

Final Terms

Citigroup Funding Inc.

Issue of EUR1,000,000 CMS Linked Notes due February 2015

Guaranteed by Citigroup Inc.

Under the U.S.\$30,000,000 Euro Medium Term Note and Certificate Programme

INVESTORS SHOULD NOTE THAT THE ISSUER MAY PUBLISH SUPPLEMENT(S) TO THE BASE PROSPECTUS PRIOR TO THE ISSUE DATE (AS DEFINED BELOW). IN THE EVENT THAT A SUPPLEMENT RELATING TO THE NOTES IS PUBLISHED, INVESTORS WHO HAVE ALREADY AGREED TO PURCHASE OR SUBSCRIBE FOR THE NOTES BEFORE THE DATE OF PUBLICATION OF ANY SUCH SUPPLEMENT WILL HAVE THE RIGHT, EXERCISABLE BEFORE THE END OF THE PERIOD OF NOT LESS THAN TWO WORKING DAYS BEGINNING WITH THE WORKING DAY AFTER THE DATE ON WHICH SUCH SUPPLEMENT IS PUBLISHED, TO WITHDRAW THEIR ACCEPTANCES, WHICH MAY RESULT IN A DELAY OF THE ISSUE DATE. THE ISSUER SHALL PUBLISH A NOTICE ON THE WEB-SITE OF THE LUXEMBOURG STOCK EXCHANGE (AT WWW.BOURSE.LU) NOTIFYING INVESTORS OF THE PUBLICATION OF ANY SUCH SUPPLEMENT AND THE RIGHTS OF INVESTORS IN RELATION THERETO.

The Base Prospectus referred to below (as completed by this Final Terms) has been prepared on the basis that, except as provided in sub-paragraph (b) below, any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (each, a **Relevant Member State**) will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer of the Notes may only do so:

- (a) in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer; or
- (b) in those Public Offer Jurisdiction(s) mentioned in paragraph 7 of Part B below, provided such person is one of the persons mentioned in paragraph 7 of Part B below and that such offer is made during the Offer Period specified for such purpose therein.

None of the Issuer, the Guarantor and any Dealer has authorised, nor do any of them authorise, the making of any offer of Notes in any other circumstances.

The Notes and the Deed of Guarantee have not been and will not be registered under the United States Securities Act of 1933, as amended (the **Securities Act**), or any state securities law and may not be offered or sold within the United States or to, or for the account or benefit of, any U.S. person (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. For a description of certain restrictions on offers and sales of Notes, see "*Plan of Distribution for Notes*" in the Base Prospectus.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth under the section entitled "*Terms and Conditions of the Notes*" in the Base Prospectus and the Supplements which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the **Prospectus Directive**).

This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus, as so supplemented. Full

information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of this Final Terms and the Base Prospectus, as so supplemented.

The Base Prospectus and the Supplements are available for viewing at the office of the paying agent in London and on the web-site of the Luxembourg Stock Exchange (www.bourse.lu). In addition, the Final Terms dated 26 January 2010 (the **Final Terms**) and the Notice dated 9 February 2010 (the **Notice**) (as amended and restated on 11 February 2010) to the Final Terms are available on the web-site of the Luxembourg Stock Exchange (www.bourse.lu). This document consolidates the provisions of the Final Terms and the Notice.

For the purposes hereof, **Base Prospectus** means the Base Prospectus in relation to the Programme dated 19 August 2009, as supplemented by a Base Prospectus Supplement (No.1) dated 2 October 2009 (**Supplement No.1**) and a Base Prospectus Supplement (No.2) dated 11 November 2009 (**Supplement No.2** and, together with Supplement No.1, the **Supplements**).

