

**FINAL TERMS**

**Final Terms dated 29 January 2021**

**Citigroup Global Markets Funding Luxembourg S.C.A.**

**Legal Entity Identifier (LEI):**

**549300EVRWDWFJUNNP53**

Issue of 2,000 Units of Euro 1,000 Memory Coupon Barrier Autocall Certificates Based Upon the Worst Performing of Repsol S.A., STMicroelectronics N.V., UniCredit S.p.A. and Volkswagen AG

Guaranteed by Citigroup Global Markets Limited  
Under the Citi U.S.\$60,000,000,000 Global Medium Term Note Programme

Any person making or intending to make an offer of the Securities in any Member State of the EEA or in the United Kingdom may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer.

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

For the purposes hereof, the expression **Prospectus Regulation** means Regulation (EU) 2017/1129, (as amended).

The Securities and the CGMFL Deed of Guarantee have not been and will not be registered under the United States Securities Act of 1933, as amended (the **Securities Act**) or any state securities law. The Securities and the CGMFL Deed of Guarantee are being offered and sold outside the United States to non-U.S. persons in reliance on Regulation S under the Securities Act (**Regulation S**) and may not be offered or sold within the United States or to, or for the account or benefit of, any U.S. person (as defined in Regulation S). Each purchaser of the Securities or any beneficial interest therein will be deemed to have represented and agreed that it is outside the United States and is not a U.S. person and will not sell, pledge or otherwise transfer the Securities or any beneficial interest therein at any time within the United States or to, or for the account or benefit of, a U.S. person, other than the Issuer or any affiliate thereof. The Securities and the CGMFL Deed of Guarantee do not constitute, and have not been marketed as, contracts of sale of a commodity for future delivery (or options thereon) subject to the United States Commodity Exchange Act, as amended, and trading in the Securities has not been approved by the United States Commodity Futures Trading Commission under the United States Commodity Exchange Act, as amended. For a description of certain restrictions on offers and sales of Securities, see "*General Information relating to the Programme and the Securities - Subscription and Sale and Transfer and Selling Restrictions*" in the Base Prospectus.

The Securities may not be offered or sold to, or acquired by, any person that is, or whose purchase and holding of the Securities is made on behalf of or with "plan assets" of, an employee benefit plan subject to Title I of the U.S. Employee Retirement Income Security Act of 1974, as amended (**ERISA**), a plan, individual retirement account or other arrangement subject to Section 4975 of the U.S. Internal Revenue Code of 1986, as amended (the **Code**) or an employee benefit plan or other plan or arrangement subject to any laws, rules or regulations substantially similar to Title I of ERISA or Section 4975 of the Code.

**PART A – CONTRACTUAL TERMS**

The Securities are English Law Securities. A Summary of the Securities is annexed to these Final Terms.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth under the section entitled "*General Conditions of the Securities*", the Valuation and Settlement Schedule and the Underlying Schedule applicable to each Underlying in the Base Prospectus, which constitutes a base prospectus for the purpose of the Prospectus Regulation.

This document constitutes the Final Terms of the Securities described herein for the purposes of Article 8(4) of the Prospectus Regulation. This Final Terms must be read in conjunction with the Base Prospectus. Full information on the Issuer, the CGMFL Guarantor and the listing of the Securities is only available on the basis of the combination of this Final Terms and the Base Prospectus.

The Base Prospectus is available for viewing at the offices of the Paying Agents and on the website of Euronext Dublin ([www.ise.ie](http://www.ise.ie)). In addition, this Final Terms is available on the website of Euronext Dublin ([www.ise.ie](http://www.ise.ie)). This Final Terms is also available on the website of the Issuer (<https://it.citifirst.com/Home>).

For the purposes hereof, **Base Prospectus** means the CGMFL Underlying Linked Notes Base Prospectus in relation to the Programme dated 18 December 2020.

The multilateral trading facility of EuroTLX managed by Borsa Italiana S.p.A. (formerly managed by EuroTLX SIM S.p.A. merged with and into Borsa Italiana S.p.A.) (the **EuroTLX**) is not a regulated market for the purpose of MiFID II.

1. (i) Issuer: Citigroup Global Markets Funding Luxembourg S.C.A.  
(ii) Guarantor: Citigroup Global Markets Limited
  
2. (i) Type of Security: Italian Listed Certificates  
(ii) Series Number: CGMFL23413  
(iii) Tranche Number: 1  
  
(iv) Date on which the Securities will be consolidated and form a single Series: Not Applicable
  
3. Specified Currency or currencies: Euro (**EUR**)
  
4. Aggregate Principal Amount:  
  
(i) Series: 2,000 Units (each Unit being EUR 1,000 in principal amount of the Securities).  
(ii) Tranche: 2,000 Units (each Unit being EUR 1,000 in principal amount of the Securities).  
  
The Securities are issued in Units. Accordingly, references herein to Units shall be deemed to be references to EUR 1,000 in principal amount of the Securities and all references in the Conditions to payments and/or deliveries being made in respect of a Security shall be construed to such payments and/or deliveries being made in respect of a Unit
  
5. Issue Price: Euro 1,000 per Security

6. (i) Specified Denominations: 1 Unit
- (ii) Calculation Amount: 1 Unit
7. (i) Issue Date: 1 February 2021
- (ii) Premium Commencement Date: Not Applicable
8. Final Termination Date: 10 February 2025, subject to adjustment in accordance with the Following Business Day Convention
9. Type of Securities: Fixed Rate Securities and Lookback Securities. The Securities do not bear or pay any premium if a Premium Barrier Event does not occur.
- Mandatory Early Termination Provisions are applicable as specified in item 14(iii) below
- The Securities are Underlying Linked Securities and the Termination Amount of the Securities is determined in accordance with item 14(iv) and, as the Underlying Linked Securities Termination Provisions are applicable, item 14(v) below
- The Securities are Cash Settled Securities
10. Put/Call Options: Not Applicable
11. (i) Status of the Securities: Senior
- (ii) Status of the CGMHI Deed of Guarantee: Not Applicable
- (iii) Status of the CGMFL Deed of Guarantee: Senior

**PROVISIONS RELATING TO UNDERLYING LINKED SECURITIES AND EARLY TERMINATION**

12. Underlying Linked Securities Provisions: Applicable – the provisions in the Valuation and Settlement Schedule apply (subject as provided in any relevant Underlying Schedule)
- (i) Underlying:
- (A) Description of Each Underlying specified under the heading "Underlyings(s)": Each Underlying specified under the heading "Underlying" in the Table below
- (B) Classification: In respect of an Underlying, the Classification specified for such Underlying in the Table below

(C) Electronic Page: In respect of an Underlying, the Electronic Page specified for such Underlying in the Table below

Underlying	Classification	Electronic Page	Share Company	Exchange
Common stock of the share company (ISIN: ES0173516115)	Share	Bloomberg Page: REP SQ Equity	Repsol S.A.	Sociedad de Bolsas (SIBE)
Common stock of the share company (ISIN: NL0000226223)	Share	Bloomberg Page: STM FP Equity	STMicroelectronics N.V.	Euronext Paris
Common stock of the share company (ISIN: IT0005239360)	Share	Bloomberg Page: UCG IM Equity	UniCredit S.p.A.	Borsa Italiana
Common stock of the share company (ISIN: DE0007664039)	Share	Bloomberg Page: VOW3 Equity	Volkswagen AG	XETRA

(ii) Particulars in respect of each Underlying:

Share(s):

- (A) Share Company: In respect of an Underlying, the Share Company specified for such Underlying in the Table above
- (B) Exchange(s): In respect of an Underlying, the Exchange specified for such Underlying in the Table above
- (C) Related Exchange(s): All Exchanges
- (D) Stapled Share: Not Applicable

(iii) Elections in respect of each type of Underlying: Applicable

Share(s):

- (A) Additional In respect of each Underlying:

	Disruption Event(s):	Increased Cost of Stock Borrow Loss of Stock Borrow
(B)	Share Substitution:	In respect of each Underlying: Applicable Share Substitution Criteria: Reference Index
(C)	Additional Adjustment Event(s):	In respect of each Underlying: Share Condition 4 – Corporate Action: Applicable Early Termination Option: Applicable Early Termination Amount: Fair Market Value Deduction of Hedge Costs: Applicable Deduction of Issuer Costs and Hedging and Funding Costs: Applicable Additional Costs on account of Early Termination: Not Applicable Share Condition 4 – Delisting: Applicable Early Termination Option: Applicable Early Termination Amount: Fair Market Value Deduction of Hedge Costs: Applicable Deduction of Issuer Costs and Hedging and Funding Costs: Applicable Additional Costs on account of Early Termination: Not Applicable Share Condition 4 – Insolvency: Applicable Early Termination Option: Applicable Early Termination Amount: Fair Market Value Deduction of Hedge Costs: Applicable Deduction of Issuer Costs and Hedging and Funding Costs: Applicable Additional Costs on account of Early Termination: Not Applicable Share Condition 4 – Merger Event: Applicable Early Termination Option: Applicable Early Termination Amount: Fair Market Value Deduction of Hedge Costs: Applicable Deduction of Issuer Costs and Hedging and Funding Costs: Applicable Additional Costs on account of Early Termination: Not

