Citi Commodities Term Structure Beta Enhanced Capped Component Index

Index Conditions

21 January 2014

Part 1

General

This document constitutes the “Index Conditions” of the Citi Commodities Term Structure Beta Enhanced Capped Commodity Index (the “Index”).

These Index Conditions are made available by Citigroup Global Markets Limited in its capacity as the Index Sponsor. As at the date of these Index Conditions, Citigroup Global Markets Limited also acts as the Index Calculation Agent, calculating and publishing (in accordance with these Index Conditions) the Index, its Index Level and its Index Published Level. The Index Sponsor may, in its sole discretion and without notice, appoint an alternative Index Calculation Agent at any time, which may be the Index Sponsor or one of its Affiliates.

The Index Calculation Agent shall calculate the Index Level on each Index Business Day. The Index Calculation Agent shall calculate the Index Published Level for each Index Business Day by rounding the Index Level for such Index Business Day by the number of decimal places specified.

The Index Published Level for each Index Business Day shall be published on the Index Ticker, at the Index Valuation Time on the next following Index Business Day. This should be considered the official source for the Index Published Level and a level obtained from any other source (electronic or otherwise) must be considered unofficial.

The Index Sponsor’s determinations in respect of the Index, the methodology of which is described in these Index Conditions, shall be final. Please refer to Part 3 (Miscellaneous Provisions) for further information.

Full information in respect of any Index Linked Product is only available on the basis of the combination of these Index Conditions and the confirmation, prospectus or offering document (however described) of the Index Linked Product.
Overview of the Index

The Index is a rules-based proprietary index developed by the Index Sponsor.

On each monthly selection day, the Index methodology selects (from a list of eligible Commodities) the particular Commodities that are to be represented by the Index for the month following such selection day.

The eligible Commodities are grouped into Sectors. The Sectors are Agriculture, Energy, Industrial Metals, Livestock and Precious Metals. Certain eligible Commodities, which are considered to be sub-categories of the same commodity, are grouped into Complexes. The Complexes are the Oil Complex, the Soy Complex and the Wheat Complex.

Each Commodity is potentially represented in the Index by a Citi Commodities Curve Beta Enhanced Distributed Mono Index (Excess Return) (i.e. a CUBES-D Mono Index).

Each Commodity that is initially selected for a month can be described as “bullish”. In the event that not enough “bullish” Commodities are initially selected for a month to fill up the allocation of the Index to its constituents to 100%, then Gold and Silver are additionally selected to fill up the allocation of the Index to its constituents to 100%.

The selection is made with reference to the Backwardation Measure of each Commodity.

The Backwardation Measure of a Commodity quantifies the extent to which the market in the Futures Contracts in respect of such Commodity is in backwardation, and is determined with reference to the Settlement Prices of certain of such Futures Contracts.

For the month following each monthly selection day, the Index comprises the CUBES-D Mono Index which represents each Commodity that has been selected for such month.

For such month, each CUBES-D Mono Index contained for such month in the Index is given a positive Weight in the Index.

The Weight in the Index for a particular month of each CUBES-D Mono Index is capped at 15%.

The total Weight in the Index for a particular month of the CUBES-D Mono Index corresponding with each Commodity which is contained in the Largest Complex for that month is capped at 30%. However, if the Largest Complex for that month contains only one Commodity, then the Weight in the Index for that month of the CUBES-D Mono Index corresponding with that Commodity is capped at 15%.

The total Weight in the Index for a particular month of the CUBES-D Mono Index corresponding with each Commodity which is contained in each Complex (other than the Largest Complex for that month) is capped at 15%. 
Key Information

Index Ticker: CCUDTSCC <Index>.

The Index Ticker is a Bloomberg Electronic Page.

Index Calculation Agent: Citigroup Global Markets Limited.

Index Sponsor: Citigroup Global Markets Limited.

Index Start Date: 4 January 1999.

Index Start Level: 100.

Index Base Currency: U.S. Dollars.


Index Valuation Time: 11:00 a.m. (London time).

Frequency of calculation of the Index Level: Daily.
Section A
Determination of the Index Level and the Index Published Level, and supplementary calculations and determinations

1. Index Level and Index Published Level

1.1 The Index Level on the Index Start Date

The Index Level on the Index Start Date shall be the Index Start Level.

1.2 The Index Level on each Index Business Day following the Index Start Date

The Index Level on each Index Business Day “d” (following the Index Start Date) shall be an amount determined by the Index Calculation Agent in accordance with the formula set out below:

\[ I_d = I_{d-1} + \sum_{i=1}^{\text{Number}} \text{Units}_{i,d-1} \left( \text{SIL}_{i,d} - \text{SIL}_{i,d-1} \right) \]

where:

“\( I_d \)” shall mean the Index Level on \( d \).

“\( I_{d-1} \)” shall mean the Index Level on the Index Business Day immediately preceding \( d \).

“\( \text{Number} \)” shall mean the number of Selected Indices contained in the Index on \( d \).

The composition of the Index is balanced in accordance with paragraph 3 and paragraph 4 below.

“\( \text{Units}_{i,d-1} \)” shall mean the Number of Units in respect of Selected Index \( i \) on the Index Business Day immediately preceding \( d \).

The Number of Units in respect of each Selected Index is determined in accordance with paragraph 3 below.

“\( \text{SIL}_{i,d} \)” shall mean the Selected Index Level of Selected Index \( i \) on \( d \).

“\( \text{SIL}_{i,d-1} \)” shall mean the Selected Index Level of Selected Index \( i \) on the Index Business Day immediately preceding \( d \).

1.3 The Index Published Level on each Index Business Day

The Index Published Level on each Index Business Day “d” shall be an amount determined by the Index Calculation Agent equal to the Index Level for such day rounded to three decimal places.
2. **Selected Index Level**

The Selected Index Level of each Selected Index on an Index Business Day “d” shall be the closing level of such Selected Index on d determined by the Index Calculation Agent with reference to the Selected Index Ticker in respect of such Selected Index.
3. Determination of the Number of Units

3.1 Each Index Business Day following the Index Start Date (other than a selection and balancing)

The Number of Units in respect of each Selected Index on each Index Business Day “d” (following the Index Start Date) other than a Balancing Day shall be equal to the Number of Units in respect of such Selected Index on the Index Business Day immediately preceding d.

3.2 Selection and balancing

On each Scheduled Balancing Day “s” (which term shall include the Index Start Date):

(1) first, the Index Calculation Agent shall determine the Selected Indices in respect of s; then

(2) second, the Index Calculation Agent shall determine the Number of Units in respect of each Selected Index determined in respect of s in accordance with paragraph 3.3 below.

