ses clients suivant les besoins. 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'euros 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. Le 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 une 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. Citigroup Global Markets Deutschland AG a obtenu l'avis juridique d'un bureau réputé de consultants en fiscalité ainsi que d'un cabinet réputé d'expertise comptable. A partir de ces avis, la direction de Citigroup Global Markets Deutschland AG considère que la probabilité d'obtenir gain de cause dans l'hypothèse d'une procédure judiciaire excède 50 pourcents. De ce fait, la direction de Citigroup Global Markets Deutschland AG a décidé de n'écrire dans ses comptes qu'une réserve au titre de l'avis juridique et des dépenses éventuelles de litige et a décidé à cet égard qu'un montant de 2 millions d'Euros était adéquat. 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	Citigroup Global Markets Finance Corporation à titre de société holding

	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.	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: DE000CF99F16 Numéro d'identification local : 4996C
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 *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	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.

	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 Mini Future Long** Les Warrants Mini Future Long 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 Mini Future Long à barrière désactivante perde sa valeur ou quasiment sa valeur immédiatement (événement désactivant) 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. Lorsque l'investisseur fait jouer son droit d'exercice ou après clôture par l'Émetteur, dans les deux cas à une date d'évaluation, le montant en numéraire ou le montant de clôture reçu par les investisseurs à la date d'échéance est égal à la différence, 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), l'investisseur reçoit le montant stop-loss qui équivaut à la différence, multipliée par le coefficient multiplicateur, entre le prix de couverture et le prix d'exercice sous réserve que ce montant soit positif. Le prix de couverture est un prix déterminé par l'Émetteur à sa discrétion dans des limites raisonnables dans les 120 minutes suivant la survenue de l'événement désactivant comme représentant le niveau de la valeur sous-jacente alignée sur le marché, calculée en tenant compte du produit dérivé du débouclement des transactions de couverture correspondantes. À cette fin, le prix de couverture est au minimum égal au prix le plus bas de la valeur sous-jacente déterminé dans les 120 minutes suivant la survenue de l'événement désactivant. Si le montant stop-loss est nul ou négatif, le Warrant Mini Future Long à barrière désactivante 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: Au plus tard le cinquième jour ouvrable bancaire suivant la date d'exercice ou la date de rappel, le cas échéant, au siège social de l'émetteur et de la place du dépositaire central des titres. Date d'exercice: Le dernier jour ouvrable de chaque mois au cours duquel le détenteur du warrant remplit les conditions d'exercice. Date d'évaluation: En cas d'exercice le premier date d'exercice, à condition que ce jour soit un jour ouvrable bancaire à Londres et un jour de bourse et un jour où les options et les contrats à terme portant sur le sous-jacent sont négociés sur la bourse d'ajustement de référence, ou en cas de rappel la journée à laquelle le rappel devient effectif.
C.17	Décrire la procédure de règlement des instruments dérivés.	Dans le cas de Warrants pour lesquels les détenteurs de warrant disposent d'un droit d'exercice à tout moment, 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 avec cette modalité d'exercice, afin d'exercer le droit d'option, le détenteur du warrant doit avoir soumis une notification d'exercice effectif à l'agent d'exercice au cours de la période d'exercice et avoir transféré les Warrants qui doivent exercés à l'Émetteur, en créditant son compte chez Clearstream Francfort ou Clearstream Luxembourg, ou chez Euroclear. Si le droit d'option n'est pas être exercé effectivement au cours de la période d'exercice et 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): *855705* ISIN: *FR0000120628* Société: AXA S.A. Bourse de valeurs mobilières concernée: Euronext Paris Page de Reuters: AXAF.PA Site Web: www.axa.com
Section 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 qu'il pourrait perdre tout ou partie, selon le cas, de la valeur de son 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 que des effets financiers probables de cette matérialisation.	**<u>Facteurs généraux de risque des Warrants</u>** **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 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. **<u>Facteurs de risque spécifiques au produit</u>** **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 égale à la différence entre le capital investi (plus les coûts de transaction) et le montant stop-loss à payer par l'Émetteur lors de la survenue de l'événement désactivant. **Dans le cas le plus défavorable, le montant stop-loss peut être égal à zéro et le détenteur de warrant subira une perte totale du 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. **Risque d'exercice des warrants et du droit de l'Émetteur à la résiliation** Dans le cas des Warrants Turbo Open-End à barrière désactivante, le risque existe que la période de validité prenne fin inopinément. La période de validité des Warrants se termine soit avec l'exercice effectif des warrants par le détenteur du warrant, ou par la résiliation de tous les Warrants par l'Émetteur, ou lors de la survenue d'un événement désactivant ou d'un rachat anticipé des Warrants, si les termes et conditions prévoient le rachat anticipé des Warrants. **Risque de perte totale en raison d'un événement désactivant et du risque de débouclement par l'Émetteur de sa position de couverture** Si les Warrants sont des Warrants Turbo Open-End Bull à barrière désactivante, la période de validité des Warrants expire prématurément au moment de la désactivation et les droits d'option expirent sans valeur, dans le cas où le prix de la valeur sous-jacente défini dans les termes et conditions atteint ou chute au-dessous (Bull) la barrière désactivante du Warrant Turbo Open-End au cours d'une période d'observation définie dans les termes et conditions. Dans le cas d'un Warrant Turbo Open-End Bull à barrière désactivante, si un événement désactivant se produit, les investisseurs subiront une perte égale à la différence entre le capital investi (plus les coûts de transaction) et le montant stop-loss à payer par l'Émetteur lors de la survenue de l'événement désactivant. Le montant stop-loss est déterminé par l'Émetteur en tenant compte d'un prix de couverture également calculé par l'Émetteur. Dans la mesure où le prix de couverture de la valeur sous-jacente peut également être considérablement inférieure à (Bull) la barrière désactivante, le détenteur de warrant assume le risque associé au débouclement de la position de couverture par l'Émetteur. **Dans le cas le plus défavorable, le montant stop-loss peut être égal à zéro et le détenteur de**