Applicable

Share Condition 4 – Nationalisation: Applicable

Early Termination Option: Applicable

Early Termination Amount: Fair Market Value

Deduction of Hedge Costs: Applicable

Deduction of Issuer Costs and Hedging and Funding Costs: Applicable

Additional Costs on account of Early Termination: Not Applicable

Share Condition 4 – Tender Offer: Applicable

Early Termination Option: Applicable

Early Termination Amount: Fair Market Value

Deduction of Hedge Costs: Applicable

Deduction of Issuer Costs and Hedging and Funding Costs: Applicable

Additional Costs on account of Early Termination: Not Applicable

Share Condition 4 – De-stapling Event: Not Applicable

Share Condition 4 – Component Share Additional Adjustment Event: Not Applicable

- |        |   |  |
|--------|---|--|
| (iv)   | Trade Date:                                 | In respect of each Underlying 19 January 2021  |
| (v)    | Realisation Disruption:                     | Not Applicable   |
| (vi)   | Hedging Disruption Early Termination Event: | Not Applicable   |
| (vii)  | Hedging Disruption:                         | Applicable<br>Early Termination Option: Applicable<br>Early Termination Amount: Fair Market Value<br>Deduction of Hedge Costs: Applicable<br>Deduction of Issuer Costs and Hedging and Funding Costs: Applicable<br>Additional Costs on account of Early Termination: Not Applicable |
| (viii) | Section 871(m) Event:                       | Applicable<br>Section 871(m) Event (Hedging Positions): Not Applicable   |

- Early Termination Option: Applicable
- Early Termination Amount: Fair Market Value
- Deduction of Hedge Costs: Applicable
- Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
- Pro Rata Issuer Cost Reimbursement: Not Applicable
- Additional Costs on account of Early Termination: Not Applicable
- (ix) Termination for Taxation Reasons: Applicable
- Early Termination Option: Applicable
- Early Termination Amount: Fair Market Value
- Deduction of Hedge Costs: Applicable
- Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
- Pro Rata Issuer Cost Reimbursement: Not Applicable
- Additional Costs on account of Early Termination: Applicable
- (x) Change in Law: Applicable
- Illegality: Applicable
- Material Increased Cost: Applicable
- Early Termination Option: Applicable
- Early Termination Amount: Fair Market Value
- Deduction of Hedge Costs: Applicable
- Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
- Additional Costs on account of Early Termination: Not Applicable
- (xi) Increased Cost of Hedging: Applicable
- Early Termination Option: Applicable
- Early Termination Amount: Fair Market Value
- Deduction of Hedge Costs: Applicable
- Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
- Additional Costs on account of Early Termination: Not

- |        |                                      |   |
|--------|--------------------------------------|---|
|        |                                      | Applicable  |
| (xii)  | Illegality:                          | Applicable  |
|        |                                      | Early Termination Amount: Fair Market Value                         |
|        |                                      | Deduction of Hedge Costs: Applicable                                |
|        |                                      | Deduction of Issuer Costs and Hedging and Funding Costs: Applicable |
|        |                                      | Pro Rata Issuer Cost Reimbursement: Not Applicable                  |
|        |                                      | Additional Costs on account of Early Termination: Applicable        |
| (xiii) | Continuance of Securities Provision: | Not Applicable  |
| (xiv)  | Event of Default                     | Early Termination Amount: Fair Market Value                         |
|        |                                      | Deduction of Issuer Costs and Hedging and Funding Costs: Applicable |
|        |                                      | Additional Costs on account of Early Termination: Applicable        |
| (xv)   | Minimum Return Amount:               | Not Applicable  |

**PROVISIONS RELATING TO ANY PREMIUM AMOUNT, THE TERMINATION AMOUNT AND ANY ENTITLEMENT DELIVERABLE**

- |       |   |  |
|-------|---|--|
| 13.   | <b>Premium Provisions:</b>  | Applicable   |
| (i)   | Premium Strike Level, Specified Valuation Date(s), Premium Amount/Rate, IPR, Premium Payment Date(s), Specified Premium Valuation Date(s), Lower Premium Barrier Level, Upper Premium Barrier Level, Premium Barrier Level, Specified Premium Barrier Observation Date: | See Table below  |
| (ii)  | Non-Contingent Premium Provisions   | Not Applicable   |
| (iii) | Premium Strike Dates  | Applicable for the purpose of determining whether a Premium Barrier Event has occurred |
|       | Specified Premium Strike Date:  | In respect of each Premium Underlying: 28 January 2021                                 |
| (iv)  | Underlying(s) relevant to premium, Interim Performance Provisions and provisions relating to levels of the Premium Underlying(s)  | Applicable   |



Underlying(s) relevant to premium:

- (A) Premium Underlying: Each Underlying specified in item 12 above
- (B) Premium Barrier Underlying(s): The Interim Performance Underlying

Interim Performance Provisions: Applicable

- (A) Single Underlying Observation: Not Applicable
- (B) Weighted Basket Observation: Not Applicable
- (C) Best of Basket Observation: Not Applicable
- (D) Worst of Basket Observation: Applicable for the purpose of determining whether a Premium Barrier Event has occurred where N<sup>th</sup> means: 1st (i.e., the lowest)
- I. Maximum Interim Performance Percentage: Not Applicable
- II. Minimum Interim Performance Percentage: Not Applicable
- III. Maximum Interim Performance Percentage (Barrier Event): Not Applicable
- IV. Minimum Interim Performance Percentage (Barrier Event): Not Applicable
- V. Maximum Interim Performance Percentage (Barrier Event Satisfied): Not Applicable
- VI. Minimum Interim Performance Percentage (Barrier Event Satisfied): Not Applicable
- VII. Maximum Interim Performance Percentage (Barrier Event Not Satisfied): Not Applicable
- VIII. Minimum Interim Performance Percentage: Not Applicable

(Barrier Event Not Satisfied):

- |     |  |                |
|-----|--|----------------|
| IX. | Interim Performance Adjustment Percentage:           | Not Applicable |
| X.  | Himalaya Interim Performance – European Observation: | Not Applicable |
| (E) | Outperformance Observation:                          | Not Applicable |
| (F) | Arithmetic Mean Underlying Return:                   | Not Applicable |
| (G) | Cliquet  | Not Applicable |
| (H) | Himalaya Interim Performance – Asian Observation:    | Not Applicable |

Provisions relating to levels of the Premium Underlying(s)

- |      |  |  |
|------|--|--|
| (A)  | Premium Initial Level:                                   | For the purpose of determining whether a Premium Barrier Event has occurred: Closing Level on Premium Strike Date    |
| (B)  | Premium Reference Level:                                 | For the purpose of determining whether a Premium Barrier Event has occurred: Closing Level on Premium Valuation Date |
| (v)  | Provisions relating to a Premium Barrier Event:          | Applicable   |
| (A)  | Premium Barrier Event:                                   | Premium Barrier Event European Performance Observation   |
| (B)  | Premium Barrier Event Lock-In:                           | Not Applicable   |
| (vi) | Provisions relating to the rate or amount of premium due | Applicable   |
| (A)  | Fixed Rate Security Provisions                           | Applicable   |
| I.   | Accrual:   | Not Applicable   |
| II.  | Lookback Securities:                                     | Applicable   |
| III. | Multi-Chance Securities:                                 | Not Applicable   |
| (B)  | Floating Rate Security                                   | Not Applicable   |

Provisions:

- (C) CMS Rate Security: Not Applicable
- (D) Spread Securities: Not Applicable
- (E) Range Accrual (Expanded) Securities: Not Applicable
- (F) Inflation Rate Security Provisions: Not Applicable
- (G) Interim Performance Premium Provisions: Not Applicable

- (vii) Premium Underlying Valuation Provisions: Applicable

- (A) Valuation Disruption (Scheduled Trading Days): Move in Block
- (B) Valuation Disruption (Disrupted Days): Value What You Can
- (C) Valuation Roll: Eight