The Selected Indices are determined in accordance with paragraph 4 below.

The Index shall comprise the Selected Indices so determined in respect of s with effect from (and including) s to the Scheduled Balancing Day immediately following s.

3.3 Balancing process (“balance what you can”)

(1) If a Scheduled Balancing Day is not a Disrupted Day for any Selected Index, then the Number of Units in respect of each Selected Index on such Scheduled Balancing Day shall be an amount determined by the Index Calculation Agent in accordance with the formula set out at paragraph 5 below.

(2) If a Scheduled Balancing Day is a Disrupted Day for any Selected Index, then:

(a) on each Interim Balancing Day in respect of such Scheduled Balancing Day:

(i) the Number of Units in respect of each Selected Index for which such Interim Balancing Day is not a Disrupted Day shall be an amount determined by the Index Calculation Agent in accordance with the formula set out at paragraph 5 below; and

(ii) the Number of Units in respect of each Selected Index for which such Interim Balancing Day is a Disrupted Day shall, where such Selected Index was contained in the Index prior to such Scheduled Balancing Day, be equal to the Number of Units in respect of such Selected Index on the Index Business Day immediately preceding such Interim Balancing Day; and

(iii) the Number of Units in respect of each Selected Index for which such Interim Balancing Day is a Disrupted Day shall, where either (A) such Selected Index was not contained in the Index prior to such Scheduled Balancing Day; or (B) such Scheduled Balancing Day is the Index Start Date, be zero; and

(b) the Number of Units in respect of each Selected Index on the Effective Balancing Day in
respect of such Scheduled Balancing Day shall be an amount determined by the Index Calculation Agent in accordance with the formula set out at paragraph 5 below.

For the purposes of this paragraph 3.3, any Selected Index the Weight of which is zero shall be disregarded for the purposes of determining whether a day is a Disrupted Day for any Selected Index.
4. Selection of Selected Indices

4.1 Applying the Backwardation Measure

On each Effective Selection Day, the Index Calculation Agent shall follow the four steps set out below to determine which Commodities shall be Selected Commodities in respect of such Effective Selection Day.

The Component Index in respect of each Selected Commodity determined in respect of an Effective Selection Day shall be a Selected Index in respect of such Effective Selection Day.

(1) First step

First, the Index Calculation Agent shall determine the Backwardation Measure, in accordance with paragraph 4.2 below, of each Commodity contained in the Effective List.

For the purposes of this first step, the Effective List shall comprise the Commodities contained in the Component Index Table other than Gold and Silver.

(2) Second step

The Commodity which is contained in each Sector (other than Precious Metals), the Backwardation Measure of which is the highest of all of the Commodities contained in such Sector, shall be a Selected Commodity. For the avoidance of doubt, four Selected Commodities shall be selected from the Effective List in this second step.

For the purposes of this second step, the Effective List shall comprise the Effective List for the purposes of the first step (and for the avoidance of doubt, Gold and Silver are not included in the Effective List for the purposes of this second step).

(3) Third step

(a) If there are six or less “positive” Commodities contained in the Effective List with positive Backwardation Measures, each of the four Commodities, the Backwardation Measures of which are the four highest of the Backwardation Measures of such “positive” Commodities, shall be a Selected Commodity.

(b) If there are seven “positive” Commodities contained in the Effective List with positive Backwardation Measures, each of the five Commodities, the Backwardation Measures of which are the five highest of the Backwardation Measures of such “positive” Commodities, shall be a Selected Commodity.

(c) If there are eight or more “positive” Commodities contained in the Effective List with positive Backwardation Measures, each of the six Commodities, the Backwardation Measures of which are the six highest of the Backwardation Measures of such “positive” Commodities, shall be a Selected Commodity.

For the purposes of this third step, the Effective List shall comprise the Effective List for the purposes of the second step less each Selected Commodity selected in the second step (and for the avoidance of doubt, Gold and Silver are not included in the Effective List for the purposes of
this third step)

(4) **Fourth step**

The second step and the third step result in the selection of between eight and ten Selected Commodities.

The Weight of each Selected Commodity is determined in accordance with paragraph 6.

4.2 *Determination of the Backwardation Measure on an Effective Selection Day*

1. **Backwardation Measure**

The Backwardation Measure of a Commodity “c” on an Effective Selection Day “d” shall be an amount determined by the Index Calculation Agent in accordance with the formula set out below:

\[
BM_{c,d} = \left( \frac{FCP_{c,d}}{BCP_{c,d}} - 1 \right) \times AF_{c,d}
\]

where:

- “BM_{c,d}” shall mean the Backwardation Measure of c on d.
- “FCP_{c,d}” shall mean the Front Contract Price of c on d.
- “BCP_{c,d}” shall mean the Back Contract Price of c on d.
- “AF_{c,d}” shall mean the Annualizing Factor of c on d.

“Annualizing Factor” shall mean, in respect of c and d, the amount determined in accordance with paragraph 4.2(3).

2. **Back Contract Price, Front Contract Price and Settlement Price**

“Back Contract” shall mean, in respect of a Commodity “c”, an Effective Selection Day “d” and the relevant Front Contract in respect of c and d (the “Relevant Front Contract”), either:

(a) the Futures Contract which (a) has the same Contract Month as the Relevant Front Contract; and (b) the Expiration Month of which is twelve calendar months after the Expiration Month of the Relevant Front Contract; or

(b) if no such Futures Contract is listed on the Exchange, the Futures Contract listed on the Exchange the Expiration Month of which is the last to occur following the Expiration Month of the Relevant Front Contract, PROVIDED THAT the Back Contract shall be a Futures Contract the Expiration Month of which shall be no later than twelve calendar months after the Expiration Month of the Relevant Front Contract.

“Back Contract Price” shall mean, in respect of a Commodity “c” and an Effective Selection Day “d”, the Settlement Price in respect of d of the Back Contract in respect of c and d.
“Contract Month” shall mean, in respect of a Futures Contract, the calendar month referred to in the title of such Futures Contract (by way of illustration, if the title of a Futures Contract refers to “February 2013”, the Contract Month of such Futures Contract is “February”).

“Expiration Date” shall mean, in respect of a Futures Contract, the date of expiration of such Futures Contract.

“Expiration Month” shall mean, in respect of a Futures Contract, the particular calendar month in the particular calendar year referred to in the title of such Futures Contract (by way of illustration, if the title of a Futures Contract refers to “February 2013”, the Expiration Month of such Futures Contract is “February 2013”).

