

# Citigroup Global Markets Deutschland AG & Co. KGaA

Frankfurt am Main

*For distribution in France only*

## Final Terms and Conditions

- No. 716 dated 08.04.2010 -

supplementing Base Prospectus No. 5 dated 13.07.2009  
in its latest version  
(the “Base Prospectus”)

**for Call and Put Warrants referenced to the following underlyings:**

|                    |                  |                             |
|--------------------|------------------|-----------------------------|
| Air France - KLM   | Alcatel-Lucent   | Alstom                      |
| ArcelorMittal      | AXA              | BNP Paribas                 |
| Cap Gemini         | Carrefour        | Crédit Agricole             |
| Danone             | EADS             | Electricité de France (EDF) |
| France Télécom     | GDF Suez         | L Oréal                     |
| LVMH               | Michelin         | Peugeot                     |
| Renault            | Saint-Gobain     | Sanofi-Aventis              |
| Schneider Electric | Société Générale | Technip SA                  |
| Total              | Vallourec        | Véolia Environnement        |
| Vinci              | Vivendi          | CAC-40                      |
|                    |                  |                             |

ISIN : DE000CG2LKF0 - DE000CG2LPD4

**Important Notice:**

Full information on the issuer and the offering of the securities is only available to readers if the Base Prospectus in its latest version and these Final Terms and Conditions No. 716 dated 08.04.2010 are combined and considered together. The Base Prospectus in its latest version together with the Final Terms and Conditions No. 716 dated 08.04.2010 forms the complete securities prospectus.

The Base Prospectus in its latest version is held available free of charge:

|            |   |  |
|------------|---|--|
| In France: | (1) Hard copies are available free of charge at the office of Citigroup Global Markets Ltd: | Citigroup Global Markets Ltd, 1-5 rue Paul Cézanne, 75008 Paris, France. |
|            | (2) On the Issuer's website:  | <a href="http://www.citiwarrants.com">http://www.citiwarrants.com</a>    |

**Important Note to the Buyers or Subscribers of the Securities  
on the right to withdraw from the purchase of the Securities:**

Investors who have already agreed to purchase the financial instruments before the publication of the supplemental notice, have the right to withdraw their acceptance within a period of at least two trading days after the publication of the supplement notice to the prospectus (Article 212-25 II of the General Regulation (Règlement Général) of the Autorité des Marchés Financiers).

In France such right to withdraw applies in case of publication of a supplemental notice, which is published in case of any significant new factor or any mistake or inaccuracy relating to the information included in the prospectus which is capable of affecting in a significant manner the assessment of the financial instruments and which occurs between the approval of the prospectus and the final closing of the transaction (Article 212-25 I of the General Regulation (Règlement Général) of the Autorité des Marchés Financiers).

Any such withdrawal must be notified to:

Citigroup Global Markets Deutschland AG & Co. KGaA  
Attn.: Legal Department  
Wave Building  
Reuterweg 16  
D- 60323 Frankfurt/Main  
Germany

## Table of contents

|   |             |           |
|---|-------------|-----------|
| <b>Cover Sheet:</b>   | <b>Page</b> | <b>1</b>  |
| <b>Important Note:</b>  | <b>Page</b> | <b>2</b>  |
| <b>Important Note to the Buyers or Subscribers of the Securities<br/>on the right to withdraw from the purchase of the Securities</b> | <b>Page</b> | <b>2</b>  |
| <b>Table of Contents:</b>   | <b>Page</b> | <b>3</b>  |
| <b>Sales Restrictions:</b>  | <b>Page</b> | <b>4</b>  |
| <b>Overview of Selected<br/>Common Terms:</b>   | <b>Page</b> | <b>5</b>  |
| <b>Final Terms:</b>   | <b>Page</b> | <b>7</b>  |
| <b>Fully supplemented reading version of:</b>   |             |           |
| <b>Terms and conditions<br/>for Call and Put Warrants referenced to Share Prices</b>  | <b>Page</b> | <b>7</b>  |
| <b>Terms and conditions<br/>for Call and Put Warrants referenced to Share Indexes</b>   | <b>Page</b> | <b>24</b> |
| <b>Terms and conditions<br/>for Call and Put Warrants referenced to Exchange Rates</b>  | <b>Page</b> | <b>23</b> |
| <b>Other Final Terms supplementing part<br/>“E. Description of the Securities” of the Base Prospectus:</b>                            |             |           |
| <b>Disclaimer for Share Prices as Underlyings:</b>  | <b>Page</b> | <b>57</b> |
|   | <b>Page</b> | <b>66</b> |
| <b>Disclaimer for Share Indexes as Underlyings:</b>   | <b>Page</b> | <b>66</b> |