TABLE							
Premium Strike Level	Specified Premium Valuation Date(s)	Premium Barrier Level (%)	Premium Lock-in Level (%)	Specified Premium Barrier Observation Date	Premium Amount if a Premium Barrier Event occurs in respect of the relevant Premium Payment Date	IPR	Premium Payment Date
Zero (0)	3 May 2021	Greater than or equal to 60%	Not Applicable	3 May 2021	EUR 18.45	Not Applicable	10 May 2021
Zero (0)	2 August 2021	Greater than or equal to 60%	Not Applicable	2 August 2021	EUR 18.45	Not Applicable	9 August 2021
Zero (0)	1 November 2021	Greater than or equal to 60%	Not Applicable	1 November 2021	EUR 18.45	Not Applicable	8 November 2021
Zero (0)	1 February 2022	Greater than or equal to 60%	Not Applicable	1 February 2022	EUR 18.45	Not Applicable	8 February 2022
Zero (0)	2 May 2022	Greater than or equal to 60%	Not Applicable	2 May 2022	EUR 18.45	Not Applicable	9 May 2022

Zero (0)	1 August 2022	Greater than or equal to 60%	Not Applicable	1 August 2022	EUR 18.45	Not Applicable	8 August 2022
Zero (0)	1 November 2022	Greater than or equal to 60%	Not Applicable	1 November 2022	EUR 18.45	Not Applicable	8 November 2022
Zero (0)	1 February 2023	Greater than or equal to 60%	Not Applicable	1 February 2023	EUR 18.45	Not Applicable	8 February 2023
Zero (0)	2 May 2023	Greater than or equal to 60%	Not Applicable	2 May 2023	EUR 18.45	Not Applicable	9 May 2023
Zero (0)	1 August 2023	Greater than or equal to 60%	Not Applicable	1 August 2023	EUR 18.45	Not Applicable	8 August 2023
Zero (0)	1 November 2023	Greater than or equal to 60%	Not Applicable	1 November 2023	EUR 18.45	Not Applicable	8 November 2023
Zero (0)	1 February 2024	Greater than or equal to 60%	Not Applicable	1 February 2024	EUR 18.45	Not Applicable	8 February 2024
Zero (0)	2 May 2024	Greater than or equal to 60%	Not Applicable	2 May 2024	EUR 18.45	Not Applicable	10 May 2024
Zero (0)	1 August 2024	Greater than or equal to 60%	Not Applicable	1 August 2024	EUR 18.45	Not Applicable	8 August 2024
Zero (0)	1 November 2024	Greater than or equal to 60%	Not Applicable	1 November 2024	EUR 18.45	Not Applicable	8 November 2024
Zero (0)	3 February 2025	Greater than or equal to 60%	Not Applicable	3 February 2025	EUR 18.45	Not Applicable	Final Termination Date

#### 14. Termination Provisions:

(i) Issuer Call Not Applicable

(ii) Investor Put Not Applicable

(iii) Mandatory Early Termination Provisions Applicable

General:

(A) Mandatory Early Termination Strike Level, Specified MER Valuation Date, Specified MER Upper Barrier Event Valuation Date, Lower See Table below

MER Barrier Level, Upper MER Barrier Level, MER Barrier Level, Specified MER Barrier Observation Date, MER Amount, Upper Mandatory Early Termination Amount and Lower Mandatory Early Termination Amount, MERPR, MERPR Call, MERPR Put, MER Date (as relevant):

- (B) Specified Mandatory Early Termination Strike Date: For the purpose of determining whether a MER Barrier Event has occurred: 28 January 2021

Underlying(s) relevant to Mandatory Early Termination, Mandatory Early Termination Performance Provisions and levels of the Mandatory Early Termination Underlying(s) Applicable

- (A) Mandatory Early Termination Underlying: Each Underlying specified in item 12 above

- (B) Mandatory Early Termination Barrier Underlying(s): The Mandatory Early Redemption Performance Underlying

Mandatory Early Termination Performance Provisions: Applicable

- (A) Single Underlying Observation: Not Applicable

- (B) Weighted Basket Observation: Not Applicable

- (C) Best of Basket Observation: Not Applicable

- (D) Worst of Basket Observation: Applicable for the purpose of determining whether a MER Barrier Event has occurred where N<sup>th</sup> means: 1st (i.e., the lowest)

- I. Maximum Mandatory Early Redemption Performance Percentage: Not Applicable

- II. Minimum Mandatory Early Redemption Performance Percentage: Not Applicable

III. Maximum Early Performance Percentage (Barrier Event):	Mandatory Redemption	Not Applicable
IV. Minimum Early Performance Percentage (Barrier Event):	Mandatory Redemption	Not Applicable
V. Maximum Early Performance Percentage (Barrier Event Satisfied):	Mandatory Redemption	Not Applicable
VI. Minimum Early Performance Percentage (Barrier Event Satisfied):	Mandatory Redemption	Not Applicable
VII. Maximum Early Performance Percentage (Barrier Event Not Satisfied):	Mandatory Redemption	Not Applicable
(E) Outperformance Observation:		Not Applicable
Provisions relating to levels of the Mandatory Early Termination Underlying(s)		Applicable
(A) Mandatory Redemption Initial Level:	Early	For the purpose of determining whether a MER Barrier Event has occurred: Closing Level on Mandatory Early Termination Strike Date
(B) Mandatory Redemption Level:	Early Reference	For the purpose of determining whether a MER Barrier Event has occurred: Closing Level on Mandatory Early Termination Valuation Date
Provisions relating to a Mandatory Early Termination Barrier Event		Applicable
(A) Mandatory Termination Event:	Early Barrier	Applicable – Mandatory Early Termination Barrier Event European Observation
Provisions relating to a Mandatory Early Termination Upper Barrier Event:		Not Applicable
Provisions relating to the Mandatory Early Termination Amount		

(A) Mandatory Early Termination Amount due where MER Upper Barrier Percentage is Not Applicable: See MER Amount in Table below

(B) Mandatory Early Termination Amount due where MER Upper Barrier Percentage is Applicable: Not Applicable

(C) Performance-Linked Mandatory Early Termination Amount: Not Applicable

Mandatory Early Termination Underlying Valuation Provisions Applicable

(A) Valuation Disruption (Scheduled Trading Days): Move in Block

(B) Valuation Disruption (Disrupted Days): Value What You Can

(C) Valuation Roll: Eight

MER Strike Level	Specified MER Valuation Date(s)	Specified MER Upper Barrier Event Valuation Date	MER Barrier Level (%)	Specified MER Barrier Observation Date	MER Amount	MERPR (%)	MER Date
MER Initial Level	1 February 2022	Not Applicable	Greater than or equal to 90% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	1 February 2022	EUR 1,000	Not Applicable	8 February 2022
MER Initial Level	2 May 2022	Not Applicable	Greater than or equal to 90% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	2 May 2022	EUR 1,000	Not Applicable	9 May 2022
MER Initial Level	1 August 2022	Not Applicable	Greater than or equal to 90% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	1 August 2022	EUR 1,000	Not Applicable	8 August 2022
MER Initial Level	1 November 2022	Not Applicable	Greater than or equal to 90% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	1 November 2022	EUR 1,000	Not Applicable	8 November 2022
MER Initial Level	1 February 2023	Not Applicable	Greater than or equal to 90% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	1 February 2023	EUR 1,000	Not Applicable	8 February 2023
MER Initial Level	2 May 2023	Not Applicable	Greater than or equal to 90% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	2 May 2023	EUR 1,000	Not Applicable	9 May 2023
MER Initial Level	1 August 2023	Not Applicable	Greater than or equal to 90% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	1 August 2023	EUR 1,000	Not Applicable	8 August 2023
MER	1 November 2023	Not	Greater than or equal to 90% of	1 November 2023	EUR	Not	8 November 2023

Initial Level		Applicable	the MER Initial Level of the Mandatory Early Redemption Performance Underlying		1,000	Applicable	
MER Initial Level	1 February 2024	Not Applicable	Greater than or equal to 90% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	1 February 2024	EUR 1,000	Not Applicable	8 February 2024
MER Initial Level	2 May 2024	Not Applicable	Greater than or equal to 90% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	2 May 2024	EUR 1,000	Not Applicable	10 May 2024
MER Initial Level	1 August 2024	Not Applicable	Greater than or equal to 90% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	1 August 2024	EUR 1,000	Not Applicable	8 August 2024
MER Initial Level	1 November 2024	Not Applicable	Greater than or equal to 90% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	1 November 2024	EUR 1,000	Not Applicable	8 November 2024

(iv) Termination Amount: See item (v) below

(v) Underlying Linked Securities Applicable  
Termination Provisions

#### Dates

(A) Specified Termination Barrier Observation Date: For the purpose of determining whether a Termination Barrier Event has occurred and the Performance-Linked Termination Amount if a Termination Barrier Event has occurred: 3 February 2025

(B) Specified Final Valuation Date(s): For the purpose of determining whether a Termination Barrier Event has occurred and the Performance-Linked Termination Amount if a Termination Barrier Event has occurred: 3 February 2025