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| 1. | (i) Issuer: | Citigroup Funding Inc. |
| | (ii) Guarantor: | Citigroup Inc. |
| 2. | (i) Series Number: | EMTN1148 |
| | (ii) Tranche Number: | 1 |
| 3. | Specified Currency or Currencies: | Euro (EUR) |
| 4. | Aggregate Principal Amount: | |
| | (i) Series: | EUR1,000,000 |
| | (ii) Tranche: | EUR1,000,000 |
| 5. | Issue Price: | 100 per cent. of the Aggregate Principal Amount |
| 6. | (i) Specified Denominations: | EUR1,000 |
| | (ii) Calculation Amount: | EUR1,000 |
| 7. | (i) Issue Date: | 12 February 2010 |
| | (ii) Interest Commencement Date: | Issue Date |
| 8. | Maturity Date: | The Interest Payment Date falling in February 2015 |
| 9. | Types of Notes: | (i) Floating Rate Notes
(ii) The Notes are Cash Settled Notes |
| 10. | Interest Basis: | Floating Rate. The Notes bear interest as specified in item 18 below |
| 11. | Redemption/Payment Basis | Redemption at par |
| 12. | Change of Interest Redemption/Payment Basis: | or Not Applicable |
| 13. | Put/Call Options: | Not Applicable |

14. (i) Status of the Notes: Senior
- (ii) Status of the Deed of Guarantee: Senior
15. Method of distribution: Non-syndicated

PROVISIONS RELATING TO UNDERLYING LINKED NOTES

- 16. Underlying Linked Notes Provisions:** Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

17. **Fixed Rate Note Provisions** Not Applicable
18. **Floating Rate Note Provisions** Applicable
- (i) Specified Period(s)/Specified Interest Payment Dates: 12 February in each year from (and including) 12 February 2011 to (and including) 12 February 2015, subject to adjustment in accordance with the Business Day Convention specified below
- (ii) Interest Period End Date(s): Each Interest Payment Date
- (iii) Business Day Convention: Modified Following Business Day Convention
- (iv) Manner in which the Interest Rate(s) is/are to be determined: The Interest Rate in respect of an Interest Period shall be determined by the Calculation Agent by reference to the following formula:
- 0.75 x 10 year EURCMS for such Interest Period
- (v) Party responsible for calculating the Interest Rate(s) and/or Interest Amount(s) (if not the Calculation Agent): Calculation Agent
- (vi) Screen Rate Determination: Not Applicable
- (vii) ISDA Determination: Not Applicable
- (viii) Margin(s): Not Applicable
- (ix) Minimum Interest Rate: 2.5 per cent. per annum
- (x) Maximum Interest Rate: Not Applicable
- (xi) Day Count Fraction: 30/360
- (xii) Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the General Conditions: See the Schedule attached hereto

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

PROVISIONS RELATING TO REDEMPTION

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| 22. | Issuer Call | Not Applicable |
| 23. | Investor Put | Not Applicable |
| 24. | Redemption Amount of each Calculation Amount | EUR1,000 per Calculation Amount |
| 25. | Underlying Linked Notes Redemption Provisions | Not Applicable |
| 26. | Mandatory Early Redemption Provisions | Not Applicable |
| 27. | Early Redemption Amount | |
| | (i) Early Redemption Amount(s) payable on redemption for taxation reasons or illegality (Condition 5(b) of the General Conditions) or on Event of Default (Condition 9 of the General Conditions) and/or the method of calculating the same: | EUR1,000 per Calculation Amount |
| | (ii) Early Redemption Amount includes amount in respect of accrued interest: | No: together with the Early Redemption Amount, accrued interest shall also be paid |
| 28. | Provisions applicable to Physical Delivery | Not Applicable |
| 29. | Variation of Settlement | |
| | (i) Issuer's option to vary settlement | Not Applicable |
| | (ii) Holder's option to vary settlement: | Not Applicable |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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

