2584591K40

In accordance with Section 854 of the Companies Act 2006

AR01 2015
Annual Return

Companies House

Go online to file this information
www gov uk/companieshouse

A fee is payable with this form
Please see 'How to pay' on the last page

✓ What this form is for
You may use this form to confirm that the company information is correct as at the date of this return You must file an Annual Return at least once every year

✗ What this form is NOT
You cannot use this form to give notice of changes to the company officers, registered office, company type or information relating to the company

FRIDAY

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A11 19/02/2016 #427
COMPANIES HOUSE

Part 1 Company details

The section must be completed by all companies

→ **Filling in this form**
Please complete in typescript or in bold black capitals

All fields are mandatory unless specified or indicated by *

A1 Company details

Company number	1 5 4 8 9 6 7
Company name in full ❶	Citigroup Global Markets Europe Limited

❶ **Company name change**
If your company has recently changed its name, please provide the company name as at the date of this return

A2 Return date

Please give the annual return made up date The return date must not be a future date The annual return must be delivered within 28 days of the date given below

Date of this return ❷ d 1 d 4 m 0 m 2 y 2 y 0 y 1 y 6

❷ **Date of this return**
Your company's return date is usually the anniversary of incorporation or the anniversary of the last annual return filed at Companies House You may choose an earlier return date but it must not be a later date

A3 Principal business activity

Please show the trade classification code number(s) for the principal activity or activities ❸

Classification code 1	7 0 1 0 0
Classification code 2	
Classification code 3	
Classification code 4	

If you cannot determine a code, please give a brief description of your business activity below

Principal activity description

❸ **Principal business activity**
You must provide a trade classification code (SIC code 2007) or a description of your company's main business in this section

A full list of the trade classification codes are available on our website www gov uk/companieshouse

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A4 Company type ❶

Please confirm your company type by ticking the appropriate box below (only one box must be ticked)

- ☐ Public limited company
- ☑ Private company limited by shares
- ☐ Private company limited by guarantee
- ☐ Private company limited by shares exempt under section 60
- ☐ Private company limited by guarantee exempt under section 60
- ☐ Private unlimited company with share capital
- ☐ Private unlimited company without share capital

❶ Company type
If you are unsure of your company type, please check your latest certificate of incorporation or our website www.gov.uk/companieshouse

A5 Registered office address ❷

Building name/number	
Street	Citigroup Centre, Canada Square
	Canary Wharf
Post town	London
County/Region	
Postcode	E14 5LB

❷ Change of registered office
This must agree with the address that is held on the Companies House record at the date of this return

If the registered office address has changed, you should complete form **AD01** and submit it together with this annual return

A6 Single alternative inspection location (SAIL) of the company records (if applicable) ❸

Building name/number	
Street	
Post town	
County/Region	
Postcode	

❸ SAIL address
This must agree with the address that is held on the Companies House record at the date of this return

If the address has changed, you should complete form **AD02** and submit it together with this annual return

A7 Location of company records ❹

Please tick the appropriate box to indicate which records are kept at the SAIL address in **Section A6**

- ☐ Register of members
- ☐ Register of directors
- ☐ Directors' service contracts
- ☐ Directors' indemnities.
- ☐ Register of secretaries
- ☐ Records of resolutions etc
- ☐ Contracts relating to purchase of own shares
- ☐ Documents relating to redemption or purchase of own share out of capital by private company
- ☐ Register of debenture holders
- ☐ Report to members of outcome of investigation by public company into interests in its shares
- ☐ Register of interests in shares disclosed to public company
- ☐ Instruments creating charges and register of charges England and Wales or Northern Ireland
- ☐ Instruments creating charges and register of charges Scotland

❹ Location of company records
If the company records are held at the registered office address, **do not** tick any of the boxes in this section

Certain records must be kept by every company while other records are only kept by certain company types where appropriate

If the records are not kept at the SAIL address, they must be available at the registered office

If any of the company records have moved from the registered office to the address in Section A6 since the last annual return, you must complete form **AD03** and submit it together with this annual return

Part 2 Officers of the company

This section should include details of the company as at the made up date of this annual return All details must agree with those previously notified to Companies House

Corporate officers

- For a **corporate secretary**, go to **Section B1**
- For a **corporate director**, go to **Section C1**

Individual officers

- For a **secretary** who is an individual, go to **Section D1**
- For a **director** who is an individual, go to **Section E1 and also complete Part 3**

New appointments

You cannot use this form to appoint new officers to the company To do this, please complete the appropriate form and submit it together with this annual return