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| <b>Underlying<br/>(Short Name<br/>from Table 1)</b> | <b>Reference Price of the Underlying</b> | <b>Currency in<br/>which the<br/>Reference Price<br/>of the<br/>Underlying is<br/>determined<br/>("Reference<br/>Price Currency")</b> | <b>Calculation Date</b> | <b>Currency<br/>Conversion Date</b> |
|---|--|---|-------------------------|-------------------------------------|
| <u>Tag Table</u><br>_13                             |  |   |                         |                                     |

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3. The Issuer will announce the occurrence and elimination of any event described in Section 9(2) without delay pursuant to Section 7 hereof.

If any of the events described in Section 9(2) affects only the exercise agent and not Citigroup Global Markets Deutschland AG & Co. KGaA, Citigroup Global Markets Deutschland AG & Co. KGaA will fulfill its obligations from the Warrants at the request of the Warrant Holders in Frankfurt am Main in lieu of the place of the exercise agent.

### **Section 10 Miscellaneous Provisions**

1. In the event any provisions of these Terms and Conditions are invalid or impracticable in whole or in part, the validity of the remaining provisions will not be affected thereby. Any invalid or impracticable provision is to be replaced by that valid and practicable provision which most closely approximates the financially intended purpose.
2. These Terms and Conditions are available at the business premises of the Issuer and/or the exercise agent and will be sent to the Warrant Holders upon request at any time.
3. The Issuer hereby reserves the right to introduce all the Warrants or individual series thereof to trading on other securities exchanges, including foreign securities exchanges, and to offer the Warrants publicly abroad, and, to take all measures which are necessary in this context to introduce the Warrants to trading on the respective stock exchanges or to offer them publicly. The Issuer will moreover be entitled: to allow the Warrant Holder to exercise the Warrants vis-à-vis a foreign exercise agent; to disburse the Disbursement Amount in another currency; and to request that the Warrants be listed in another currency.

Frankfurt am Main, 08.04.2010

**Citigroup Global Markets  
Deutschland AG & Co. KGaA**









































**Institutions which have committed to market making;****Description of the market making obligation**

(placeholder for 6.3 of the description of securities):

The issuer, Citigroup Global Markets Deutschland AG & Co. KGaA, Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, has undertaken a voluntary obligation vis-a-vis the stock exchanges mentioned above, to quote buying and selling prices for specific minimum volume of securities and minimum price values for ticket sizes under reasonable market conditions. The terms of such obligation vis-à-vis the stock exchanges mentioned above, such as the maximum spread between buying and selling prices and the minimum volume are subject to change at any time without any prior notice to third parties. However, this type of obligation only applies to the participating stock exchanges. Third parties such as the Warrant Holders cannot derive any obligation on the part of the Issuer to them. Furthermore, the obligation with regard to the stock market shall not apply in exceptional situations such as technical interruptions of operations affecting the Issuer (e.g. disruption to the telephone service, technical disruptions, power failures) or exceptional market situations (e.g. extraordinary market movement of the underlying, exceptional situations on the domestic market of the underlying or exceptional events in the determination of the price of the security taken into account as the underlying) or exceptional market situations due to serious disruption of the economic and political situation (e.g. terrorist attacks, crash situations) or in case the issue is temporarily sold out; in the latter case, only a buying price must be provided. No selling price must be provided. See also the "D. Risk factors" in the Base Prospectus.



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**Frankfurt am Main, 08.04.2010**

**Citigroup Global Markets Deutschland AG & Co. KGaA**