(C) Specified Termination Strike Date: In respect of each Termination Underlying: 28 January 2021

Underlying(s) relevant to termination, Final Performance provisions and levels of the Termination Underlying(s)

(A) Termination Underlying(s): Each Underlying specified in the Table in item 12 above

(B) Termination Barrier Underlying(s): The Final Performance Underlying

Final Performance Provisions: Applicable

(A) Single Underlying Observation: Not Applicable

(B) Weighted Basket Observation: Not Applicable



(C)	Best of Observation:	Basket	Not Applicable
(D)	Worst of Observation:	Basket	Applicable for the purpose of determining whether a Termination Barrier Event has occurred and the Performance-Linked Termination Amount if a Termination Barrier Event has occurred where <b>N<sup>th</sup></b> means: 1st (i.e. lowest)
I.	Maximum Performance Percentage:	Final	Not Applicable
II.	Minimum Performance Percentage:	Final	Not Applicable
III.	Maximum Performance Percentage (Barrier Event):	Final	Not Applicable
IV.	Minimum Performance Percentage (Barrier Event):	Final	Not Applicable
V.	Maximum Performance Percentage (Barrier Event Satisfied):	Final	Not Applicable
VI.	Minimum Performance Percentage (Barrier Event Satisfied):	Final	Not Applicable
VII.	Maximum Performance Percentage (Barrier Event Not Satisfied):	Final	Not Applicable
(E)	Outperformance Observation:		Not Applicable
(F)	Arithmetic Underlying Return:	Mean	Not Applicable
(G)	Cliquet:		Not Applicable
(H)	Himalaya Performance – Observation:	Final – Asian	Not Applicable
	Provisions relating to levels of the Termination Underlying(s)		Applicable

- |     |                        |         |   |
|-----|------------------------|---------|---|
| (A) | Termination Level:     | Initial | For the purpose of determining whether a Termination Barrier Event has occurred and the Performance-Linked Termination Amount if a Termination Barrier Event has occurred: Closing Level on Termination Strike Date |
| (B) | Final Reference Level: |         | For the purpose of determining whether a Termination Barrier Event has occurred and the Performance-Linked Termination Amount if a Termination Barrier Event has occurred: Closing Level on Final Valuation Date    |
| (C) | Termination Level:     | Strike  | For the purpose of determining whether a Termination Barrier Event has occurred and the Performance-Linked Termination Amount if a Termination Barrier Event has occurred: Termination Initial Level                |

Provisions relating to a Termination Barrier Event      Applicable

- |     |                      |         |   |
|-----|----------------------|---------|---|
| (A) | Termination Event:   | Barrier | In respect of the Termination Barrier Underlying: Applicable – Termination Barrier Event European Observation |
| (B) | Final Barrier Level: |         | less than 60% of the Termination Initial Level of the Termination Barrier Underlying                          |

Provisions relating to the termination amount due or entitlement deliverable      Applicable

Provisions applicable where Termination Barrier Event is Not Applicable and the Termination Amount is a Performance-Linked Termination Amount:      Not Applicable

Provisions applicable where Termination Barrier Event is Applicable

- |     |  |       |                                      |
|-----|--|-------|--------------------------------------|
| (A) | Provisions applicable to Physical Delivery:  |       | Not Applicable                       |
| (B) | Termination Barrier Event:   | Upper | Not Applicable                       |
| (C) | Termination Amount due where no Termination Barrier Event has occurred and no Termination Upper Barrier Event is |       | Applicable – Euro 1,000 per Security |

specified:

- |     |   |  |
|-----|---|--|
| (D) | Termination Upper<br>Barrier Percentage:  | Not Applicable   |
| (E) | Termination Amount<br>due where a Termination<br>Barrier Event has<br>occurred: | Applicable - the Performance-Linked<br>Termination Amount determined in<br>accordance with Put Option Provisions |

Performance-Linked Termination  
Amount:

Put Option	Applicable if a Termination Barrier Event occurs
------------	---

- |       |   |                |
|-------|---|----------------|
| I.    | Relevant Percentage:  | 100%           |
| II.   | Maximum Termination<br>Amount:                                  | Not Applicable |
| III.  | Minimum Termination<br>Amount:                                  | Not Applicable |
| IV.   | Maximum Termination<br>Amount (Barrier Event<br>Satisfied):     | Not Applicable |
| V.    | Minimum Termination<br>Amount (Barrier Event<br>Satisfied):     | Not Applicable |
| VI.   | Maximum Termination<br>Amount (Barrier Event<br>Not Satisfied): | Not Applicable |
| VII.  | Minimum Termination<br>Amount (Barrier Event<br>Not Satisfied): | Not Applicable |
| VIII. | Final Participation Rate<br>(FPR):                              | Not Applicable |
| IX.   | Termination<br>Adjustment:                                      | Not Applicable |

Call Option:	Not Applicable
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Call Spread - Put Spread Option:	Not Applicable
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Twin Win Option:	Not Applicable
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Market Timer:	Not Applicable
---------------	----------------

Put Call Sum	Not Applicable
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Swaption:	Not Applicable
-----------	----------------

Termination Valuation Provisions	Underlying Applicable
-------------------------------------	--------------------------

- |     |   |               |
|-----|---|---------------|
| (A) | Valuation Disruption<br>(Scheduled Trading) | Move in Block |
|-----|---|---------------|

Days):

(B) Valuation Disruption Value What You Can  
(Disrupted Days):

(C) Valuation Roll: Eight

Provisions relating to the  
Preference Share-Linked  
Termination Amount in respect  
of Preference Share Linked  
Securities Not Applicable

15. **FX Provisions:** Not Applicable

16. **FX Performance:** Not Applicable

#### **PROVISIONS RELATING TO CREDIT LINKED NOTES**

17. **Credit Linked Notes:** Not Applicable

#### **PROVISIONS RELATING TO INDEX SKEW NOTES**

18. **Index Skew Notes:** Not Applicable

#### **GENERAL PROVISIONS APPLICABLE TO THE SECURITIES**

19. **Form of Securities:** Registered Securities

Regulation S Global Registered Security  
Certificate registered in the name of a  
nominee for a common depository for  
Euroclear and Clearstream, Luxembourg

20. **New Safekeeping Structure:** Not Applicable

21. **Business Centre(s):** London, New York City and TARGET2

22. **Business Day Jurisdiction(s) or other  
special provisions relating to payment  
dates:** London, New York City and TARGET2

23. **Redenomination, renominalisation and  
reconventioning provisions:** Not Applicable

24. **Consolidation provisions:** The provisions of General Condition 14  
(*Further Issues*) apply

25. **Substitution provisions:** Applicable: The provisions of General  
Condition 17 (*Substitution of the Issuer,  
the CGMHI Guarantor and the CGMFL  
Guarantor*) apply

Additional Requirements: Not Applicable

26. **Name and address of Calculation** Citigroup Global Markets Limited (acting

- Agent:** through its EMEA Equity Stocks Exotic Trading Desk (or any successor department/group) at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom
27. **Determination Agent:** Calculation Agent
28. **Determinations:**
- (i) Standard: Commercial Determination
- (ii) Minimum Amount Adjustment Prohibition: Applicable
29. **Determinations and Exercise of Discretion (BEC):** Not Applicable
30. **Prohibition of sales to consumers in Belgium:** Applicable
31. **Additional provisions applicable to Italian Listed Certificates:** Applicable
- (i) Expiry Date (*Data di Scadenza*) for the purposes of EuroTLX: 10 February 2025

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING:

Admission to trading and listing: Application has been made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the Regulated Market of Euronext Dublin and to listing on the official list of Euronext Dublin with effect from on or around the Issue Date.

Application has been made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the multilateral trading facility of EuroTLX managed by Borsa Italiana S.p.A. (formerly managed by EuroTLX SIM S.p.A. merged with and into Borsa Italiana S.p.A.) ("EuroTLX") with effect from on or around the Issue Date.

### 2. RATINGS

Ratings: The Securities are not rated.

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE

## ISSUE/OFFER

So far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the issue.

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

(i) Reasons for the Offer: See "Use of Proceeds" wording in Section D.3 (Description of Citigroup Global Markets Funding Luxembourg S.C.A.) of the CGMFL Base Prospectus

(ii) Estimated net proceeds: An amount equal to the product of the Issue Price and the final Aggregate Principal Amount of the Securities issued on the Issue Date.

For the avoidance of doubt, the estimated net proceeds reflect the proceeds to be received by the Issuer on the Issue Date.

(iii) Estimated total expenses: Approximately, Euro 4,000 legal expenses and Euro 1,500 listing fees

### 5. INFORMATION ABOUT THE PAST AND FUTURE PERFORMANCE AND VOLATILITY OF THE OR EACH UNDERLYING

Information about the past and future performance of the or each Underlying is electronically available free of charge from the applicable Electronic Page(s) specified for such Underlying in Part A above

### 6. EU BENCHMARKS REGULATION

EU Benchmarks Regulation: Article 29(2) Not Applicable statement on benchmarks:

### 7. DISCLAIMER

#### **Bloomberg®**

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### 8. OPERATIONAL INFORMATION

ISIN Code: XS1575018798

Common Code: 157501879

CUSIP: 5C01FR9R4

WKN: Not Applicable

Valoren: Not Applicable

CFI:	DEXFTX
FISN:	CITIGROUP GLOBA/7.38UT 20250210
Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, société anonyme and DTC and the relevant identification number(s) and details relating to the relevant depositary, if applicable:	Not Applicable
Delivery:	Delivery versus payment
Names and address of the Swedish Securities Issuing and Paying Agent (if any):	Not Applicable
Names and address of the Finnish Securities Issuing and Paying Agent (if any):	Not Applicable
Names and address of the French Securities Issuing and Paying Agent (if any):	Not Applicable
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	Not Applicable

9. **DISTRIBUTION**

(i) Method of distribution:	Non-syndicated
(ii) If syndicated, names and addresses of the Lead Manager and the other Managers and underwriting commitments:	Not Applicable
(iii) Date of Subscription Agreement:	Not Applicable
(iv) Stabilisation Manager(s) (if any):	Not Applicable
(v) If non-syndicated, name and address of Dealer:	Citigroup Global Markets Europe AG at Reuterweg 16, 60323 Frankfurt am Main, Germany
(vi) Total commission and concession:	None
(vii) Non-exempt Offer:	Not Applicable
(viii) General Consent:	Not Applicable
(ix) Other conditions to consent:	Not Applicable
(x) Prohibition of Sales to EEA and UK Retail Investors:	Not Applicable

10. **UNITED STATES TAX CONSIDERATIONS**

General: The Securities are Non-U.S. Issuer Securities.

Section 871(m): The Issuer has determined that the Securities are not Specified ELIs because (i) the Issue Date for the Securities is prior to 2023 and (ii) the Securities do not have a "delta" of one.





**ANNEX**  
**SUMMARY**

**INTRODUCTION AND WARNINGS**

The Summary should be read as an introduction to the Base Prospectus. Any decision to invest in the Securities should be based on consideration of the Base Prospectus as a whole by the investor. In certain circumstances, the investor could lose all or part of the invested capital. Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under the national law, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the Summary, including any translation thereof, but only where the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Securities.

*You are about to purchase a product that is not simple and may be difficult to understand.*

**The Securities:** Issue of 2,000 Units of Euro 1,000 Memory Coupon Barrier Autocall Certificates Based Upon the Worst Performing of Repsol S.A., STMicroelectronics N.V., UniCredit S.p.A. and Volkswagen AG (ISIN: XS1575018798)

**The Issuer:** Citigroup Global Markets Funding Luxembourg S.C.A. Its registered office is at 31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg and its telephone number is +352 45 14 14 447. Its Legal Entity Identifier ("LEI") is 549300EVRWDWFJUNNP53.

**Competent authority:** The Base Prospectus was approved on 18 December 2020 by the Central Bank of Ireland of New Wapping Street, North Wall Quay, Dublin 1, D01 F7X3, Ireland (Telephone number: +353 1 224 6000).

**KEY INFORMATION ON THE ISSUER**

**Who is the Issuer of the Securities?**

**Domicile and legal form of the Issuer, LEI, law under which the Issuer operates and country of incorporation:** The Issuer was incorporated as a corporate partnership limited by shares (*société en commandite par actions*) on 24 May 2012 under the laws of Luxembourg for an unlimited duration and is registered with the Register of Trade and Companies of Luxembourg (*Registre de commerce et des sociétés, Luxembourg*) under number B 169.199. Its LEI is 549300EVRWDWFJUNNP53.

**Issuer's principal activities:** The Issuer grants loans and other forms of funding to Citigroup Inc. and its subsidiaries (the "**Group**"), and therefore may compete in any market in which the Group has a presence, and may finance itself in whatever form, including through issuance of the Securities, and carry on incidental activities.

**Major shareholders, including whether it is directly or indirectly owned or controlled and by whom:** The shares of the Issuer are held by Citigroup Global Markets Funding Luxembourg GP S.à r.l. and Citigroup Global Markets Limited ("**CGML**" or the "**Guarantor**"). All of the issued share capital of CGML is owned by Citigroup Global Markets Holdings Bahamas Limited, which is an indirect subsidiary of Citigroup Inc.

**Key managing directors:** The Issuer is managed by Citigroup Global Markets Funding Luxembourg GP S.à r.l. in its capacity as manager (the "**Corporate Manager**"). The members of the board of managers of the Corporate Manager are Ms. Alberta Brusi, Mr. Vincent Mazzoli and Mr. Jonas Bossau.

**Statutory auditors:** The Issuer's approved statutory auditor (*réviseur d'entreprises agréé*) is KPMG Luxembourg Société Coopérative of 39, avenue J.F. Kennedy, L-1855, Luxembourg.

**What is the key financial information regarding the Issuer?**

The following key financial information has been extracted from the audited non-consolidated financial statements of the Issuer for the years ended 31 December 2019 and 2018, and from the unaudited non-consolidated interim financial statements of the Issuer for the period ended 30 June 2020.

**Summary information – income statement**

	Year ended 31 December 2019 (audited)	Year ended 31 December 2018 (audited)	Six months ended 30 June 2020 (unaudited)	Six months ended 30 June 2019 (unaudited)
Profit before income tax ( <i>in thousands of U.S. dollars</i> )	121	50	64	16

**Summary information – balance sheet**

	Year ended 31 December 2019 (audited)	Year ended 31 December 2018 (audited)	Six months ended 30 June 2020 (unaudited)
Net financial debt (long term debt plus short term debt minus cash) ( <i>in thousands of U.S. dollars</i> )	12,746,867	7,753,224	15,753,261
Current ratio (current assets/current liabilities)	100%	100%	100%

Debt to equity ratio (total liabilities/total shareholder equity)	1395849%	934648%	1639264%	
Interest cover ratio (operating income/interest expense)*	Not Applicable	Not Applicable	Not applicable	
<b>Summary information – cash flow statement</b>				
	<b>Year ended 31 December 2019 (audited)</b>	<b>Year ended 31 December 2018 (audited)</b>	<b>Six months ended 30 June 2020 (unaudited)</b>	<b>Six months ended 30 June 2019 (unaudited)</b>
Net cash flows from operating activities (in thousands of U.S. dollars)	9,381	-290	-9,908	6,398
Net cash flows from financing activities (in thousands of U.S. dollars)	3,518,483	4,304,592	3,901,492	2,600,731
Net cash flows from investing activities (in thousands of U.S. dollars)	-3,518,474	-4,304,587	-3,901,492	-2,600,725

\*In accordance with IFRS, the Issuer does not present any interest expenses.

**Qualifications in audit report on historical financial information:** There are no qualifications in the audit report of the Issuer on its audited historical financial information.

### What are the key risks that are specific to the Issuer?

The Issuer is subject to the following key risks:

- The Issuer is subject to intra-group credit risk. From time to time, the Issuer enters into derivative transactions with CGML to offset or hedge its liabilities to securityholders under securities issued by it (which may include the Securities). As such, the Issuer is exposed to the credit risk of CGML in the form of counterparty risk in respect of such derivative transactions. In particular, the Issuer's ability to fulfil its obligations under the Securities is primarily dependent on CGML performing its counterparty obligations owed to the Issuer in respect of such derivative transactions in a timely manner, and any failure by CGML to do so will negatively affect the ability of the Issuer to fulfil its obligations under the Securities. Securityholders will not have any recourse to CGML under any such derivative transactions.
- The Issuer may not be able to maintain its current ratings. If a rating agency reduces, suspends or withdraws its rating of the Issuer and/or any affiliate thereof, the liquidity and market value of the Securities are likely to be adversely affected. Ratings downgrades could also have a negative impact on other funding sources, such as secured financing and other margin requirements, for which there are no explicit triggers.
- The COVID-19 pandemic has had, and will likely continue to have, negative impacts on the Group's businesses, revenues, expenses, credit costs and overall results of operations and financial condition which could be material. Any such negative impact on the Group (including the Issuer), could adversely affect the ability of the Issuer to fulfil its obligations under the Securities, and consequently the value of and return on the Securities may also be adversely affected.

### KEY INFORMATION ON THE SECURITIES

#### What are the main features of the Securities?

##### **Type and class of Securities, including security identification numbers**

The Securities are derivative securities in the form of certificates, and are linked to a basket of underlying shares. The Securities will be cleared and settled through Euroclear Bank S.A./N.V. and/or Clearstream Banking, *société anonyme*.

The issue date of the Securities is 1 February 2021. The issue price of the Securities is Euro 1,000 per Security.

Series Number: CGMFL23413; ISIN: XS1575018798; Common Code: 157501879; CFI: DEXFTX; FISN: CITIGROUP GLOBAL/7.38UT 20250210; CUSIP: 5C01FR9R4

##### **Currency, specified denomination, calculation amount, number of Securities and final termination date of the Securities**

The Securities are denominated in Euro. The Securities have a specified denomination of 1 Unit (each Unit being EUR 1,000 in principal amount of the Securities) and the calculation amount is 1 Unit. The number of the Securities to be issued is 2,000 Units (each Unit being EUR 1,000 in principal amount of the Securities).

**Final Termination Date:** 10 February 2025. This is the date on which the Securities are scheduled to terminate, subject to an early termination of the Securities.

##### **Rights attached to the Securities**

The return on the Securities will derive from Coupon Amount payable (if any), and the potential payment of a Mandatory Early Termination Amount following early termination of the Securities due to the occurrence of a Mandatory Early Termination Barrier Event, and, unless the Securities have been previously terminated or purchased and cancelled, the payment of the Termination Amount on the Final Termination Date of the Securities.

Coupon Amount: If, in respect of a Coupon Payment Date:

- (a) a Coupon Barrier Event has not occurred, no amount in respect of coupon will be paid on such Coupon Payment Date;
- (b) a Coupon Barrier Event has occurred, an amount in respect of each Security specified for such Coupon Payment Date in the table below plus the sum of the amounts (if any) specified in the table below in respect of all of the Coupon Payment Dates (if any) falling prior to such Coupon Payment Date on which a Coupon Barrier Event did not occur and, therefore, such amounts had not previously been paid (and which have not already been paid).

Where:

Coupon Barrier Event: in respect of a Coupon Payment Date, if the Interim Performance of the Interim Performance Underlying on the related Coupon Barrier Observation Date, (the "Coupon Barrier Underlying") is greater than or equal to the relevant Coupon Barrier Level.

Coupon Barrier Level: in respect of a Coupon Payment Date, the percentage(s) specified in relation to the relevant Coupon Barrier Underlying for such Coupon Payment Date in the table below.

Coupon Barrier Observation Date(s): in respect of a Coupon Payment Date, each date specified as such for such Coupon Payment Date in the table below, subject to adjustment.

Coupon Initial Level: in respect of a Coupon Underlying, the underlying closing level for such Coupon Underlying for the Coupon Strike Date.

Coupon Payment Date(s): each date specified as such in the table below.

Interim Performance: in respect of a Coupon Payment Date and a Coupon Underlying, an amount expressed as a percentage equal to such Coupon Underlying's Coupon Reference Level for that Coupon Payment Date less its Coupon Strike Level, all divided by its Coupon Initial Level. Expressed as a formula:

$$\frac{\text{Coupon Reference Level for such Coupon Payment Date} - \text{Coupon Strike Level}}{\text{Coupon Initial Level}}$$

Interim Performance Underlying: in respect of a Coupon Payment Date, the Coupon Underlying with the lowest (determined, if equal, by the calculation agent) Interim Performance for that Coupon Payment Date.

Coupon Reference Level: in respect of Coupon Underlying, the underlying closing level for such Coupon Underlying for the relevant Coupon Valuation Date.

Coupon Strike Date: 28 January 2021, subject to adjustment.

Coupon Strike Level: in respect of a Coupon Underlying, the level specified for such Coupon Underlying in the table below.

Coupon Underlying(s): each Underlying specified as an underlying for the purpose of the coupon provisions in the underlying table below.

Coupon Valuation Date(s): in respect of a Coupon Payment Date, each date specified as such for such Coupon Payment Date in the table below, subject to adjustment.

Coupon Level	Strike	Coupon Valuation Date(s)	Coupon Barrier Level (%)	Coupon Observation Date	Barrier Amount	Coupon Payment Date
Zero (0)		3 May 2021	Greater than or equal to 60%	3 May 2021	EUR 18.45	10 May 2021
Zero (0)		2 August 2021	Greater than or equal to 60%	2 August 2021	EUR 18.45	9 August 2021
Zero (0)		1 November 2021	Greater than or equal to 60%	1 November 2021	EUR 18.45	8 November 2021
Zero (0)		1 February 2022	Greater than or equal to 60%	1 February 2022	EUR 18.45	8 February 2022
Zero (0)		2 May 2022	Greater than or equal to 60%	2 May 2022	EUR 18.45	9 May 2022
Zero (0)		1 August 2022	Greater than or equal to 60%	1 August 2022	EUR 18.45	8 August 2022
Zero (0)		1 November 2022	Greater than or equal to 60%	1 November 2022	EUR 18.45	8 November 2022
Zero (0)		1 February 2023	Greater than or equal to 60%	1 February 2023	EUR 18.45	8 February 2023
Zero (0)		2 May 2023	Greater than or equal to 60%	2 May 2023	EUR 18.45	9 May 2023
Zero (0)		1 August 2023	Greater than or equal to 60%	1 August 2023	EUR 18.45	8 August 2023
Zero (0)		1 November 2023	Greater than or equal to 60%	1 November 2023	EUR 18.45	8 November 2023
Zero (0)		1 February 2024	Greater than or equal to 60%	1 February 2024	EUR 18.45	8 February 2024
Zero (0)		2 May 2024	Greater than or equal to 60%	2 May 2024	EUR 18.45	10 May 2024
Zero (0)		1 August 2024	Greater than or equal to	1 August 2024	EUR 18.45	8 August 2024

		60%			
Zero (0)	1 November 2024	Greater than or equal to 60%	1 November 2024	EUR 18.45	8 November 2024
Zero (0)	3 February 2025	Greater than or equal to 60%	3 February 2025	EUR 18.45	Final Termination Date

**Mandatory Early Termination Amount:** If, in respect of a Mandatory Early Termination Date, a Mandatory Early Termination Barrier Event has occurred, the Securities will be terminated on the relevant Mandatory Early Termination Date at an amount for each Security equal to the amount specified as the Mandatory Early Termination Amount for the relevant Mandatory Early Termination Date in the table below. If the Securities are terminated early, no further amounts shall be paid after the Mandatory Early Termination Date.

Where:

**Mandatory Early Termination Barrier Event:** in respect of a Mandatory Early Termination Date, if on the related Mandatory Early Termination Barrier Observation Date, the underlying closing level of the Mandatory Early Termination Performance Underlying (the "Mandatory Early Termination Barrier Underlying") is greater than or equal to the relevant Mandatory Early Termination Barrier Level.

**Mandatory Early Termination Barrier Level:** in respect of a Mandatory Early Termination Date, the level specified for such Mandatory Early Termination Date and the relevant Mandatory Early Termination Barrier Underlying in the table below.

**Mandatory Early Termination Barrier Observation Date:** in respect of a Mandatory Early Termination Date, each date specified as such for such Mandatory Early Termination Date in the table below, subject to adjustment.

**Mandatory Early Termination Date:** each date specified as such in the table below.

**Mandatory Early Termination Initial Level:** in respect of each Mandatory Early Termination Underlying, the underlying closing level for such Mandatory Early Termination Underlying for the Mandatory Early Termination Strike Date.

**Mandatory Early Termination Performance:** in respect of a Mandatory Early Termination Date and a Mandatory Early Termination Underlying, an amount expressed as a percentage equal to such Mandatory Early Termination Underlying's Mandatory Early Termination Reference Level for that Mandatory Early Termination Date less its Mandatory Early Termination Strike Level, all divided by its Mandatory Early Termination Initial Level. Expressed as a formula:

$$\frac{\text{Mandatory Early Termination Reference Level for such Mandatory Early Termination Date} - \text{Mandatory Early Termination Strike Level}}{\text{Mandatory Early Termination Initial Level}}$$

**Mandatory Early Termination Performance Underlying:** in respect of a Mandatory Early Termination Date, the Mandatory Early Termination Underlying with the lowest (determined, if equal, by the calculation agent) Mandatory Early Termination Performance for that Mandatory Early Termination Date.

**Mandatory Early Termination Reference Level:** in respect of a Mandatory Early Termination Underlying, the underlying closing level for such Mandatory Early Termination Underlying for the relevant Mandatory Early Termination Valuation Date.

**Mandatory Early Termination Strike Date:** 28 January 2021, subject to adjustment.

**Mandatory Early Termination Strike Level:** in respect of a Mandatory Early Termination Underlying, the level specified for such Mandatory Early Termination Underlying in the table below.

**Mandatory Early Termination Underlying(s):** each Underlying specified as an underlying for the purpose of the mandatory early termination provisions in the underlying table below.

**Mandatory Early Termination Valuation Date:** in respect of a Mandatory Early Termination Date, each date specified as such for such Mandatory Early Termination Date in the table below, subject to adjustment.

Mandatory Early Termination Barrier Level	Mandatory Early Termination Strike Level	Mandatory Early Termination Valuation Date	Mandatory Early Termination Barrier Observation Date	Mandatory Early Termination Amount	Mandatory Early Termination Date
90% of the Mandatory Early Termination Initial Level of the relevant Mandatory Early Termination Barrier Underlying	Mandatory Early Termination Initial Level	1 February 2022	1 February 2022	EUR 1,000	8 February 2022
90% of the Mandatory Early Termination Initial Level of the relevant Mandatory Early Termination Barrier Underlying	Mandatory Early Termination Initial Level	2 May 2022	2 May 2022	EUR 1,000	9 May 2022
90% of the Mandatory Early Termination Initial Level of the relevant Mandatory Early Termination Barrier Underlying	Mandatory Early Termination Initial Level	1 August 2022	1 August 2022	EUR 1,000	8 August 2022
90% of the Mandatory Early Termination Initial Level of the relevant Mandatory Early Termination Barrier Underlying	Mandatory Early Termination Initial Level	1 November 2022	1 November 2022	EUR 1,000	8 November 2022
90% of the Mandatory Early Termination Initial Level of the relevant Mandatory Early Termination Barrier Underlying	Mandatory Early Termination Initial Level	1 February 2023	1 February 2023	EUR 1,000	8 February 2023
90% of the Mandatory Early Termination Initial Level of the relevant Mandatory Early Termination Barrier Underlying	Mandatory Early Termination Initial Level	2 May 2023	2 May 2023	EUR 1,000	9 May 2023
90% of the Mandatory Early Termination Initial Level of the relevant Mandatory Early Termination Barrier Underlying	Mandatory Early Termination Initial Level	1 August 2023	1 August 2023	EUR 1,000	8 August 2023

90% of the Mandatory Early Termination Initial Level of the relevant Mandatory Early Termination Barrier Underlying	Mandatory Early Termination Initial Level	1 November 2023	1 November 2023	EUR 1,000	8 November 2023
90% of the Mandatory Early Termination Initial Level of the relevant Mandatory Early Termination Barrier Underlying	Mandatory Early Termination Initial Level	1 February 2024	1 February 2024	EUR 1,000	8 February 2024
90% of the Mandatory Early Termination Initial Level of the relevant Mandatory Early Termination Barrier Underlying	Mandatory Early Termination Initial Level	2 May 2024	2 May 2024	EUR 1,000	10 May 2024
90% of the Mandatory Early Termination Initial Level of the relevant Mandatory Early Termination Barrier Underlying	Mandatory Early Termination Initial Level	1 August 2024	1 August 2024	EUR 1,000	8 August 2024
90% of the Mandatory Early Termination Initial Level of the relevant Mandatory Early Termination Barrier Underlying	Mandatory Early Termination Initial Level	1 November 2024	1 November 2024	EUR 1,000	8 November 2024

Termination Amount: Unless the Securities have been previously terminated or purchased and cancelled, if:

- (a) a Termination Barrier Event has not occurred, the Issuer shall terminate each Security on the Final Termination Date at an amount equal to EUR 1,000; or
- (b) a Termination Barrier Event has occurred, the Issuer shall terminate each Security on the Final Termination Date at an amount equal to the product of (a) the Calculation Amount and (b) the sum of 100% and the Final Performance of the Final Performance Underlying. Expressed as a formula:

$$CA \times (100\% + \text{Final Performance of the Final Performance Underlying}).$$

Where:

Calculation Amount or CA: EUR 1,000.

Final Barrier Level: 60% of the Termination Initial Level of the relevant Termination Barrier Underlying.

Final Performance: in respect of a Termination Underlying, an amount expressed as a percentage equal to such Termination Underlying's Final Reference Level less its Termination Strike Level, all divided by its Termination Initial Level. Expressed as a formula:

$$\frac{\text{Final Reference Level} - \text{Termination Strike Level}}{\text{Termination Initial Level}}$$

Final Performance Underlying: the Termination Underlying with the lowest (determined, if equal, by the calculation agent) Final Performance.

Final Reference Level: in respect of a Termination Underlying, the underlying closing level for such Termination Underlying on the Final Valuation Date.

Final Valuation Date(s): 3 February 2025, subject to adjustment.

Termination Barrier Event: if on the related Termination Barrier Observation Date, the underlying closing level of the Final Performance Underlying (the "**Termination Barrier Underlying**") is less than the Final Barrier Level.

Termination Barrier Observation Date: 3 February 2025, subject to adjustment.

Termination Initial Level: in respect of a Termination Underlying, the underlying closing level for such Termination Underlying for the Termination Strike Date.

Termination Strike Date: 28 January 2021, subject to adjustment.

Termination Strike Level: in respect of a Termination Underlying, the Termination Initial Level of such Termination Underlying.

Termination Underlying(s): each Underlying specified as an underlying for the purpose of the termination provisions in the underlying table below.

The Underlying(s)				
Description	Underlying for the purpose of the coupon provisions	Underlying for the purpose of the termination provisions	Underlying for the purpose of the mandatory early termination provisions	Electronic page
Common stock of the share company (ISIN: ES0173516115)	Yes	Yes	Yes	Bloomberg Page: REP SQ Equity
Common stock of the share company (ISIN: NL0000226223)	Yes	Yes	Yes	Bloomberg Page: STM FP Equity
Common stock of the share company (ISIN: IT0005239360)	Yes	Yes	Yes	Bloomberg Page: UCG IM Equity
Common stock of the share company (ISIN: DE0007664039)	Yes	Yes	Yes	Bloomberg Page: VOW3 GY Equity

**Early Termination:** The Securities may be terminated early following the occurrence of certain specified events or circumstances (for example, including an event affecting the Underlying(s) or the Issuer's hedging arrangements, an event of default, and circumstances relating to taxation and illegality) at an amount which will be

determined by the calculation agent in accordance with the terms and conditions of the Securities.

**Adjustments:** The terms and conditions of the Securities contain provisions, including provisions relating to events affecting the Underlying(s) or hedging arrangements in respect of the Securities, market disruption provisions and provisions relating to subsequent corrections of the price of the Underlying(s) and details of the consequences of such events. Such provisions may where applicable permit adjustments to be made to the terms and conditions of the Securities. The terms and conditions of the Securities also permit the adjustment of payments dates for non-business days.

**Meetings:** The terms and conditions of the Securities contain provisions for calling meetings of holders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.

**Governing law:** The Securities will be governed by English law.

**Bail-in:** Each holder of the Securities acknowledges, accepts, consents and agrees, by its acquisition of the Securities, to be bound by the exercise of, any bail-in power by the relevant resolution authority in respect of the Securities. Any exercise of such bail-in power or other action taken by a resolution authority in respect of the Issuer or the Guarantor could materially adversely affect the value of and return on the Securities.

**Status of the Securities:** The Securities constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and will at all times rank *pari passu* and rateably among themselves and at least *pari passu* with all other unsecured and unsubordinated outstanding obligations of the Issuer, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.

#### **Description of restrictions on free transferability of the Securities**

The Securities will be transferable, subject to offering, selling and transfer restrictions of the laws of any jurisdiction in which the Securities are offered or sold.

#### **Where will the Securities be traded?**

Application will be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the Regulated Market of Euronext Dublin and to listing on the official list of Euronext Dublin with effect from on or around the issue date

Application has been made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the multilateral trading facility of EuroTLX managed by Borsa Italiana S.p.A. (formerly managed by EuroTLX SIM S.p.A. merged with and into Borsa Italiana S.p.A.) ("**EuroTLX**").

The EuroTLX is not a regulated market for the purpose of Directive 2014/65/EU (as amended, varied or replaced from time to time).

#### **Is there a guarantee attached to the Securities?**

**Brief description of the Guarantor:** CGML is a private company limited by shares and was incorporated in England and Wales on 21 October 1983. CGML operates under the laws of England and Wales and is domiciled in England. Its registered office is at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB and its telephone number is +44 (0)207 986 4000. The registration number of CGML is 01763297 on the register maintained by Companies House. Its LEI is XKZZZ2JZF41MRHTR1V493. CGML is a wholly-owned indirect subsidiary of Citigroup Inc. and has a major international presence as a dealer, market maker and underwriter, as well as providing advisory services to a wide range of corporate, institutional and government clients.

**Nature and scope of guarantee:** The Securities issued will be unconditionally and irrevocably guaranteed by CGML pursuant to a deed of guarantee, which constitutes direct, unconditional, unsubordinated and unsecured obligations of CGML and ranks and will rank at least *pari passu* with all other outstanding, unsecured and unsubordinated obligations of CGML, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.

**Key financial information of the Guarantor:** The following key financial information has been extracted from the audited non-consolidated financial statements of the Guarantor for the years ended 31 December 2019 and 2018, and from the unaudited non-consolidated interim financial statements of the Guarantor for the six month period ended 30 June 2020.

<b>Summary information – income statement</b>				
	<b>Year ended 31 December 2019 (audited)</b>	<b>Year ended 31 December 2018 (audited)</b>	<b>Six months ended 30 June 2020 (unaudited)</b>	<b>Six months ended 30 June 2019 (unaudited)</b>
Profit after taxation ( <i>in millions of U.S. dollars</i> )	311	523*	884	294
<b>Summary information – balance sheet</b>				
	<b>Year ended 31 December 2019 (audited)</b>	<b>Year ended 31 December 2018 (audited)</b>	<b>Six months ended 30 June 2020 (unaudited)</b>	
Net financial debt (long term debt plus short term debt minus cash) ( <i>in millions of U.S. dollars</i> )	15,084	9,697	15,542	
Debt to equity ratio (total liabilities/total)	23	21	27	

shareholder equity)				
<b>Summary information – cash flow statement</b>				
	<b>Year ended 31 December 2019 (audited) **</b>	<b>Year ended 31 December 2018 (audited) **</b>	<b>Six months ended 30 June 2020 (unaudited)***</b>	<b>Six months ended 30 June 2019 (unaudited)***</b>
Net cash flows from operating activities ( <i>in millions of U.S. dollars</i> )	(809)	(4,023)	432	(393)
Net cash flows from financing activities ( <i>in millions of U.S. dollars</i> )	333	6,958	331	(167)
Net cash flows from investing activities ( <i>in millions of U.S. dollars</i> )	(762)	(819)	(321)	(672)
<p>* Profit after taxation as at 31 December 2018 has been restated in line with the requirements of IAS 12 amendments.</p> <p>**The Guarantor was exempt from the requirement to prepare a cash flow statement under FRS 101 referenced to IAS 7 for the financial year ended 31 December 2018. The Guarantor has prepared a cash flow statement for the financial year ended 31 December 2019. For the purposes of comparison, a cash flow statement for the financial year ended 31 December 2018 has been included in the audited non-consolidated financial statements of the Guarantor for the financial year ended 31 December 2019.</p> <p>***The Guarantor was exempt from the requirement to prepare a cash flow statement under FRS 101 referenced to IAS 7 for the six months ended 30 June 2019. The Guarantor has prepared a cash flow statement for the financial year ended 30 June 2020. For the purposes of comparison, a cash flow statement for the six months ended 30 June 2019 has been included in the unaudited non-consolidated interim financial statements of the Guarantor for the six months ended 30 June 2019.</p>				

**Qualifications in audit report on historical financial information:** There are no qualifications in the audit report of the Guarantor on its audited historical financial information.

**Key risks in respect of the Guarantor:** The Guarantor is subject to the following key risks:

- The Guarantor is exposed to concentrations of risk, particularly credit and market risk. As regulatory or market developments continue to lead to increased centralisation of trading activities, the Guarantor could experience an increase in concentration of risk, which could limit the effectiveness of any hedging strategies and cause the Guarantor to incur significant losses. The Guarantor may also be affected by macroeconomic, geopolitical and other challenges, uncertainties and volatilities, which may negatively impact the businesses of the Guarantor and its ability to fulfil its obligations under the Securities, and the value of and return on the Securities.
- The Guarantor may not be able to maintain its current ratings. If a rating agency reduces, suspends or withdraws its rating of the Guarantor and/or any affiliate thereof, the liquidity and market value of the Securities are likely to be adversely affected. Ratings downgrades could also have a negative impact on other funding sources, such as secured financing and other margin requirements, for which there are no explicit triggers.
- The COVID-19 pandemic has had, and will likely continue to have, negative impacts on the Group's businesses, revenues, expenses, credit costs and overall results of operations and financial condition which could be material. Any such negative impact on the Group (including the Guarantor), could adversely affect the ability of the Guarantor to fulfil its obligations under the Securities, and consequently the value of and return on the Securities may also be adversely affected.

#### **What are the key risks that are specific to the Securities?**

The Securities are subject to the following key risks:

- You should be prepared to sustain a total or partial loss of the purchase price of your Securities. If, at maturity, a Termination Barrier Event has occurred and the Final Reference Level of the Final Performance Underlying is less than its Termination Initial Level, the Securities may be terminated for less than your initial investment or even zero. Further, you may receive no coupon if a Coupon Barrier Event does not occur.
- The Issuer's obligations under the Securities and the Guarantor's obligations under the deed of guarantee represent general contractual obligations of each respective entity and of no other person. Accordingly, payments under the Securities are subject to the credit risk of the Issuer and the Guarantor. Securityholders will not have recourse to any secured assets of the Issuer and Guarantor in the event that the Issuer or Guarantor is unable to meet its obligations under the Securities, including in the event of an insolvency, and therefore risk losing some or all of their investment.
- Securities may have no established trading market when issued, and one may never develop, so investors should be prepared to hold the Securities until maturity. If a market does develop, it may not be very liquid. Consequently, you may not be able to sell your Securities easily or at all or at prices equal to or higher than your initial investment and in fact any such price may be substantially less than the original purchase price. Illiquidity may have a severely adverse effect on the market value of Securities.
- Amounts due in respect of the Securities are linked to the performance of the Underlying(s), which is a basket of shares. The value of a share may go down as well as up and the value of a share on any date may not reflect its performance in any prior period. The value and price

volatility of a share, may affect the value of and return on the Securities.

- The Securities do not create an actual interest in, or ownership of, an Underlying and accordingly you will not have voting rights or rights to receive dividends or distributions or any other rights with respect to an Underlying. A Security will not represent a claim against an Underlying and, in the event that the amount paid on redemption of the Securities is less than your investment, you will not have recourse under any relevant Security to an Underlying in respect of such Securities. You will have no legal or beneficial interest in an Underlying. You may receive a lower return on the Securities than you would have received had you invested directly in an Underlying or through another product.
- The terms and conditions of Securities include provisions dealing with the postponement of dates on which the price of an Underlying is scheduled to be taken. Such postponement or alternative provisions for valuation provided in the terms and conditions of the Securities may have an adverse effect on the value of such Securities.
- The calculation agent may make adjustments to the terms of the Securities to account for the effect of certain adjustment events occurring in respect of the Securities or an Underlying and/or hedging arrangements, or may replace an Underlying with a new share. Any such adjustments may have an adverse effect on the value of such Securities. In certain circumstances (for example, if the calculation agent determines that no calculation, adjustment or substitution can reasonably be made, following an event of default or certain events affecting an Underlying or the Issuer's hedging arrangements, or for reasons relating to taxation or illegality), the Securities may be early terminated. If the Securities are terminated early, the amount paid may be less than your initial investment and you may therefore sustain a loss.
- Investment in the Securities involves the risk that if market interest rates subsequently increase above the rate paid on Securities, this will adversely affect the value of the Securities.
- Following the occurrence of a Mandatory Early Termination Barrier Event, the Securities will be terminated on the relevant Mandatory Early Termination Date at the relevant Mandatory Early Termination Amount and no further amount shall be payable in respect of the Securities after the Mandatory Early Termination Date. In this case, you are subject to a reinvestment risk, as you may not be able to replace your investment in the Securities with an investment that has a similar profile of chances and risks as the Securities.

#### **KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET**

##### **Under which conditions and timetable can I invest in the Securities?**

###### ***Terms and conditions of the offer***

The Securities are not being publicly offered.

###### ***Estimated expenses or taxes charged to investor by issuer/offeror***

No expenses are being charged to an investor by the Issuer.

##### **Who is the offeror and/or the person asking for admission to trading?**

The Issuer is the entity requesting for the admission to trading of the Securities.

##### **Why is the Prospectus being produced?**

###### ***Use and estimated net amount of proceeds when different from making profit***

The net proceeds of the issue of the Securities will be used primarily to grant loans or other forms of funding to CGML and any entity belonging to the same Group, and may be used to finance the Issuer itself. The estimated net amount of proceeds is an amount equal to the product of the Issue Price and the final Aggregate Principal Amount of the Securities issued on the Issue Date. For the avoidance of doubt, the estimated net proceeds reflect the proceeds to be received by the Issuer on the Issue Date.

###### ***Description of any interest material to the issue/offer, including conflicting interests***

So far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the issue.