- AP01 - for directors who are individuals
- AP02 - for a corporate director
- AP03 - for secretaries who are individuals
- AP04 - for a corporate secretary

Change to officer details

You cannot use this form to change any officer details To do this, please complete the appropriate form and submit it together with this annual return

- CH01 - for changes to details of directors who are individuals
- CH02 - for changes to details of a corporate director
- CH03 - for changes to details of secretary who are individuals
- CH04 - for changes to details of a corporate secretary

Continuation pages
Please use a continuation page if you need to enter more officer details

Corporate secretary

B1 Corporate secretary's details ❶

Please use this section for corporate secretaries of the company
For a secretary who is an individual, complete Section D1-D2

Corporate body/firm name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❶ **Corporate secretary appointments**
You cannot use this form to appoint a corporate secretary To do this, please complete form **AP04** and submit it together with this annual return

Corporate secretary details
All details must agree with those previously notified to Companies House If you have made changes since the last annual return and have not notified us, please complete form **CH04**

This information will appear on the public record

Continuation pages
Please use a continuation page if you need to enter more officer details

B2 Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?
→ **Yes** Complete **Section B3 only**
→ **No** Complete **Section B4 only**

B3 EEA companies ❷

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/ firm is registered ❸	
Registration number	

❷ **EEA**
A full list of countries of the EEA can be found in our guidance www gov uk/companieshouse

❸ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

B4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ❹	
If applicable, the registration number	

❹ **Non-EEA**
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

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Secretary

D1 Secretary's details ❶

Please use this section for individual secretaries of the company
For a corporate secretary, complete Section B1-B4

Title*	
Full forename(s)	Jill Denise
Surname	Robson
Former name(s) ❷	

❶ Secretary appointments
You may not use this form to appoint a secretary To do this, please complete form **AP03** and submit it together with this annual return

Corporate details
Please use **Section B1-B4** to enter corporate secretary details

Secretary details
All details must agree with those previously notified to Companies House If you have made changes since the last annual return and have not notified us, please complete form **CH03**

❷ Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes during the period of this return

Continuation pages
Please use a continuation page if you need to enter more officer details

D2 Secretary's service address ❸

Building name/number	
Street	The Company's Registered Office
Post town	
County/Region	
Postcode	
Country	

❸ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address

This information will appear on the public record

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Corporate director

C1 Corporate director's details ❶

Please use this section for corporate directors of the company
For a director who is an individual, complete Section E1-E2 and Part 3

Corporate body/firm name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❶ **Corporate director appointments**
You cannot use this form to appoint a corporate director To do this, please complete form **AP02** and submit it together with this annual return

Corporate director details
All details must agree with those previously notified to Companies House If you have made changes since the last annual return and have not notified us, please complete form **CH02**

This information will appear on the public record

Continuation pages
Please use a continuation page if you need to enter more officer details

C2 Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?
→ **Yes** Complete **Section C3 only**
→ **No** Complete **Section C4 only**

C3 EEA companies ❷

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/ firm is registered ❸	
Registration number	

❷ **EEA**
A full list of countries of the EEA can be found in our guidance www gov uk/companieshouse

❸ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

C4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ❹	
If applicable, the registration number	

❹ **Non-EEA**
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

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Director

E1 Director's details ❶

Please use this section to list individual directors of the company
For a corporate director, complete Section C1-C4

Title*	
Full forename(s)	Bradley Jay
Surname	Gans
Former name(s) ❷	
Country/State of residence	England
Nationality	US Citizen
Month/year of birth ❸	X X m 0 8 y 1 9 6 0
Business occupation (if any)	General Counsel

❶ Director appointments
You cannot use this form to appoint a director To do this, please complete form **AP01** and submit it together with this annual return

Corporate details
Please use **Section C1-C4** to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House If you have made changes since the last annual return and have not notified us, please complete form **CH01**

❷ Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes during the period of this return

❸ Month and year of birth
Please provide month and year only Provide full date of birth in Part 3 only

Continuation pages
Please use a continuation page if you need to enter more officer details

E2 Director's service address ❹

Building name/number	
Street	42 St Petersburgh Place
Post town	London
County/Region	
Postcode	W2 4LD
Country	England

❹ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record

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Director

E1 Director's details ❶

Please use this section to list individual directors of the company
For a corporate director, complete Section C1-C4

Title*	
Full forename(s)	Peter
Surname	McCarthy
Former name(s) ❷	
Country/State of residence	England
Nationality	British
Month/year of birth ❸	X X m m 1 1 y y 1 9 5 7
Business occupation (if any)	Chief Administrative Officer, EMEA