		warrant subira une perte totale du capital investi. **Risque relatif au prix associé à un accroissement de la volatilité implicite pour les warrants Turbo stop-loss avec risque de gap** Si le prix d'exercice et la barrière désactivante pour des Warrants Turbo stop-loss avec risque de gap sont proches l'un de l'autre et si, dans ce cas, le prix de la valeur sous-jacente se rapproche de la barrière désactivante jusqu'à arriver à sa proximité, le risque accru de survenue d'un événement désactivant prématuré devient un élément quantifiable séparé du prix de l'option pour la première fois. La mesure pour la quantification de ces éléments du prix de l'option est la volatilité implicite. Du point de vue de l'investisseur, une augmentation de la volatilité implicite de la valeur sous-jacente expose à un risque sur le prix si le prix de la valeur sous-jacente, le prix d'exercice et la barrière désactivante sont, dans chacun des cas, proches les uns des autres. **Risque relatif aux ajustements du prix d'exercice et de la barrière désactivante** Dans le cas de Warrants Turbo Open-End Bull à barrière désactivante, le prix d'exercice et la barrière désactivante des Warrants font l'objet d'un ajustement quotidien (ou mensuel pour la barrière désactivante). Afin de refléter les coûts de financement encourus par l'Émetteur associés aux opérations de couverture conclues pour les Warrants, le prix d'exercice des warrants est modifié quotidiennement par un montant d'ajustement. **Les investisseurs doivent prendre conscience que le taux d'ajustement** utilisé pour ajuster les caractéristiques des Warrants et spécifié par l'Émetteur à sa discrétion raisonnable lors de la détermination du facteur de correction de taux d'intérêt, **est susceptible de différer de manière significative au cours de certaines périodes d'ajustement du niveau de financement,** si les conditions prévalant sur le marché l'exigent, **du taux d'ajustement déterminé pour la première période d'ajustement du niveau de financement.** De plus, la barrière de désactivation correspondante pour les périodes respectives suivantes d'ajustement du niveau de financement est ajustée par l'Émetteur, à sa raisonnable discrétion, à une date d'ajustement conforme aux termes et conditions des Warrants. **Les investisseurs devraient donc ne pas supposer que la barrière désactivante demeurera toujours plus ou moins à la même distance du prix d'exercice pendant la période de validité des Warrants**.
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 **Risque de perte totale en raison de bonds du prix de la valeur sous-jacente (risque de gap)**. L'offre des Warrants commence en France le 09.05.2014. Les offreur des Warrants est: l'Émetteur La date d'émission est: 09.05.2014 **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 0,47. 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.