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| 31. | New Global Note: | Yes |
| 32. | Business Centres: | London, New York City and TARGET Business Days |
| 33. | Business Day Jurisdiction(s) or other special provisions relating to payment dates: | London, New York City and TARGET Business Days |
| 34. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | No |
| 35. | Coupons to become void upon the due date for redemption of the Notes: | Yes |
| 36. | Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: | Not Applicable |
| 37. | Details relating to Instalment Notes: amount of each Instalment Amount (including any maximum or minimum Instalment Amount), date on which each payment is to be made: | Not Applicable |
| 38. | Redenomination, renominalisation and reconventioning provisions: | Not Applicable |
| 39. | Consolidation provisions: | The provisions of Condition 12 of the General Conditions apply |
| 40. | Other final terms: | See the Schedule attached hereto |
| 41. | Name and address of Calculation Agent: | Citibank, N.A. at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom |

42. Determinations: Any matter falling to be determined, considered, elected, selected or otherwise decided upon by the Issuer, the Calculation Agent or any other person shall be determined, considered, elected, selected or otherwise decided upon by such person in a commercially reasonable manner

DISTRIBUTION

43. (i) If syndicated, names and addresses of Managers and underwriting commitments: Not Applicable
- (ii) Date of Subscription Agreement: Not Applicable
- (iii) Stabilising Manager(s) (if any): Not Applicable
44. If non-syndicated, name and address of Dealer: Citigroup Global Markets Limited at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom
45. Total commission and concession: 1.5 per cent. of the Aggregate Principal Amount which comprises the initial distribution fee payable to the Distributor(s), as defined in Paragraph 7 of Part B below. Investors can obtain more information about this fee by contacting the relevant Distributor(s) at the address(es) set out in Paragraph 7 of Part B below or the Dealer at the address set out in item 44 above
46. U.S. Selling Restrictions: Reg. S; TEFRA D
47. Non-exempt Offer: Details of the non-exempt Offer(s) are set out in Paragraph 7 of Part B below
- Offers (if any) in any EEA country other than the Public Offer Jurisdiction(s) will only be made pursuant to an exemption from the obligation under the Prospectus Directive as implemented in such countries to publish a prospectus
48. Additional selling restrictions: Not Applicable

PURPOSE OF FINAL TERMS

This Final Terms comprises the final terms required for issue and public offer in the Public Offer Jurisdictions and admission to the official list and to trading on the Regulated Market of the Luxembourg Stock Exchange of the Notes described herein pursuant to the U.S.\$30,000,000,000 Euro Medium Term Note and Certificate Programme of Citigroup Funding Inc.

RESPONSIBILITY

The Issuer and the Guarantor accept responsibility for the information contained in this Final Terms. Information set out in Part B hereto relating to the description of the ratings has been extracted from the website of the relevant rating agency. Each of the Issuer and the Guarantor confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from such sources, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Dated 11 February 2010

Signed on behalf of the Issuer:

By:
Duly authorised

Signed on behalf of the Guarantor:

By:
Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing Official List of the Luxembourg Stock Exchange
- (ii) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Regulated Market of the Luxembourg Stock Exchange with effect on or about the Issue Date

2. RATINGS

Ratings: The Issuer's long-term/short-term senior debt is rated:

- (i) S&P: A/A-1 (Negative Outlook)
- (ii) Moody's: A3/P-1 (Stable Outlook)
- (iii) Fitch: A+/F1+ (Stable Outlook)

based on the guarantee by Citigroup Inc.

The ratings and outlooks are subject to change during the term of the Notes

Standard & Poor's Ratings Services, a division of The McGraw–Hill Companies, Inc. (S&P)

An obligation rated 'A' by S&P is somewhat susceptible to the adverse effect of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor's capacity to meet its financial commitment on the obligation is still strong. Ratings may be modified by the addition of a plus (+) or minus (-) sign to show the relative standing within the rating category

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

An S&P rating outlook assesses the potential direction of a long-term credit rating over the intermediate term (typically six months to two years). In determining a rating outlook, consideration is given to any changes in the economic and/or fundamental business conditions. An outlook is not necessarily a precursor of a rating change or future CreditWatch action. 'Negative' means that a rating may be lowered

Moody's Investors Service (Moody's)

Obligations rated 'A' by Moody's are considered upper-medium grade and are subject to low credit risk. Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category