❶ **Director appointments**
You cannot use this form to appoint a director To do this, please complete form **AP01** and submit it together with this annual return

Corporate details
Please use **Section C1-C4** to enter corporate director details

Director details
All details must agree with those previously notified to Companies House If you have made changes since the last annual return and have not notified us, please complete form **CH01**

❷ **Former name(s)**
Please provide any previous names (including maiden or married names) which have been used for business purposes during the period of this return

❸ **Month and year of birth**
Please provide month and year only Provide full date of birth in Part 3 only

Continuation pages
Please use a continuation page if you need to enter more officer details.

E2 Director's service address ❹

Building name/number	
Street	The Company's Registered Office
Post town	
County/Region	
Postcode	
Country	

❹ **Service address**
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address

This information will appear on the public record

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Director

E1 Director's details ❶

Please use this section to list individual directors of the company
For a corporate director, complete Section C1-C4

Title*	
Full forename(s)	David Ian
Surname	Sharland
Former name(s) ❷	
Country/State of residence	England
Nationality	British
Month/year of birth ❸	X X m 0 9 y 1 9 5 9
Business occupation (if any)	Chartered Accountant

❶ Director appointments
You cannot use this form to appoint a director To do this, please complete form **AP01** and submit it together with this annual return

Corporate details
Please use **Section C1-C4** to enter corporate director details

Director details
All details must agree with those previously notified to Companies House If you have made changes since the last annual return and have not notified us, please complete form **CH01**

❷ Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes during the period of this return

❸ Month and year of birth
Please provide month and year only Provide full date of birth in Part 3 only

Continuation pages
Please use a continuation page if you need to enter more officer details.

E2 Director's service address ❹

Building name/number	
Street	16 Alwyne Mansions
	Alwyne Road, Wimbledon
Post town	London
County/Region	
Postcode	SW19 7AD
Country	England

❹ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address

This information will appear on the public record

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Director

E1 Director's details ❶

Please use this section to list individual directors of the company
For a corporate director, complete Section C1-C4

Title*	
Full forename(s)	
Surname	
Former name(s) ❷	
Country/State of residence	
Nationality	
Month/year of birth ❸	X X m m y y y y
Business occupation (if any)	

❶ **Director appointments**
You cannot use this form to appoint a director To do this, please complete form **AP01** and submit it together with this annual return

Corporate details
Please use **Section C1-C4** to enter corporate director details

Director details
All details must agree with those previously notified to Companies House If you have made changes since the last annual return and have not notified us, please complete form **CH01**

❷ **Former name(s)**
Please provide any previous names (including maiden or married names) which have been used for business purposes during the period of this return

❸ **Month and year of birth**
Please provide month and year only Provide full date of birth in Part 3 only

Continuation pages
Please use a continuation page if you need to enter more officer details

E2 Director's service address ❹

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❹ **Service address**
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address

This information will appear on the public record

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Director

E1 Director's details ❶

Please use this section to list individual directors of the company
For a corporate director, complete Section C1-C4

Title*	
Full forename(s)	
Surname	
Former name(s) ❷	
Country/State of residence	
Nationality	
Month/year of birth ❸	X X m m y y y y
Business occupation (if any)	

❶ Director appointments
You cannot use this form to appoint a director To do this, please complete form **AP01** and submit it together with this annual return

Corporate details
Please use **Section C1-C4** to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House If you have made changes since the last annual return and have not notified us, please complete form **CH01**

❷ Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes during the period of this return

❸ Month and year of birth
Please provide month and year only Provide full date of birth in Part 3 only

Continuation pages
Please use a continuation page if you need to enter more officer details.

E2 Director's service address ❹

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❹ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address

This information will appear on the public record

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Director

E1 Director's details ❶

Please use this section to list individual directors of the company
For a corporate director, complete Section C1-C4

Title*	
Full forename(s)	
Surname	
Former name(s) ❷	
Country/State of residence	
Nationality	
Month/year of birth ❸	X X m m y y y y
Business occupation (if any)	

❶ Director appointments
You cannot use this form to appoint a director To do this, please complete form **AP01** and submit it together with this annual return

Corporate details
Please use **Section C1-C4** to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House If you have made changes since the last annual return and have not notified us, please complete form **CH01**

❷ Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes during the period of this return

❸ Month and year of birth
Please provide month and year only Provide full date of birth in Part 3 only

Continuation pages
Please use a continuation page if you need to enter more officer details.