“Front Contract” shall mean, in respect of a Commodity “c” and an Effective Selection Day “d”, the Futures Contract in respect of c the Expiration Date of which is the first to occur after the Settlement Price Observation Date in respect of d.

“Front Contract Price” shall mean, in respect of a Commodity “c” and an Effective Selection Day “d”, the Settlement Price in respect of d of the Front Contract in respect of c and d.

“Settlement Price” shall mean, in respect of an Effective Selection Day “d” and a Futures Contract, either (1) the settlement price of such Futures Contract on the Settlement Price Observation Date in respect of d (“SPOD”), as published by or otherwise made available by (or on behalf of) the Exchange on SPOD; or (2) if no such settlement price is so published on SPOD, the settlement price of such Futures Contract on the first Index Business Day immediately preceding SPOD on which the settlement price of such Futures Contract is so published.

“Settlement Price Observation Date” shall mean, in respect of an Effective Selection Day “d”, the final Open Business Day of the relevant Exchange to occur on or prior to the final Index Business Day of the calendar month immediately preceding d.

(3) Annualizing Factor

The Annualizing Factor of a Commodity “c” on an Index Business Day “d” shall be an amount determined by the Index Calculation Agent in accordance with the formula set out below:

$$AF_{c,d} = \frac{12}{\text{Months}}$$

where:

“$AF_{c,d}$” shall mean the Annualizing Factor of c on d.

“$\text{Months}$” shall mean the number of calendar months between the Expiration Month of the Front Contract determined in respect of c and d and the Expiration Month of the Back Contract determined in respect of c and d.
5. Formula for the Number of Units

The Number of Units in respect of a Selected Index “i” on a Balancing Day “d” shall be an amount determined by the Index Calculation Agent in accordance with the formula set out below:

\[
\text{Units}_{i,d} = \frac{I_d \times \text{Weight}_{i,d}}{\text{SIL}_{i,d}}
\]

where:

“\text{Units}_{i,d}” shall mean the Number of Units in respect of i on d.

“I_d” shall mean the Index Level on d.

“\text{Weight}_{i,d}” shall mean the Weight of i on d.

“\text{SIL}_{i,d}” shall mean the Selected Index Level of i on d.
6. **Weight**

6.1 **Determination of Weight**

The Weight of a Selected Index on a Balancing Day “d” shall be an amount determined by the Index Calculation Agent by following the four steps set out below.

1. **First step**

   The Weight on d of the Selected Index “i” which corresponds with each Selected Commodity in respect of d which is contained in the Largest Complex on d shall be a percentage determined in accordance with the formula set out below:

   \[ W_{i,d} = \min \left( 15\% ; \frac{30\%}{\text{Number}_{\text{Largest Complex}}} \right) \]

   where:

   “\( W_{i,d} \)” shall mean the Weight on d of i.

   “\( \min \)” shall mean the lesser of the amounts written in parentheses and separated by each semi-colon.

   “\( \text{Number}_{\text{Largest Complex}} \)” shall mean the number of Selected Indices contained in the Largest Complex on d.

2. **Second step**

   The Weight on d of the Selected Index “i” which corresponds with each Selected Commodity in respect of d which is contained in each of the two Complexes other than the Largest Complex on d shall be a percentage determined in accordance with the formula set out below:

   \[ W_{i,d} = \frac{15\%}{\text{Number}_{\text{Relevant Complex}}} \]

   where:

   “\( W_{i,d} \)” shall mean the Weight on d of i.

   “\( \text{Number}_{\text{Relevant Complex}} \)” shall mean the number of Selected Indices contained in the Complex on d in which i is contained (for the avoidance of doubt, such number shall include i).

3. **Third step**

   The Weight on d of the Selected Index “i” which corresponds with each Selected Commodity in respect of d which is not contained in any Complex shall be a percentage determined in accordance with the formula set out below:
\[ W_{i,d} = \min \left( 15\% \cdot \frac{\text{Remaining Weight}}{\text{Number}_{\text{Remaining}}} \right) \]

where:

“\( W_{i,d} \)” shall mean the Weight on \( d \) of \( i \).

“\( \text{Remaining Weight} \)” shall mean a percentage equal to 100% minus the sum of the Weight on \( d \) determined in respect of each Selected Index the Weight of which on \( d \) is determined under the first step and the second step.

“\( \text{Number}_{\text{Remaining}} \)” shall mean the number of Selected Indices in respect of \( d \) which are not contained in any Complex.

(4) Fourth step

(a) If the sum of the Weight on \( d \) of each Selected Index in respect of \( d \) determined under the first step, the second step and the third step is equal to 100%, then the Weight on \( d \) of each Selected Index in respect of \( d \) shall be the Weight of such Selected Index as so determined.

(b) If the sum of the Weight on \( d \) of each Selected Index in respect of \( d \) determined under the first step, the second step and the third step is less than 100%, then:

(i) each of Gold and Silver shall also be deemed to be a Selected Commodity on \( d \); and

(ii) the Weight on \( d \) of each of Gold and Silver shall be equal, and no greater than 15%, and such that the sum of the Weight on \( d \) of each Selected Commodity on \( d \) (including Gold and Silver) is equal to 100%.

6.2 Complex and Largest Complex

“\( \text{Complex} \)” shall mean each of the Oil Complex, the Soy Complex and the Wheat Complex.

“\( \text{Largest Complex} \)” shall mean, on an Effective Selection Day “\( d \)”, the Complex which contains on \( d \) the greatest number of Commodities which are Selected Commodities in respect of \( d \). In the event that on \( d \) two or more Complexes contain the greatest number of Commodities which are Selected Commodities in respect of \( d \), the Complexes shall qualify as the Largest Complex on \( d \) in the following order: first, the Oil Complex; second, the Soy Complex; and third, the Wheat Complex.

“\( \text{Oil Complex} \)” shall mean a group of four Commodities comprising WTI Crude Oil, Brent Crude Oil, Gasoline and Heating Oil.

“\( \text{Soy Complex} \)” shall mean a group of three Commodities comprising Soybeans, Soybean Meal and Soybean Oil.

“\( \text{Wheat Complex} \)” shall mean a group of two Commodities comprising Wheat (CBOT) and Wheat (KCBOT).
### Section B
#### Component Index Table

The Commodities listed in the Component Index Table are eligible for inclusion in the Index. Not every Commodity listed in the Component Index Table will be included in the Index at any particular time.

<table>
<thead>
<tr>
<th>Commodity</th>
<th>Exchange</th>
<th>Sector</th>
<th>CUBES-D</th>
</tr>
</thead>
<tbody>
<tr>
<td>WTI Crude Oil</td>
<td>NYMEX</td>
<td>Energy</td>
<td>CCUDCLER</td>
</tr>
<tr>
<td>Brent Crude Oil</td>
<td>ICE</td>
<td>Energy</td>
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<td>Energy</td>
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<td>Precious Metals</td>
<td>CCUDGSER</td>
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<tr>
<td>Silver</td>
<td>CME</td>
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<td>Copper (COMEX)</td>
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<td>Industrial Metals</td>
<td>CCUDLPER</td>
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<td>LME</td>
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<td>CCUDLAER</td>
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<tr>
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<td>CCUDLNER</td>
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<td>CCUDWXER</td>
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<td>Wheat (KCBOT)</td>
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<td>Livestock</td>
<td>CCUDLCER</td>
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</table>

The index conditions of the Component Indices are available from the Index Sponsor.

The Component Index Ticker of each Component Index is a Bloomberg Electronic Page.

“CBOT” shall mean the Chicago Board of Trade.
“CME” shall mean the Chicago Mercantile Exchange.
“ICE” shall mean the Intercontinental Exchange, Inc.
“KCBOT” shall mean the Kansas City Board of Trade.
“LME” shall mean the London Metal Exchange.
“NYBOT” shall mean the New York Board of Trade.
“NYMEX” shall mean the New York Mercantile Exchange.
Section C
Disrupted Day

1. Disrupted Day

1. “Disrupted Day” shall mean:

   (1) in respect of a Selected Index, a day on which a Disruption Event occurs in respect of any Futures Contract with reference to which such Selected Index is determined; and

   (2) in respect of a Futures Contract, a day on which a Disruption Event occurs in respect of such Futures Contract.

2. Disruption Event

2.1 “Disruption Event” shall mean, in respect of a Futures Contract, the occurrence of any event or circumstance which disrupts or impairs the ability of the Index Calculation Agent to determine the Settlement Price of such Futures Contract, including without limitation:

   (1) the Exchange fails to open for trading during its regular trading session; or

   (2) the occurrence or existence at any time during the one hour period which ends at the end of the relevant Scheduled Closing Time of any suspension of or limitation imposed (whether by reason of movements in price exceeding permitted limits or otherwise) on the trading on the Exchange; or

   (3) the occurrence or existence at any time during the one hour period which ends at the end of the relevant Scheduled Closing Time of any other event (other than an event described in sub-paragraph (4)) which disrupts or impairs the ability of market participants in general on the Exchange to effect transactions in or to obtain market values for such Futures Contract; or

   (4) the closure on any Exchange Business Day of the Exchange prior to its Scheduled Closing Time (unless such earlier closing time is announced by the Exchange at least one hour prior to the earlier of (a) the actual closing time for the regular trading session of the Exchange on such Exchange Business Day; and (b) the deadline for the submission of orders to be entered into the Exchange system for execution at the relevant Scheduled Closing Time on such Exchange Business Day); or

   (5) the settlement price of such Futures Contract has increased or decreased by an amount equal to the maximum permitted price change from the previous day’s settlement price; or

   (6) the settlement price of such Futures Contract is not published by or otherwise made available by (or on behalf of) the Exchange.

2.2 “Exchange Business Day” shall mean any Scheduled Trading Day on which the Exchange is open for trading during its regular trading session, notwithstanding the Exchange closing prior to the Scheduled Closing Time.
“Scheduled Closing Time” shall mean, in respect of a Scheduled Trading Day, the scheduled weekday closing time on the Exchange on such Scheduled Trading Day, without regard to after-hours trading or other trading outside the hours of the regular trading session on the Exchange.
Section D
Extraordinary Event and Successors

1. Extraordinary Event

1.1 Component Index

“Extraordinary Event” shall mean, in respect of a Component Index, the Component Index Sponsor:

(1) fails to publish the level of such Component Index; or

(2) announces that it will make a material change in the formula for or method of calculating such Component Index or in any other way materially modifies such Component Index (other than a modification prescribed in such formula or method to maintain such Component Index in the event of changes in the constituents of such Component Index, the weightings (if any) of such Component Index, or other routine events); or

(3) permanently cancels such Component Index.

1.2 Futures Contract

“Extraordinary Event” shall mean, in respect of a Futures Contract, the occurrence of any of the following:

(1) trading in such Futures Contract is permanently discontinued on the Exchange; or

(2) the Exchange makes a material change in the content, composition or constitution of such Futures Contract; or

(3) the Exchange makes a material change in the formula for and method of calculating the settlement price of such Futures Contract.

2. Following an Extraordinary Event

If an Extraordinary Event occurs in respect of either a Component Index or a Futures Contract (each, the “Affected Element”), then:

(1) the Index Calculation Agent may suspend the calculation, publication and dissemination of the Index, the Index Level and the Index Published Level until the first succeeding Index Business Day on which such Extraordinary Event does not occur or continue to occur; and/or

(2) the Index Calculation Agent may select a replacement for the Affected Element which has substantially similar characteristics to the Affected Element that is being replaced, having regard to the manner in which Affected Element is used in the calculation of the Index, in which case (a) the Index Calculation Agent will determine the effective date of such replacement; and (b) the Index Sponsor will make such adjustment or adjustments to these Index Conditions as it determines appropriate to account for the effect on the Index of such replacement; and/or
(3) the Index Sponsor may discontinue and cancel the Index.

3. **Successor Component Index and Successor Component Index Sponsor**

   If a Component Index is:

   (1) not calculated and announced by the Component Index Sponsor but is calculated and announced by a successor sponsor acceptable to the Index Calculation Agent; or

   (2) replaced by a successor index using, in the determination of the Index Calculation Agent, the same or a substantially similar formula for and method of calculation as used in the calculation of such Component Index,

   then in each case that index shall be deemed to be such Component Index with effect from the date determined by the Index Calculation Agent, and the Index Sponsor may make such adjustment or adjustments to these Index Conditions as it determines appropriate to account for the effect on the Index of such change.
“Affiliate” shall mean, in respect of any person, any entity controlled (directly or indirectly) by such person, any entity which controls (directly or indirectly) such person or any entity (directly or indirectly) under common control with such person. For this purpose, “control” of any person or entity shall mean the ownership or a majority of the voting power of such person or entity.

“All Exchanges Open Business Day” shall mean any day which is an Open Business Day for the Exchange of each Commodity.

“Backwardation Measure” shall mean, in respect of a Commodity, the amount determined in accordance with paragraph 4.2 of Section A of Part 1.

“Balancing Day” shall mean each Scheduled Balancing Day, and the Effective Balancing Day (if applicable) in respect of such Scheduled Balancing Day, and each Interim Balancing Day (if any) in respect of such Scheduled Balancing Day.

“Citi” shall mean Citigroup Inc. and its Affiliates.

“Commodity” shall mean each commodity specified under the heading “Commodity” of the Component Index Table.

“Commodity Contract Type” shall mean, in respect of a Commodity, a category of Futures Contracts which reference the same quantity and quality of such Commodity and which are traded on the same exchange.

“Component Index” shall mean each CUBES-D Mono Index.

“Component Index Sponsor” shall mean, in respect of a Component Index, the corporation or other entity which (1) is responsible for setting and reviewing the rules and procedures and methods of calculations and adjustments, if any, relating to such Component Index; and (2) announces (directly or through an agent) the level of such Component Index on a regular basis.

“Component Index Table” shall mean the table set out at Section B of Part 1.

“CUBES-D Mono Index” shall mean, in respect of each Commodity, the Citi Commodities Curve Beta Enhanced Distributed Mono Index (Excess Return) in respect of such Commodity.

“Data Table” shall mean the table set out under the heading “Key Information”.

“Effective List” shall mean a notional list of Component Indices that is used for the purposes of selecting Selected Indices in accordance with paragraph 4 of Section A of Part 1.

“Effective Balancing Day” shall mean, in respect of a Scheduled Balancing Day which is a Disrupted Day for any Selected Index, the first succeeding Scheduled Transacting Day which is not a Disrupted Day for any Selected Index.
“Effective Selection Day” shall mean each Scheduled Balancing Day.

“Electronic Page” shall mean, in respect of an index, instrument or rate (as relevant) (1) the electronic page or source specified in respect of such index, instrument or rate (as relevant); or (2) any successor electronic page or source that has been designated by either (a) the sponsor of the original electronic page or source; or (b) the relevant information vendor or provider of the original electronic page or source; or (3) any alternative electronic page or source designated by the Index Calculation Agent.

“Exchange” shall mean, in respect of each Commodity, the exchange specified in respect of such Commodity in the column headed “Exchange” of the Component Index Table.

“Futures Contract” shall mean, in respect of a Commodity Contract Type, each contract (for future delivery of the relevant Commodity) listed and traded on the relevant Exchange, relating to the same quantity and quality of such Commodity.

“Index Base Currency” shall mean the currency specified as such in the Data Table.

“Index Business Day” shall mean each day specified as such in the Data Table.

“Index Calculation Agent” shall mean the person specified as such in the Data Table and appointed by the Index Sponsor, any successor to such person, or any alternative calculation agent appointed by the Index Sponsor.

“Index Level” shall mean, in respect of an Index Business Day, the closing level of the Index on such Index Business Day. The Index Level shall be an amount expressed in the Index Base Currency.

“Index Linked Product” shall mean any security, contract or other financial product the return on which is linked to the performance of the Index.

“Index Published Level” shall mean, in respect of an Index Business Day, the published level of the Index on such Index Business Day. The Index Published Level shall be an amount expressed in the Index Base Currency.

“Index Sponsor” shall mean the person specified as such in the Data Table or any successor to or assignee of such person.

“Index Start Date” shall mean the date specified as such in the Data Table.

“Index Start Level” shall mean the Index Level on the Index Start Date, as specified in the Data Table.

“Index Ticker” shall mean the Electronic Page in respect of the Index, as specified in the Data Table.

“Index Valuation Time” shall mean the time specified as such in the Data Table.

“Interim Balancing Day” shall mean, in respect of a Scheduled Balancing Day which is a Disrupted Day for any Selected Index, each Scheduled Transacting Day from (and including) such Scheduled Balancing Day to (but excluding) the Effective Balancing Day in respect of such Scheduled Balancing Day.

“Number of Units” shall mean, in respect of a Selected Index, the amount determined in accordance with paragraph 5 of Section A of Part 1.
“Open Business Day” shall mean, in respect of an Exchange, any day which is a Scheduled Trading Day for such Exchange on which such Exchange is open for trading during its regular trading session, notwithstanding such Exchange closing prior to its Scheduled Closing Time.

“Scheduled Balancing Day” shall mean the first Scheduled Transacting Day of each calendar month.

“Scheduled Closing Time” shall mean, in respect of a Scheduled Trading Day, the scheduled weekday closing time on the relevant Exchange on such Scheduled Trading Day, without regard to after-hours trading or other trading outside the hours of the regular trading session on such Exchange.

“Scheduled Trading Day” shall mean, in respect of an exchange, any day when such exchange is scheduled to be open for its regular trading session.

“Scheduled Transacting Day” shall mean any day which is an All Exchanges Open Business Day.

“Sector” shall mean, in respect of each Commodity, the sector specified in respect of such Commodity in the column headed “Sector” of the Component Index Table. A Sector contains one or more Commodities.

“Selected Index” shall mean each Component Index selected in accordance with paragraph 4 of Section A of Part 1.

“Selected Index Level” shall mean, in respect of each Selected Index, the closing level of such Selected Index.

“Selected Index Ticker” shall mean, in respect of each Selected Index, the Electronic Page specified in respect of such Selected Index under the heading “CUBES-D” in the Component Index Table.

“Settlement Price” shall have the meaning given to it in paragraph 4.2 of Section A of Part 1.

“Weight” shall mean, in respect of a Selected Index, the percentage determined in accordance with paragraph 6 of Section A of Part 1.
Part 3
Miscellaneous Provisions

1. Calculations and determinations

1.1 General

The Index Calculation Agent will perform all calculations, determinations, rebalancings and adjustments (together, “Calculations”) in respect of the Index.

Neither the Index Calculation Agent nor the Index Sponsor will have any responsibility for errors made in good faith or omissions in Calculations or other actions as provided in these Index Conditions.

The Calculations of the Index Calculation Agent shall be performed by it in accordance with these Index Conditions, acting in its sole, absolute and unfettered discretion, but in good faith and in a commercially reasonable manner (having regard in each case to the criteria stipulated in these Index Conditions and, where relevant, on the basis of information provided to or obtained by employees or officers of the Index Calculation Agent responsible for making relevant Calculations). All Calculations shall, in the absence of manifest error, be final, conclusive and binding on any user of the Index, including any holder of, or counterparty to, an Index Linked Product.

Although these Index Conditions are intended to be comprehensive, it is possible that ambiguities, errors and omissions may arise in certain circumstances. The Index Sponsor will resolve, acting in good faith and in a commercially reasonable manner, any such ambiguity, error or omission, and may amend these Index Conditions to reflect the resolution of such ambiguity, error or omission in a manner which is consistent with the commercial objective of the Index.

1.2 Rounding

Subject as provided in these Index Conditions, any amount, currency amount, level, percentage, price, rate or value (“Amount”) calculated by the Index Calculation Agent shall be rounded to such number of decimal points and in such manner as the Index Calculation Agent determines is appropriate, acting in a commercially reasonable manner.

1.3 Use of estimates

The Index Calculation Agent will perform the Calculations described in these Index Conditions using the information, data sources or factors specified in these Index Conditions and any Amount (together, “Information”) and may perform any Calculation and any action required in respect of these Index Conditions in any sequence. However, in the event that the Index Calculation Agent is not able to obtain or use any necessary Information, then (after using reasonable endeavours and after applying any fallback provision specified in these Index Conditions in respect of the relevant Calculation) the Index Calculation Agent may, but shall not be obliged to, use its estimate (made in good faith and in a commercially reasonable manner) of the relevant Information in performing such Calculation, should the Index Calculation Agent determine that such estimate is reasonably necessary in order to give effect to any provision or to perform any Calculation necessary under these Index Conditions.
1.4 No verification of Information

Although the Index Calculation Agent will obtain Information for inclusion in the Index or for use in performing any Calculation under these Index Conditions from sources that the Index Calculation Agent considers reliable (including databases maintained by the Index Calculation Agent or its Affiliates, and public sources such as Bloomberg and Reuters), the Index Calculation Agent will not publish or independently verify such Information.

1.5 Corrections

Subject as provided in these Index Conditions, if the Index Calculation Agent becomes aware that any Information used by it in connection with any Calculation under these Index Conditions has subsequently been corrected or adjusted, then the Index Calculation Agent may, but shall not be obliged to, use such corrected or adjusted Information and as a consequence make any further Calculation that it determines necessary or desirable in order to give effect to or to reflect such corrected or adjusted Information, including without limitation any redenomination, exchange or conversion of any currency into a successor currency.

1.6 Reliance

In performing any Calculation under these Index Conditions, the Index Calculation Agent may rely upon the opinion of any person who appears to it as being competent to value any asset or instrument of any class, or to perform any other calculation or determination, by reason of any appropriate relevant professional qualification or experience.

1.7 Not acting as fiduciary or agent

In performing any Calculation or other action in connection with these Index Conditions, each of the Index Calculation Agent and the Index Sponsor will act as principal and not as agent of any other person. Neither the Index Calculation Agent nor the Index Sponsor owes any duty of care or any fiduciary duty to any investor in any Index Linked Product or to any other person. Each Calculation and other action performed in connection with these Index Conditions by the Index Calculation Agent or the Index Sponsor is performed in reliance on this provision and is subject to this provision.

If through performing any such Calculation or other action the Index Calculation Agent or the Index Sponsor is rendered an agent or fiduciary of another person under applicable law, then (at the option of the Index Calculation Agent or the Index Sponsor, as relevant) the rights and obligations of the Index Calculation Agent or the Index Sponsor to perform such Calculation or other action may be suspended (or, if already performed, the application of such Calculation or other action may be suspended) until such time when such Calculation or other action can be performed either by the Index Calculation Agent or the Index Sponsor as principal and not as an agent or fiduciary or by an appropriate third party who is both willing and able to perform such Calculation or other action.

1.8 Dates and times of calculations

Notwithstanding that certain Calculations under these Index Conditions may be expressed to be “on” or “as at” a certain date or time, the Index Calculation Agent may in its discretion perform such Calculation in respect of such date or time after such date or time.
2. Notional exposure

The Index reflects a particular method by which the performance of the indices, instruments and rates (each, a “Reference Factor”) used to determine the Index and the Index Level is analyzed, and any exposure to a Reference Factor will be purely notional and will only exist in the books and records of the Index Sponsor and the Index Calculation Agent.

3. Conflicts of interest

Citi entities perform various roles in connection with the Index and any Index Linked Product, and conflicts of interest may arise for any such entity as a consequence of any role it performs in connection with the Index or any Index Linked Product or as a consequence of its activities more generally.

During the normal course of their business, the Index Sponsor, the Index Calculation Agent, any of their respective Affiliates, directors, officers, employees, representatives, delegates and agents (each, for the purposes of these purposes, a “Relevant Person”) may enter into, promote, offer or sell securities or contracts (whether or not structured) linked to the Index and/or any Reference Factor. Any Relevant Person may at any time (1) have long or short principal positions or actively trade (whether or not through making markets to its clients) positions in or relating to the Index or any Reference Factor; (2) invest in or engage in transactions with or on behalf of other persons relating to the Index and/or any Reference Factor; (3) undertake hedging transactions (for the purposes of any security or contract) which may adversely affect the level, price or rate or other factor underlying the Index and/or any Reference Factor; (4) have an investment banking or commercial relationship with the issuer of any Reference Factor and have access to information from such issuer; or (5) publish research in respect of any Reference Factor. Such activity may or may not affect the Index Level, but potential investors and counterparties should be aware that a conflict of interest may arise when a person acts in more than one capacity, and such conflict of interest may affect (whether in a positive manner or a negative manner) the Index Level.

4. Disclaimer

No Relevant Person makes any express or implied representation or warranty as to (1) the advisability of purchasing or entering into any Index Linked Product; (2) the levels of the Index at any particular date or time; (3) the results to be obtained from the use of the Index or any datum included in these Index Conditions for any purpose; or (4) any other matter. Each Relevant Person hereby expressly disclaims, to the fullest extent permitted by applicable law, all warranties of accuracy, completeness, merchantability or fitness for a particular purpose with respect to the Index and any information contained in these Index Conditions. No Relevant Person will have any liability (direct or indirect, special, punitive, consequential or otherwise) to any person even if notified of the possibility of damages.

These Index Conditions have been prepared solely for the purposes of information and nothing in these Index Conditions constitutes (1) an offer to buy or sell any security or contract, to participate in any transaction or to adopt any investment strategy; or (2) legal, tax, regulatory, financial or accounting advice. Any decision to purchase any Index Linked Product should be based on the information contained in the associated prospectus or offering document (however described). In the case of a prospectus or offering document which contains provisions under the heading “Risk Factors”, “Investment Considerations” or the equivalent, please refer to these provisions for a discussion of the factors that must be considered in connection with an investment in the security or
contract described therein.

Neither the Index Calculation Agent nor the Index Sponsor is under any obligation to continue to calculate, publish or disseminate the Index, the Index Level, or the Index Published Level.

5. Intellectual Property

The Index and these Index Conditions are the Index Sponsor’s proprietary and confidential material. No person may reproduce or disseminate the information contained in these Index Conditions, the Index, the Index Level or the Index Published Level without the prior written consent of the Index Sponsor. These Index Conditions are not intended for distribution to or use by any person in a jurisdiction where such distribution is prohibited by applicable law and regulation.

The Index is not in any way sponsored or promoted by the sponsor or issuer, as relevant, of any Reference Factor.

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General risks

The following are certain general risks which exist in respect of an exposure to the Index.

1. **The Index is exposed to commodity risks.**

   The Index is intended to reflect the prices of underlying commodity futures contracts and is therefore subject to the risks of commodity investing. Commodity prices and the prices of commodity futures contracts can be highly volatile, and therefore any rules-based algorithm (such as that used in the Index) using historical performance or the behaviour of commodity prices or the prices of commodity futures contracts may be affected adversely by unexpected price behaviour. In addition to general economic and market factors, the commodity markets are subject to temporary distortions or other disruptions due to various factors, including changes in supply and demand, the lack of liquidity in the markets, the participation of speculators, and government regulation and intervention, any of which may increase the risk of price volatility. Commodity futures markets are subject to regulations which limit the amount of fluctuation in commodity futures contract prices which may occur during a single business day. The Index is also subject to the risk of changes in regulation which may affect the prices or liquidity of underlying commodity futures contracts and hence the level of the Index. Reduced liquidity of underlying commodity futures contracts may affect the level of the Index or require changes to their components or methodology.

2. **The Index is not a substitute for physical commodities.**

   The Index is not a substitute for physical commodities and returns of the Index may not reflect the returns that could be obtained by owning the components that are included in the Index (each, an “Index Constituent”).

3. **The Index may underperform commodity benchmark indices.**

   The Index may underperform other commodity benchmark indices. There can be no assurance that the Index will generate positive returns.

4. **The performance of the Index may be significantly lower than the performance of certain Index Constituents.**

   The performance of the Index could be significantly less than the performance of alternative indices with similar risk characteristics, even if some of the commodity futures contracts that are included in the Index, or the commodities underlying such commodity futures contracts, have generated significant returns. The levels of such commodity futures contracts and such commodities may move in different directions at different times compared to each other, and underperformance by one or more of the commodity futures contracts included in the Index may reduce the performance of the Index as a whole.

5. **The correlation among the Index Constituents may change unpredictably.**

   Correlation is the extent to which the values of the Index Constituents increase or decrease to the same degree at the same time. If the correlations among the Index Constituents change, the level of the
Index may be adversely affected.

6. **The Index may be subject to currency rate risk.**

The Index may be exposed to currency rate risk because the prices of the Index Constituents may be converted into the base currency of the Index for the purposes of calculating the level of the Index if those prices are expressed in a different currency. Currency rates may be volatile and move in an unexpected way. Historic currency rates should not be considered indicative of future currency rates.

7. **Discretion of the Index Calculation Agent.**

Citigroup Global Markets Limited, acting in its capacity as the Index Calculation Agent, will determine prices and other data relevant to the calculation of the level of the Index, including whether a market disruption event, or other event permitting suspension of the Index, has occurred. Following a disruption to the Index, the Index Calculation Agent may postpone calculations, make good faith price determinations, and/or suspend the publication of the Index.

8. **Discretion of the Index Sponsor.**

Citigroup Global Markets Limited, acting in its capacity as the Index Sponsor, may modify the conditions of an Index to reflect the resolution of any error, ambiguity or omission in such conditions. Any such modification may have an effect on the level of such Index. Following a disruption to the Index, the Index Sponsor may discontinue and cancel the Index. The Index Sponsor has no obligation to maintain the Index.

9. **Additional general risks.**

Please see Part 3 (*Miscellaneous Provisions*) of the Index Conditions for further important disclosure of additional general risks (1) as to the manner in which the Index is determined, (2) that neither the Index Calculation Agent nor the Index Sponsor acts as fiduciary, and (3) as to certain conflicts of interest.

10. **No assurance.**

There can be no assurance that the combination of Index Constituents from time to time, and when aggregated through time, will meet any investment objective or achieve any particular performance.

**Risks**

The following are certain specific risks which exist in respect of the Index.

1. **CUBES-D Mono Indices.**

   (a) Each Component Index is a Citi Commodities Curve Beta Enhanced Distributed Mono Index (Excess Return) (i.e. a CUBES-D Mono Index).

   (b) A CUBES-D Mono Index is intended to reflect the prices of underlying commodity futures contracts, and is therefore subject to the risks of commodity investing discussed above. A CUBES-D Mono Index is not a substitute for physical commodities, as discussed above.
(c) A CUBES-D Mono Index may underperform commodity benchmark indices. Rather than selecting new commodity futures contracts for underlying commodities based on a predetermined, fixed schedule, a CUBES-D Mono Index rolls (applying the CUBES-D roll methodology) underlying futures contracts monthly into new futures contracts that are expected to generate the greatest comparative yield over the month based on the estimated futures curve for those futures contracts one month in the future. The actual futures curve realized following the roll period may be entirely different, in which case the selected commodity futures contracts may not produce the greatest yield, and in fact the CUBES-D roll methodology may be less efficient than the predetermined, fixed roll methodology of commodity benchmark indices. Therefore a CUBES-D Mono Index may underperform a commodity benchmark index. There can be no assurance that a CUBES-D Mono Index will generate positive returns.

(d) In either a “contango” market (upward-sloping futures curve) or a “backwardation” market (downward-sloping futures curve), as the expiration date of a commodity futures contract nears, the price of the futures contract will generally trend to the spot price of the underlying commodity. Therefore a contango market may affect adversely the performance of the underlying commodity and therefore the level of the relevant CUBES-D Mono Index.

(e) The accuracy of the CUBES-D roll methodology may be affected adversely if a commodity futures curve flips from a “contango” market to a “backwardation” market during the month.