Issuers (or supporting institutions) rated Prime-1 (P-1) by Moody's have a superior ability to repay short-term debt obligations

A Moody's rating outlook is an opinion regarding the likely direction of a rating over the medium term. Where assigned, rating outlooks fall into the following four categories: Positive (POS), Negative (NEG), Stable (STA), and Developing (DEV - contingent upon an event)

Fitch Ratings Ltd. (Fitch)

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

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

Rating outlook: An outlook indicates the direction a rating is likely to move over a one to two-year period. Outlooks may be positive, stable or negative. A positive or negative rating outlook does not imply a rating change is inevitable. Similarly, ratings for which outlooks are 'stable' could be upgraded or downgraded before an outlook moves to positive or negative if circumstances warrant such an action. Occasionally, Fitch may be unable to identify the fundamental trend. In these cases, the rating outlook may be described as evolving

A credit rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the rating agency at any time. Each rating should be evaluated independently of any other rating

The Issuer's credit ratings are an assessment of the Issuer's ability to meet its obligations under the Notes, including making payments under the Notes. Consequently, actual or anticipated changes in the Issuer's credit ratings may affect the trading value of the Notes. However, because the Notes' yield is dependent on certain factors in addition to the Issuer's ability to pay its obligations on the Notes, an improvement in the Issuer's credit ratings will not reduce the other investment risks related to the Notes

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

Save as discussed in "Plan of Distribution for Notes" in the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the Offer(s)

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

(i) Reasons for the Offer(s): See "Use of Proceeds" in the Base Prospectus

(ii) Estimated net proceeds: EUR1,000,000.

For the avoidance of doubt, the estimated net proceeds reflect the proceeds to be received by the Issuer on the Issue Date. They are not a reflection of the fees payable by/to the Dealer and any Offeror

(iii) Estimated total expenses: Approximately EUR15,000 (listing fees and legal expenses)

5. HISTORIC INTEREST RATES

Information on the "EUR-ISDA-EURIBOR Swap Rate – 11:00" can be obtained from Reuters page "ISDAFIX2"

6. OPERATIONAL INFORMATION

ISIN Code: XS0481488087

Common Code: 048148808

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s) and details relating to the relevant depositary, if applicable: Not Applicable

Delivery: Delivery against payment

Names and addresses of initial Paying Agent(s):	Citibank, N.A. at London office, Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom KBL European Private Bankers S.A. at 43, Boulevard Royale, L-2955 Luxembourg
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Name and address of Registrar:	Not Applicable
Name and addresses of Transfer Agents:	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	Yes Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognized as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met

7. TERMS AND CONDITIONS OF THE OFFERS

7.1 Terms and Conditions of the French Offer

Non-exempt Offer: An offer (the **French Offer**) of the Notes may be made by parties authorised by the Issuer other than pursuant to Article 3(2) of the Prospectus Directive in the French Republic (**France**) during the period from (and including) 28 January 2010 (after this Final Terms has been published on the web-site of the Luxembourg Stock Exchange (www.bourse.lu)) to (and including) 5 February 2010 (the **French Offer Period**) during the hours in which banks are generally open for business in France

If the Issuer receives subscriptions for Notes with an Aggregate Principal Amount of EUR10,000,000, the Issuer may close the French Offer Period before 5 February 2010

The Issuer may also decline applications and/or accept subscriptions which would exceed the Aggregate Principal Amount of EUR10,000,000, as further described below

In the event that the French Offer Period is shortened as described above, the Issuer shall publish a notice on the web-site of the Luxembourg Stock Exchange (www.bourse.lu)

The CSSF has provided the *Autorité des Marchés Financiers* (AMF) (the competent authority in France) with a certificate of approval attesting that the Base Prospectus and the Supplements have been drawn up in accordance with the Prospectus Directive

French Offer Price:

The offer price in respect of each Calculation Amount offered by the French Distributor(s) to investors in France is EUR1,000

Conditions to which the French Offer is subject:

The Issuer reserves the right, in its absolute discretion, to cancel the French Offer and the issue of the Notes at any time prior to the Issue Date. In such an event all application monies relating to applications for Notes under the French Offer will be returned (without interest) to applicants at the applicant's risk by no later than 30 days after the date on which the French Offer of the Notes is cancelled. Application monies will be returned by cheque mailed to the applicant's address as indicated on the application form, or by wire transfer to the bank account as detailed on the application form or by any other method as the Issuer deems to be appropriate

The Issuer shall publish a notice on the web-site of the Luxembourg Stock Exchange (www.bourse.lu) in the event that the French Offer is cancelled and the Notes are not issued pursuant to the above

Description of the application process:

Applications for the purchase of Notes can be made in France during the French Offer Period through the relevant French Distributor. The applications can be made in accordance with the relevant French Distributor's usual procedures

Pursuant to anti-money laundering laws and regulations in force in the UK, the Issuer, Citigroup Global Markets Limited or any of their authorised agents may require evidence in connection with any application for Notes, including further identification of the applicant(s), before any Notes are issued

	Each prospective investor in France should ascertain from the relevant French Distributor when such French Distributor will require receipt of cleared funds from it in respect of its application for the purchase of any Notes and the manner in which payment should be made to such French Distributor
Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	<p>It may be necessary to scale back applications under the French Offer</p> <p>The Issuer therefore reserves the right, in its absolute discretion, to decline in whole or in part an application for Notes under the French Offer. Accordingly, an applicant for Notes may, in such circumstances, not be issued the number of (or any) Notes for which it has applied</p> <p>Excess application monies will be returned (without interest) by cheque mailed to the relevant applicant's address as indicated on the application form, or by wire transfer to the bank account as detailed on the application form or by any other method as the Issuer deems to be appropriate</p> <p>The Issuer also reserves the right to accept any subscriptions for Notes which would exceed the 'up to' aggregate principal amount of the Notes of EUR10,000,000</p> <p>The Issuer shall publish a notice on the web-site of the Luxembourg Stock Exchange (www.bourse.lu) in the event that the 'up to' aggregate principal amount of the Notes of EUR10,000,000 is exceeded</p>
Details of the minimum and/or maximum amount of application:	The minimum amount of any subscription is the Calculation Amount
Details of the method and time limits for paying up and delivering the Notes:	<p>Notes will be available on a delivery versus payment basis</p> <p>The Issuer estimates that the Notes will be delivered to the purchaser's respective book-entry securities accounts on or around the Issue Date</p>
Manner in and date on which results of the Offer are to be made public:	By means of a notice published by the Issuer on the web-site of the Luxembourg Stock Exchange (www.bourse.lu)
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable

Categories of potential investors to which the Notes are offered and whether tranche(s) have been reserved for certain countries: Offers may be made by the French Distributor(s) to any person in France

Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made: Applicants in France will be notified directly by the relevant French Distributor of the success of their application

Dealing in the Notes may commence on the Issue Date

Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Apart from the French Offer Price, the Issuer is not aware of any expenses and taxes specifically charged to the subscriber or purchaser

For details of withholding taxes applicable to subscribers in France, see the Annex attached hereto

Name(s) and address(es), to the extent known to the Issuer, of the placers in France: The Notes will be publicly offered in France through the following distributor (the **French Distributor**):

Citigroup Global Markets Limited
1-5 Rue Paul Cézanne
75008 Paris
FRANCE

The Issuer reserves the right to appoint other distributors in France during the French Offer Period. In the event that any such additional distributors are appointed, the Issuer shall publish a notice on the website of the Luxembourg Stock Exchange (www.bourse.lu)

7.2 Defined Terms

Offer(s): The French Offer

Distributor(s): The French Distributor and any additional distributor appointed by the Issuer in respect of the Notes

Offer Period(s): The French Offer Period

Public Offer Jurisdiction(s): France

8. OTHER INFORMATION

Secondary Market Making: Subject to all prevailing laws and to the extent practicable, Citigroup Global Markets Limited will use its reasonable endeavours to provide a secondary market for the Notes under normal market conditions, but does not guarantee that a secondary market will exist

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

SCHEDULE

DEFINITIONS

For the purposes hereof:

10 year EURCMS means, in respect of an Interest Period, the "EUR-ISDA-EURIBOR Swap Rate – 11:00" (the annual Euro swap rate expressed as a percentage for euro swap transactions with a 10-year maturity), which appears on Reuters Page "ISDAFIX2" or a successor page under the heading "EURIBOR BASIS-EUR" and above the caption "11:00 AM FRANKFURT" (as such headings and captions may appear from time to time) (the **Relevant Screen Page**) as of the Relevant Time on the relevant Interest Determination Date,

PROVIDED THAT if 10 year EURCMS does not appear on the Relevant Screen Page on such Interest Determination Date, 10 year EURCMS for such Interest Determination Date will be the "Reference Banks' Swap Rate with 10-year Designated Maturity" on such Interest Determination Date. If at least three quotations are provided, 10 year EURCMS for that Interest Determination Date will be the arithmetic mean of the quotations, eliminating the highest quotation (or, in the event of equality, one of the highest) and the lowest quotation (or, in the event of equality, one of the lowest), all as determined by the Calculation Agent.

10-year mid-market semi-annual swap rate means, in respect of an Interest Period and the relevant Interest Determination Date, the arithmetic mean of the bid and offered rates for the annual fixed leg (calculated on a 30E/360 day count basis) of a fixed-for-floating EUR interest rate swap transaction which transaction:

- (A) has a designated maturity of 10 years commencing on the first day of the relevant Interest Period;
- (B) is in an amount that is representative of a single transaction in the relevant market at the relevant time with an acknowledged dealer of good credit in the swap market; and
- (C) the floating leg of which is based on the 6-month EUR-EURIBOR-Reuters (as defined in the ISDA Definitions) rate (calculated on an Actual/360 day count basis).

Interest Determination Date means, in respect of an Interest Period, the day falling two TARGET business days prior to the start of such Interest Period.

ISDA Definitions means the 2006 ISDA Definitions as amended and updated as at the date hereof as published by the International Swaps and Derivatives Association, Inc.

Reference Banks means five leading swap dealers in the interbank market as selected by the Calculation Agent.

Reference Banks' Swap Rate with 10-year Designated Maturity means, in respect of an Interest Determination Date, the percentage rate determined on the basis of the quotations for the 10-year mid-market semi-annual swap rate (as defined above) provided by the Reference Banks to the Calculation Agent at approximately the Relevant Time on such Interest Determination Date.

Relevant Time means 11.00 a.m. (Frankfurt time).

ANNEX

FRENCH TAXATION

The following is a summary addressing only the French compulsory withholding tax treatment of income arising from the Notes. This summary is (i) based on the laws and regulations in full force and effect in France as at the date of these Final Terms, which may be subject to change in the future, potentially with retroactive effect, and (ii) prepared on the assumption that the Issuer and the Guarantor are not French residents for French tax purposes and are not acting from a French branch or permanent establishment in connection with the Notes. Investors should be aware that the comments below are of a general nature and do not constitute legal or tax advice and should not be understood as such. Prospective investors are therefore advised to consult their own qualified advisors so as to determine, in the light of their individual situation, the tax consequences of the purchase, holding, redemption or sale of the Notes.

All payments by the Issuer and the Guarantor in respect of the Notes will be made free of any compulsory withholding or deduction for or on account of any taxes of whatsoever nature imposed, levied, withheld, or assessed by France or any political subdivision or taxing authority thereof or therein.

The EC Council Directive 2003/48/EC on the taxation of savings income has been implemented into French law under article 242 ter of the French tax code (*Code général des impôts*), which imposes on paying agents based in France an obligation to report to the French tax authorities certain information with respect to interest payments made to beneficial owners resident in another Member State, including, the identity and address of the beneficial owner and a detailed list of different categories of interest paid to the beneficial owner.