E2 Director's service address ❹

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❹ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address

This information will appear on the public record

Do not remove this page

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Do not remove this page

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Part 4 Statement of capital ❶

Does your company have share capital?
→ **Yes** Complete the sections below and the following **Part 5**
→ **No** Go to **Part 6 (Signature)**

❶ This should reflect the company's capital status at the made up date of this annual return

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete **Section F1** and then go to **Section F4**

Class of shares (E g Ordinary/Preference etc.)	Amount paid up on each share ❷	Amount (if any) unpaid on each share ❷	Number of shares ❸	Aggregate nominal value ❹
A Ordinary	2 030273	0 00	650,927,291	£650,927,291
				£
				£
				£
		Totals	650,927,291	£ 650,927,291

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency

Class of shares (E g Ordinary/Preference etc.)	Amount paid up on each share ❷	Amount (if any) unpaid on each share ❷	Number of shares ❸	Aggregate nominal value ❹
		Totals		

Currency

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❷	Amount (if any) unpaid on each share ❷	Number of shares ❸	Aggregate nominal value ❹
		Totals		

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares	650,927,291.00
Total aggregate nominal value ❺	£650,927,291 00

❺ **Total aggregate nominal value**
Please list total aggregate values in different currencies separately For example £100 + €100 + $10 etc

❷ Including both the nominal value and any share premium

❸ Total number of issued shares in this class

❹ Number of shares issued multiplied by nominal value of each share

Continuation Pages
Please use a Statement of Capital continuation page if necessary

F4 Statement of capital (Voting rights)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1** and **F2**

Class of share	A Ordinary
Voting rights	The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights. They do not confer any rights of redemption
Class of share	
Voting rights	
Class of share	
Voting rights	
Class of share	
Voting rights	

Part 5 Shareholders

Does your company have share capital?
→ **Yes** go to **Section G1** 'Companies with share capital'
→ **No** Go to **Part 6 (Signature)**

G1 Companies with share capital

Question 1

Were any of the company's shares admitted to trading on a market at any time during this return period? Please tick the appropriate box below ❶

☑ **No** go to **Section G2** 'Past and present shareholders'
☐ **Yes** go to **Question 2**

Question 2

Please only refer to Question 2 below if you have answered 'Yes' to Question 1 If you answered 'No', please go to Section G2 'Past and present shareholders'

Did the company, throughout the return period, have any shares admitted to trading on a relevant market and was it, throughout the return period, an issuer to which DTR5 applies? Please tick the appropriate box below ❷

☐ **No** go to **Section G4** 'Shareholders who hold at least 5% of any class of shares of the company as at the made up date of the return'
☐ **Yes** go to **Part 6 'Signature'**

❶ A market is one established under the rules of a UK recognised investment exchange or any other regulated markets in or outside of the UK, or any other market outside of the UK The current UK recognized investment exchanges and regulated markets can be found at www fsa gov uk/register/exchanges.do

❷ DTR5 refers to the Vote Holder and Issuer Notification Rules contained in Chapter 5 of the Disclosure and Transparency Rules source book issued by the Financial Services Authority Notification is required when the percentage acquisition of a shareholder in the company has reached a certain threshold (starting at 3%)

G2 List of past and present shareholders ❸

The company is required to provide a full list of past and present shareholders if one was not included with either of the last two returns Please tick the appropriate box below

☐ There were no shareholder changes in this period Go to **Part 6 (Signature)**
☑ A full list of shareholders is enclosed
☐ A list of shareholder changes is enclosed

How is the list of shareholders enclosed Please tick the appropriate box below

☑ The list of shareholders is enclosed on paper Go to **Section G3** 'List of past and present shareholders'
☐ The list of shareholders is enclosed in another format Go to **Part 6 (Signature)**

❸ This section only applies to companies answering 'No' in Section G1

Part 4 Shareholders

Does your company have share capital?
→ **Yes** go to **Section G1** 'Companies with share capital'
→ **No** Go to **Part 5 (Signature)**

G1 Companies with share capital

Question 1

Were any of the company's shares admitted to trading on a market at any time during this return period? Please tick the appropriate box below ❶

☑ **No** go to **Section G2** 'Past and present shareholders'
☐ **Yes** go to **Question 2**

Question 2

Please only refer to Question 2 below if you have answered 'Yes' to Question 1 If you answered 'No', please go to Section G2 'Past and present shareholders'