(f) The CUBES-D roll methodology may be disrupted if market trading in its constituent commodity futures contracts is suspended or disrupted.

(g) Knowledge of the CUBES-D roll methodology is essential to evaluate the Index.

2. The Index is premised on the insight that when a commodity term structure is in backwardation, this may indicate a near-term “bullish” return outlook for the relevant commodity. Conversely if a commodity term structure is in contango, this may indicate a near-term “bearish” outlook for the relevant commodity. There is no guarantee that the relevant commodity will generate positive returns if the term structure is in backwardation and conversely there is no guarantee that the relevant commodity will generate negative returns if the term structure is in contango.

3. The Index measures the degree of backwardation for each commodity and takes long positions on the most highly backwardated commodities. There is no guarantee that commodities with a higher backwardation measure will outperform commodities with a lower backwardation measure.

4. Backwardation is measured between the front month futures contract and the 12 month futures contract. Futures contracts with the same calendar month 12 months forward are compared to reduce the effects of seasonality. The distortions in the measure due to seasonality may not completely be removed.

5. The Index takes a notional long exposure to the relevant CUBES-D Mono Index corresponding with each commodity that is selected for a particular month. The performance of any CUBES-D Mono Index may not always outperform the corresponding benchmark commodity mono-index.

6. The application of a cap to the weight in the Index of each commodity (and its corresponding CUBES-D Mono Index) that is selected for a particular month may result in less than 100% of the Index being allocated to all of the commodities (and their corresponding CUBES-D Mono Indices) that are selected for that month. In the event that there is such a shortfall in the allocation of the Index for a
particular month, the shortfall is allocated equally to Gold and Silver (and to their corresponding CUBES-D Mono Indices), regardless of the extent of the backwardation (or “bullishness”) of either of them.

7. The application of a cap to the weight in the Index of a particular commodity (and its corresponding CUBES-D Mono Index) which is determined to be highly backwardated (or “bullish”) may result in the weight in the Index of that particular commodity (and its corresponding CUBES-D Mono Index) being lower than the weight in the Index of another commodity (and its corresponding CUBES-D Mono Index) which is not as backwardated (or “bullish”).

THIS LIST OF RISKS IS NOT EXHAUSTIVE. ANY EVALUATION OF INVESTMENT PRODUCTS LINKED TO THE INDEX SHOULD BE MADE AFTER SEEKING ADVICE FROM INDEPENDENT PROFESSIONAL LEGAL, TAX, ACCOUNTING AND OTHER ADVISORS.

**Conflicts of interest**

**Index Swap and Swap Dealer**

The following material conflicts of interest may exist in respect of a swap or other over-the-counter derivative transaction (an “Index Swap”) which references or is otherwise based on the performance of the Index, where your counterparty to the Index Swap (the “Swap Dealer”) is either the Index Calculation Agent, the Index Sponsor, an affiliate of the Index Calculation Agent, or an affiliate of the Index Sponsor.

1. **Discretions.**

As discussed above, the Index Calculation Agent and the Index Sponsor are entitled to exercise certain discretions in relation to the Index, including but not limited to the determination of index disruption events. Such determinations may adversely affect the level of the Index and therefore the amount payable under the Index Swap.

2. **Hedging.**

The Swap Dealer expects to hedge its obligations under the Index Swap directly or through one or more of its affiliates. This hedging activity is likely to involve trading in one or more Index Constituents, the instruments comprising the Index Constituents, and other instruments (such as futures, options and swaps) with returns linked to the performance of the Index, the Index Constituents or the instruments comprising the Index Constituents. This hedging activity could affect the value of the Index Constituents and therefore the level of the Index, and may result in the Swap Dealer or its affiliates receiving a profit, even if the level of the Index declines.

3. **Trading activities.**

The Swap Dealer and its affiliates expect to engage in trading activities related to the Index, the Index Constituents, the instruments comprising the Index Constituents, and other instruments (such as futures, options and swaps) with returns linked to the performance of the Index, the Index Constituents or the instruments comprising the Index Constituents, for their own account or for the account of customers, and may exercise remedies or take other action with respect to their interests as they deem appropriate. These trading activities could affect the level of the Index and therefore the value of the Index Swap.
4. **Index fee.**

If a fee is deducted in the calculation of the level of the Index (an “**Index Fee**”), the Swap Dealer or its affiliates may receive a payment in addition to any fee payable under the Index Swap. For example, if the Swap Dealer hedges its obligations under the Index Swap by investing (directly or through one of its affiliates) in the Index Constituents in the same notional amounts as the Index Swap, the amount received by the Swap Dealer in respect of its hedge may exceed the amount payable under the Index Swap by the amount of the Index Fee.

5. **Notional transaction costs.**

If notional transaction costs are deducted in the calculation of the level of the Index (“**Notional Transaction Costs**”), the Swap Dealer or an affiliate may receive a payment in addition to any fee payable under the Index Swap. For example, if the Swap Dealer hedges its exposure under the Index Swap by investing (directly or through one of its affiliates) in the Index Constituents, and the Notional Transaction Costs exceed the actual cost incurred by the Swap Dealer in adjusting its hedge, the amount received by the Swap Dealer in respect of its hedge may exceed the amount payable under the Index Swap by some or all of the amount of the Notional Transaction Costs.

6. **Valuations.**

If the Index references notional over-the-counter swaps or other notional over-the-counter transactions, the terms and prices of such notional transactions may be determined by the Index Calculation Agent, based on its view of the prevailing terms and prices for similar transactions in the relevant markets, which may differ from the views of other market participants. Persons involved in making such determinations may have interests which conflict with your interests, and the Index Calculation Agent will not take the Index Swap or your interests into consideration when making such determinations.

7. **Unavailability of the Index.**

In the event that the determination and publication of the Index is suspended or discontinued, or the level of the Index is not available for another reason, the calculation agent of the Index Swap may be required to determine the level of the Index pursuant to the terms of the Index Swap.

8. **Licensing fee.**

If the Index includes an Index Constituent which is an index sponsored by the Swap Dealer or an affiliate of the Swap Dealer (a “**Sub-Index**”), the potential conflicts discussed above may exist in respect of that Sub-Index. If the Index or a Sub-Index is based on a methodology licensed from the Swap Dealer or an affiliate of the Swap Dealer, the Swap Dealer or its affiliate (as relevant) may receive a licensing fee based on the notional amount of the Index Swap.

9. **Sharing payments.**

Payments received by the Swap Dealer under the Index Swap, or by the Swap Dealer or its affiliates in connection with the Index, may be shared with third parties.