Did the company, throughout the return period, have any shares admitted to trading on a relevant market and was it, throughout the return period, an issuer to which DTR5 applies?(3) Please tick the appropriate box below ❷

☐ **No** go to **Section G4** 'Shareholders who hold at least 5% of any class of shares of the company as at the made up date of the return'
☐ **Yes** go to **Part 5 'Signature'**

❶ A market is one established under the rules of a UK recognised investment exchange or any other regulated markets in or outside of the UK, or any other market outside of the UK The current UK recognized investment exchanges and regulated markets can be found at www fsa gov uk/register/exchanges.do

❷ DTR5 refers to the Vote Holder and Issuer Notification Rules contained in Chapter 5 of the Disclosure and Transparency Rules source book issued by the Financial Services Authority Notification is required when the percentage acquisition of a shareholder in the company has reached a certain threshold (starting at 3%)

G2 List of past and present shareholders ❸

The company is required to provide a full list of past and present shareholders if one was not included with either of the last two returns Please tick the appropriate box below

☐ There were no shareholder changes in this period Go to **Part 5 (Signature)**
☑ A full list of shareholders is enclosed
☐ A list of shareholder changes is enclosed

How is the list of shareholders enclosed Please tick the appropriate box below

☑ The list of shareholders is enclosed on paper Go to **Section G3** 'List of past and present shareholders'
☐ The list of shareholders is enclosed in another format Go to **Part 5 (Signature)**

❸ This section only applies to companies answering 'No' in Section G1

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(For returns made up to a date on or **after 1 October 2011**)

G3 List of past and present shareholders ❶

Changes during this period to shareholders' particulars or details of the amount of stock or shares transferred must be completed each year

You must provide a 'full list' of all company shareholders on
- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided

❶ Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders
Please use a 'List of past and present shareholders' continuation page if necessary

This section only applies to companies answering 'No' to Question 1 in Section G1

		Shares or stock currently held	Shares or stock transferred (if appropriate)	
Shareholder's Name (Address not required)	Class of share	Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
Citigroup Financial Products Inc	A ORDINARY	0 00	353,057,478 00	09 / 09 / 2015
Citigroup Financial Products Inc	ORDINARY £1	0 00		/ /
Citigroup Global Markets (International) Finance AG	B ORDINARY	0 00	5,265,000 00	09 / 09 / 2015
Citigroup Global Markets (International) Finance AG	FIFTH TRANCHE PREFERENCE	0 00	569,068,384 00	09 / 09 / 2015
Citigroup Global Markets Europe Finance Limited	Dollar Preference Shares	0 00	3,055,000 00	09 / 09 / 2015
Citigroup Global Markets Holdings Bahamas Limited	A ORDINARY	650,927,291 00		/ /
Citigroup Global Markets Holdings Bahamas Limited	B ORDINARY	0 00		/ /
Citigroup Global Markets Holdings Bahamas Limited	Dollar Non Cumulative Redeemable Preference	0 00		/ /
Citigroup Global Markets Holdings Bahamas Limited	Dollar Non Cumulative Redeemable Preference	0 00		/ /
Citigroup Global Markets Holdings Bahamas Limited	Dollar Non Cumulative Redeemable Preference	0 00		/ /
Citigroup Global Markets Holdings Bahamas Limited	Dollar Non Cumulative Redeemable Preference	0 00		/ /
Citigroup Global Markets Holdings Bahamas Limited	Dollar Non Cumulative Redeemable Preference Shares	0 00		/ /

In accordance with Section 854 of the Companies Act 2006

AR01 - continuation page

Annual Return

(For returns made up to a date on or **after 1 October 2011**)

G3 List of past and present shareholders ❶

Changes during this period to shareholders' particulars or details of the amount of stock or shares transferred must be completed each year

You must provide a 'full list' of all company shareholders on
- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided

❶ Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

This section only applies to companies answering 'No' to Question 1 in Section G1

		Shares or stock currently held	Shares or stock transferred (if appropriate)	
Shareholder's Name (Address not required)	Class of share	Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
Citigroup Global Markets Holdings Bahamas Limited	Dollar Non Cumulative Redeemable Preference	0 00		/ /
Citigroup Global Markets Holdings Bahamas Limited	Dollar Non Cumulative Redeemable Preference	0 00		/ /
Citigroup Global Markets Holdings Bahamas Limited	Dollar Non Cumulative Redeemable Preference	0 00		/ /
Citigroup Global Markets Holdings Bahamas Limited	Dollar Non Cumulative Redeemable Preference	0 00		/ /
Citigroup Global Markets Holdings Bahamas Limited	Dollar Preference Shares	0 00		/ /
Citigroup Global Markets Holdings Bahamas Limited	FIFTH TRANCHE PREFERENCE	0 00		/ /
Citigroup Global Markets Holdings Bahamas Limited	Fourth Tranche Preference Shares	0 00		/ /
Citigroup Global Markets Holdings Bahamas Limited	Fourth Tranche Preference Shares	0 00		/ /
Citigroup Global Markets Holdings Bahamas Limited	Fourth Tranche Preference Shares	0 00		/ /
Citigroup Global Markets Holdings Bahamas Limited	Fourth Tranche Preference Shares	0 00		/ /
Citigroup Global Markets International LLC	3RD TRANCHE NEW RED PREF	0 00		/ /
Citigroup Global Markets International LLC	A ORDINARY	0 00	192,270,589 00	09 / 09 / 2015

In accordance with Section 854 of the Companies Act 2006

AR01 - continuation page

Annual Return

(For returns made up to a date on or **after 1 October 2011**)

G3 List of past and present shareholders ❶

Changes during this period to shareholders' particulars or details of the amount of stock or shares transferred must be completed each year

You must provide a 'full list' of all company shareholders on
- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided

❶ Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

This section only applies to companies answering 'No' to Question 1 in Section G1

		Shares or stock currently held	Shares or stock transferred (if appropriate)	
Shareholder's Name (Address not required)	Class of share	Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
Citigroup Global Markets International LLC	FIFTH TRANCHE PREFERENCE	0 00	10,400,000 00	09 / 09 / 2015
Citigroup Global Markets International LLC	Fourth Tranche New Redeemable Preference	0 00		/ /
Citigroup Global Markets International LLC	Fourth Tranche Preference Shares	0 00	11,884,954 00	09 / 09 / 2015
Citigroup Global Markets International LLC	ORDINARY £1	0 00		/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

G3 List of past and present shareholders [1]

Changes during this period to shareholders' particulars or details of the amount of stock or shares transferred must be completed each year

You must provide a 'full list' of all company shareholders on
- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided

[1] Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders
Please use a 'List of past and present shareholders' continuation page if necessary

This section only applies to companies answering 'No' to Question 1 in Section G1

		Shares or stock currently held	Shares or stock transferred (if appropriate)	
Shareholder's Name (Address not required)	Class of share	Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

G4 Shareholders who hold at least 5% of any class of share(s) of the company as at the made up date of this return

This section should show only the shareholders that hold at least 5% of any class of share(s) of the company at the date of this return

It should only be completed by companies that have answered 'Yes' to Question 1 in Section G1, and 'No' to Question 2 in Section G1

If there were no shareholders holding at least 5% of any class of share(s) at the date of this return, this section may be left blank

→ Go to **Part 6 (Signature)**

This section only applies to companies answering 'No' to Question 2 in Section G1

Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders
Please use a 'Shareholders who hold at least 5% of any class of share(s) of the company as at the made up date of this return' continuation page if necessary

		Shares or stock currently held	
Shareholder's name	Shareholder's address	Class of share	Number of shares or amount of stock

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Part 6 Signature

This must be completed by all companies

I am signing this form on behalf of the company

Signature

Signature

X X

This form may be signed by
Director ❶, Secretary, Person authorised ❷, Charity commission receiver and manager, CIC manager, Judicial factor

❶ **Societas Europaea**
If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership

❷ **Person authorised**
Under either section 270 or 274 of the Companies Act 2006

Do not cover this barcode

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Annual Return

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form The contact information you give will be visible to searchers of the public record

Contact name: Jill Robson
Company name:
Address: Citigroup Centre
Canada Square
Post town: London
County/Region:
Postcode: E14 5LB
Country:
DX:
Telephone:

Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and number match the information held on the public Register
- ☐ You have completed your principal business activity
- ☐ You have not used this form to make changes to the registered office address
- ☐ You have not used this form to make changes to secretary and director details
- ☐ You have provided the full date of birth for all individual directors in Part 3
- ☐ You have fully completed the Statement of capital (if applicable)
- ☐ You have signed the form
- ☐ You have enclosed the correct fee

Important information

Please note that all information on this form will appear on the public record

How to pay

A fee of £40 is payable to Companies House in respect of a paper Annual Return

Make cheques or postal orders payable to 'Companies House'

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Further information

For further information, please see the guidance notes on the website at www gov uk/companieshouse
or email enquiries@companieshouse gov uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse