

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“UK”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“EUWA”) and regulations made thereunder; (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act (“FSMA”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA and regulations made thereunder; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA and regulations made thereunder (the “UK Prospectus Regulation”). Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA and regulations made thereunder (the “UK PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**Amended and Restated Final Terms dated 21 July 2022 amending and restating the Final Terms dated 27 June 2022 as amended and restated on 29 June 2022<sup>1 2</sup>**

**Citigroup Global Markets Holdings Inc.**

**Legal Entity Identifier (LEI):**

**82VOJDD5PTRDMVVMGV31**

**Issue of Up to EUR 15,000,000 Collared Floating Rate Notes due July 2025**

**Guaranted by Citigroup Inc.**

**Under the Global Medium Term Note Programme<sup>3</sup>**

Subject as provided above, any person making or intending to make an offer of the Notes in any Member State of the EEA may only do so:

- (a) in those Public Offer Jurisdictions mentioned in item 7 of Part B below, provided such person is one of the persons mentioned in item 7 of Part B below and that such offer is made during the Offer Period specified for such purpose therein and that any conditions relevant to the use of the Base Prospectus are complied with; or
- (b) otherwise in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the EU Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the EU Prospectus Regulation, in each case, in relation to such offer.

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

For the purpose of the Base Prospectus (as defined below), “EU Prospectus Regulation” means Regulation (EU) 2017/1129 (as amended).

The Notes, and the CGMHI 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 Notes and the CGMHI 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

<sup>1</sup> The Final Terms dated 27 June 2022 is updated to reflect the amendment of the Valoren.

<sup>2</sup> The Final Terms dated 27 June 2022 as amended and restated on 29 June 2022 is updated to reflect the publication of the Citigroup Global Markets Holdings Inc. Rates Base Prospectus dated 8 July 2022.

<sup>3</sup> The wording “Citi U.S.\$80,000,000,000” has been deleted to reflect the publication of the Citigroup Global Markets Holdings Inc. Rates Base Prospectus dated 8 July 2022.

Regulation S). Each purchaser of the Notes 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 Notes 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 Notes, and the CGMHI 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 Notes 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 Notes, see "*General Information relating to the Programme and the Notes - Subscription and Sale and Transfer and Selling Restrictions*" in the Base Prospectus.

The Notes may not be offered or sold to, or acquired by, any person that is, or whose purchase and holding of the Notes 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 Notes are English Law Notes. A Summary of the Notes is annexed to these Final Terms.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth under the section entitled "*Terms and Conditions of the Notes*", the Valuation and Settlement Schedule in the Base Prospectus as supplemented by the Supplements to the Base Prospectus.<sup>4</sup>

This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8(4) of the EU Prospectus Regulation. This Final Terms must be read in conjunction with the Current Base Prospectus and the Supplements to the Current Base Prospectus which constitutes a base prospectus for the purposes of the EU Prospectus Regulation, save in respect of the Conditions which are extracted from the Base Prospectus as supplemented by the Supplements to the Base Prospectus and are incorporated by reference into the Current Base Prospectus. Full information on the Issuer, the CGMHI Guarantor, and the offer of the Notes is only available on the basis of the combination of this Final Terms and the Base Prospectus and the Supplements to the Base Prospectus and the Current Base Prospectus and the Supplements to the Current Base Prospectus and any further supplements up to, and including, the close of the offer period and the date of listing of the Securities.<sup>5</sup>

The Base Prospectus and the Supplements to the Base Prospectus are available for viewing at the offices of the Paying Agents and on the website of Euronext Dublin (<https://live.euronext.com>). The Current Base Prospectus and the Supplement to the Current Base Prospectus and the translation of the Summary into

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<sup>4</sup> The paragraph "Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth under the section entitled "*Terms and Conditions of the Notes*", the Valuation and Settlement Schedule in the Base Prospectus and the Supplements which together constitute a base prospectus for the purposes of the EU Prospectus Regulation" has been replaced by the following "Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth under the section entitled "*Terms and Conditions of the Notes*", the Valuation and Settlement Schedule in the Base Prospectus as supplemented by the Supplements to the Base Prospectus" to reflect the publication of the Citigroup Global Markets Holdings Inc. Rates Base Prospectus dated 8 July 2022.

<sup>5</sup> The paragraph "This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8(4) of the EU Prospectus Regulation. This Final Terms must be read in conjunction with the Base Prospectus as so supplemented. Full information on the Issuer, the CGMHI Guarantor, and the offer of the Notes is only available on the basis of the combination of this Final Terms and the Base Prospectus as so supplemented" has been replaced by the following "This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8(4) of the EU Prospectus Regulation. This Final Terms must be read in conjunction with the Current Base Prospectus and the Supplements to the Current Base Prospectus which constitutes a base prospectus for the purposes of the EU Prospectus Regulation, save in respect of the Conditions which are extracted from the Base Prospectus as supplemented by the Supplements to the Base Prospectus and are incorporated by reference into the Current Base Prospectus. Full information on the Issuer, the CGMHI Guarantor, and the offer of the Notes is only available on the basis of the combination of this Final Terms and the Base Prospectus and the Supplements to the Base Prospectus and the Current Base Prospectus and the Supplements to the Current Base Prospectus and any further supplements up to, and including, the close of the offer period and the date of listing of the Securities." to reflect the publication of the Citigroup Global Markets Holdings Inc. Rates Base Prospectus dated 8 July 2022.

Italian are available for viewing at the offices of the Paying Agents and on the website of Euronext Dublin (<https://live.euronext.com>). In addition, this Final Terms is available on the website of Euronext Dublin (<https://live.euronext.com>) and on the website of the Issuer (<https://it.citifirst.com>).<sup>6</sup>

For the purposes hereof, "**Base Prospectus**" means the CGMHI Rates Base Prospectus relating to the Programme dated 8 July 2021, as supplemented by a Supplement (No.1) dated 30 July 2021 (the "**Supplement to the Base Prospectus No.1**"), a Supplement (No.3) dated 23 September 2021 (the "**Supplement to the Base Prospectus No.3**"), a Supplement (No.5) dated 1 December 2021 (the "**Supplement to the Base Prospectus No.5**"), a Supplement (No.6) dated 1 February 2022 (the "**Supplement to the Base Prospectus No.6**"), a Supplement (No.7) dated 4 February 2022 (the "**Supplement to the Base Prospectus No.7**"), a Supplement No.10 dated 24 May 2022 (the "**Supplement to the Base Prospectus No.10**" and, together with Supplement No.1, Supplement No.3, Supplement No.5, Supplement No.6, Supplement No.7, the "**Supplements to the Base Prospectus**").<sup>7</sup>

For the purposes hereof "**Current Base Prospectus**" means the CGMHI Rates Base Prospectus relating to the Programme dated 8 July 2022, as supplemented by a Supplement (No.1) dated 21 July 2022 (the "**Supplement to the Current Base Prospectus No.1**").<sup>8</sup>

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|----|-------|--|--|
| 1. | (i)   | Issuer:  | Citigroup Global Markets Holdings Inc. |
|    | (ii)  | Guarantor:   | Citigroup Inc.                         |
| 2. | (i)   | Series Number:   | GMTCH8193                              |
|    | (ii)  | Tranche Number:  | 1                                      |
|    | (iii) | Date on which the Notes will be consolidated and form a single Series: | Not Applicable                         |
| 3. |       | Specified Currency or Currencies:                                      | Euro ( <b>EUR</b> )                    |

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<sup>6</sup> The paragraph "The Base Prospectus and the Supplements and the translation of the Summary into Italian are available for viewing at the offices of the Paying Agents and on the website of Euronext Dublin (<https://live.euronext.com>). In addition, this Final Terms is available on the website of Euronext Dublin (<https://live.euronext.com>) and on the website of the Issuer (<https://it.citifirst.com>)" has been replaced by the following "The Base Prospectus and the Supplements to the Base Prospectus are available for viewing at the offices of the Paying Agents and on the website of Euronext Dublin (<https://live.euronext.com>). The Current Base Prospectus and the Supplement to the Current Base Prospectus and the translation of the Summary into Italian are available for viewing at the offices of the Paying Agents and on the website of Euronext Dublin (<https://live.euronext.com>). In addition, this Final Terms is available on the website of Euronext Dublin (<https://live.euronext.com>) and on the website of the Issuer (<https://it.citifirst.com>)" to reflect the publication of the Citigroup Global Markets Holdings Inc. Rates Base Prospectus dated 8 July 2022.

<sup>7</sup> The paragraph "For the purposes hereof, "**Base Prospectus**" means the CGMHI Rates Base Prospectus relating to the Programme dated 8 July 2021, as supplemented by a Supplement (No.1) dated 30 July 2021 (the "**Supplement No.1**"), a Supplement (No.2) dated 27 August 2021 (the "**Supplement No.2**"), a Supplement (No.3) dated 23 September 2021 (the "**Supplement No.3**"), a Supplement (No.4) dated 2 November 2021 (the "**Supplement No.4**"), a Supplement (No.5) dated 1 December 2021 (the "**Supplement No.5**"), a Supplement (No.6) dated 1 February 2022 (the "**Supplement No.6**"), a Supplement (No.7) dated 4 February 2022 (the "**Supplement No.7**"), a Supplement (No.8) dated 16 March 2022 (the "**Supplement No.8**"), a Supplement (No.9) dated 5 May 2022 (the "**Supplement No.9**") and a Supplement No.10 dated 24 May 2022 (the "**Supplement No.10**" and, together with Supplement No.1, Supplement No.2, Supplement No.3, Supplement No.4, Supplement No.5, Supplement No.6, Supplement No.7, Supplement No.8 and Supplement No.9 the "**Supplements**") has been replaced by the following "For the purposes hereof, "**Base Prospectus**" means the CGMHI Rates Base Prospectus relating to the Programme dated 8 July 2021, as supplemented by a Supplement (No.1) dated 30 July 2021 (the "**Supplement to the Base Prospectus No.1**"), a Supplement (No.3) dated 23 September 2021 (the "**Supplement to the Base Prospectus No.3**"), a Supplement (No.5) dated 1 December 2021 (the "**Supplement to the Base Prospectus No.5**"), a Supplement (No.6) dated 1 February 2022 (the "**Supplement to the Base Prospectus No.6**"), a Supplement (No.7) dated 4 February 2022 (the "**Supplement to the Base Prospectus No.7**"), a Supplement No.10 dated 24 May 2022 (the "**Supplement to the Base Prospectus No.10**" and, together with Supplement No.1, Supplement No.3, Supplement No.5, Supplement No.6, Supplement No.7, the "**Supplements to the Base Prospectus**" to reflect the publication of the Citigroup Global Markets Holdings Inc. Rates Base Prospectus dated 8 July 2022.

<sup>8</sup> The following paragraph "For the purposes hereof "**Current Base Prospectus**" means the CGMHI Rates Base Prospectus relating to the Programme dated 8 July 2022, as supplemented by a Supplement (No.1) dated 21 July 2022 (the "**Supplement to the Current Base Prospectus No.1**") has been added to reflect the publication of the Citigroup Global Markets Holdings Inc. Rates Base Prospectus dated 8 July 2022.

4. Aggregate Principal Amount:
- (i) Series: Up to EUR 15,000,000.00.
  - (ii) Tranche: Up to EUR 15,000,000.00
5. Issue Price: 100 per cent. of the Aggregate Principal Amount
6. (i) Specified Denominations: EUR 1,000
- (ii) Calculation Amount: EUR 1,000
7. (i) Trade Date: 21 July 2022
- (ii) Issue Date: 29 July 2022
- (iii) Interest Commencement Date: The Issue Date
8. Scheduled Maturity Date: 29 July 2025, subject to adjustment in accordance with the Modified Following Business Day Convention
9. Type of Notes: Floating Rate Notes
10. Automatic Change of Interest Basis and Lock-in change of Interest Basis: Not Applicable
11. Put/Call Options: Not Applicable
12. (i) Status of the Notes: Senior
- (ii) Status of the CGMHI Deed of Senior Guarantee:
- (iii) Status of the CGMFL Deed of Not Applicable Guarantee:

#### **PROVISIONS RELATING TO UNDERLYING LINKED NOTES**

13. Underlying Linked Notes Provisions: Not Applicable

#### **PROVISIONS RELATING TO INTEREST AMOUNTS**

14. Interest Provisions: Applicable

(i) (A) Fixed Rate Note Provisions: Not Applicable

(B) Floating Rate Note Provisions: Applicable

- I. Specified Period(s)/ Specified Interest Payment Date(s) which on the 29 January, 29 April, 29 July, 29 October of each year, starting on 29 October 2022 to (and including) Maturity Date, adjusted in accordance with the Modified Following Business Day Convention

- Floating Rate  
Note Provisions  
apply:
- II. Interest Period Interest Payment Dates, not adjusted  
End Date(s):
- III. Manner in which the Floating Interest Rate(s) is/are to be determined: Screen Rate Determination applies
- IV. Party responsible for calculating the Interest Rate(s) and/or Interest Amount(s): Calculation Agent
- V. Range Accrual Note Provisions: Not Applicable
- VI. Screen Rate Determination Applicable
- Reference Rate: EURIBOR
  - Designated Maturity: 3 months
  - Specified Time: 11:00 a.m. Brussels time
  - Relevant Financial Centre: TARGET2
  - Interest Determination Date: 2 Target Business Days prior to the start of each Interest Period
  - Page: Reuters EURIBOR01
- VII. USD LIBOR Screen Rate Determination: Not Applicable
- VIII. ISDA Determination: Not Applicable
- IX. SONIA Floating Rate Determination (Non-Index Determination): Not Applicable

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|-------|--|--------------------------|
| X.    | SONIA<br>Floating Rate<br>Determination<br>(Index<br>Determination):   | Not Applicable           |
| XI.   | SOFR Floating<br>Rate<br>Determination:  | Not Applicable           |
| XII.  | Linear<br>Interpolation:   | Not Applicable           |
| XIII. | Margin(s) (for<br>the Screen Rate<br>(if Screen Rate<br>Determination<br>applies), the<br>Reference Rate<br>(if USD LIBOR<br>Screen Rate<br>Determination<br>applies), the<br>ISDA Rate (if<br>ISDA Rate<br>Determination<br>applies), the<br>SONIA<br>Floating Rate (if<br>SONIA<br>Floating Rate<br>Determination<br>(Non-Index<br>Determination)<br>applies), the<br>SONIA Index<br>Floating Rate (if<br>SONIA<br>Floating Rate<br>Determination<br>(Index<br>Determination)<br>applies) or the<br>SOFR Floating<br>Rate or SOFR<br>Index Floating<br>Rate (if SOFR<br>Floating Rate<br>Determination<br>applies)): | Not Applicable           |
| XIV.  | Minimum<br>Interest Rate<br>(for Floating<br>Interest Rate):   | 1.42 per cent. per annum |
| XV.   | Maximum<br>Interest Rate   | 4.00 per cent. per annum |

(for Floating Interest Rate):

- XVI. Day Count Fraction: 30/360
- XVII. Determination Dates: Not Applicable
- XVIII. Interest Participation Rate (for the Screen Rate (if Screen Rate Determination applies), the Reference Rate (if USD LIBOR Screen Rate Determination applies), the ISDA Rate (if ISDA Rate Determination applies) or the SONIA Floating Rate (if SONIA Floating Rate Determination (Non-Index Determination) applies)): Not Applicable

(C) Inflation Rate Note Provisions: Not Applicable

(D) DIR Inflation Linked Interest Note Provisions: Not Applicable

(E) CMS Interest Linked Note Provisions: Not Applicable

(ii) Range Accrual Note Provisions: Not Applicable

(iii) Digital Note Provisions: Not Applicable

(iv) Digital Band Note Provisions: Not Applicable

(v) Inverse Floating Rate Note Provisions: Not Applicable

- (vi) Spread Note Provisions: Not Applicable
- (vii) Volatility Bond Note Provisions: Not Applicable
- (viii) Synthetic Forward Rate Note Provisions: Not Applicable
- (ix) Previous Coupon Linked Note Provisions: Not Applicable
- (x) FX Performance Note Provisions: Not Applicable
- (xi) Reserve Coupon Note Provisions: Not Applicable
- (xii) Global Interest Floor Note Provisions: Not Applicable
- (xiii) Global Interest Cap Note Provisions: Not Applicable
- (xiv) Restructure Interest Rate Note Provisions: Not Applicable
- (xv) Interest Rollup Not Applicable

**PROVISIONS RELATING TO SWITCHER OPTION**

- 15. Switcher Option: Not Applicable

**PROVISIONS RELATING TO LOCK-IN CHANGE OF INTEREST BASIS**

- 16. Lock-in Change of Interest Basis: Not Applicable

**PROVISIONS RELATING TO ZERO COUPON NOTES**

- 17. Zero Coupon Note Provisions: Not Applicable

**PROVISIONS RELATING TO CREDIT LINKED NOTES**

- 18. Credit Linked Notes: Not Applicable

**PROVISIONS RELATING TO INDEX SKEW NOTES**

- 19. Index Skew Notes: Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

20. Redemption Provisions:
- (i) Issuer Call: Not Applicable
  - (ii) Investor Put: Not Applicable
  - (iii) Redemption Amount: 100.00 per cent. of the Calculation Amount
    - (A) DIR Inflation Linked Notes: Not Applicable
    - (B) Lock-in Redemption Notes: Not Applicable
    - (C) Rate Linked Redemption Notes: Not Applicable<sup>9</sup>
    - (D) Interest Linked Redemption Notes: Not Applicable<sup>10</sup>
  - (iv) Mandatory Early Redemption: Not Applicable
  - (v) Early Redemption Amount
    - (A) For the purpose of General Condition 5(b)(i) (*Redemption for Taxation Reasons*): Applicable Principal Amount plus accrued interest (if any)
    - (B) For the purpose of General Condition 5(b)(ii) (*Redemption for Illegality*): Applicable Principal Amount plus accrued interest (if any)
    - (C) Continuance of Notes Provision: Not Applicable
    - (D) For the purpose of General Condition 9 (*Events of Default*): Applicable Principal Amount plus accrued interest (if any)

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

21. Adjustment Events: Applicable
- (i) Change in Law: Applicable
    - Illegality: Applicable
    - Material Increased Cost: Applicable

<sup>9</sup> The following item “(C) Rate Linked Redemption Notes: Not Applicable” has been added to reflect the publication of the Citigroup Global Markets Holdings Inc. Rates Base Prospectus dated 8 July 2022.

<sup>10</sup> The following item “(D) Interest Linked Redemption Notes: Not Applicable” has been added to reflect the publication of the Citigroup Global Markets Holdings Inc. Rates Base Prospectus dated 8 July 2022.

		Early Redemption following Adjustment Event: Applicable
		Early Redemption Amount: Principal Amount plus accrued interest (if any)
(ii)	Hedging Disruption:	Not Applicable
(iii)	Increased Cost of Hedging:	Not Applicable
(iv)	Additional Adjustment Events relating to Inflation Indices:	Not Applicable
(v)	Additional Adjustment Events relating to FX Rates where EMTA Provisions are Not Applicable:	Not Applicable
(vi)	Additional Adjustment Events relating to FX Rates where EMTA Provisions are Applicable:	Not Applicable
22.	Additional Early Redemption Event:	
	(i) Hedging Disruption Early Termination Event:	Not Applicable
	(ii) Section 871(m) Event:	Not Applicable
	(iii) Early Redemption Amount payable under Inflation Index Condition 5 ( <i>Additional Early Redemption Events</i> ):	Not Applicable
23.	Realisation Disruption Event:	Not Applicable
24.	Administrator/Benchmark Event:	Administrator/Benchmark Event (Limb (3)): Not Applicable
		Early Redemption following Administrator/Benchmark Event: Applicable
		Early Redemption Amount: Principal Amount plus accrued interest (if any)
25.	Reference Rate Event Provisions:	Reference Rate: EURIBOR
		Pre-Nominated Replacement Reference Rate(s): Not Applicable
		Reference Rate Event (Limb (iii)): Not Applicable
		Reference Rate Early Redemption: Applicable
		Early Redemption Amount: Principal Amount plus accrued interest (if any)

26.	Form of Notes:	Registered Notes  Regulation S Global Registered Note Certificate registered in the name of a nominee for a common safekeeper for Euroclear and Clearstream, Luxembourg
27.	New Safekeeping Structure:	No
28.	Business Centre(s):	London, New York and TARGET
29.	Business Day Jurisdiction(s) or other special provisions relating to payment dates:	London, New York and TARGET
30.	Redenomination:	Not Applicable
31.	Consolidation provisions:	The provisions of General Condition 12 ( <i>Further Issues</i> ) apply
32.	Substitution provisions:	Not Applicable
	Additional Requirements:	Not Applicable
33.	Schedule A (Redemption and Purchase and Events of Default):	Not Applicable
34.	Name and address of Calculation Agent:	Citibank, N.A. London branch (acting through its Interest Rate Derivatives department/group (or any successor department/group)) at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom
35.	Determinations:	
	(i) Standard:	Commercial Determination
	(ii) Minimum Amount Adjustment Prohibition:	Applicable
36.	Determinations and Exercise of Discretion (BEC):	Not Applicable
37.	Governing law:	English Law



FSIN: CITIGROUP GLOBAL/VAREMTN 20250729

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 depository, 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 addresses of additional Paying Agent(s) (if any): Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility: Not Applicable

## 7. 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 which, for the purpose of the issue of the Notes, will act as settlement agent to the Issuer (the “**Dealer**”).
- (vi) Total commission and concession: The distribution fee payable by the Dealer to the Distributor is up to 1.50% of the Aggregate Principal Amount. Investors can obtain more information about the fee by contacting the Distributor or the Dealer at the addresses set out herein.

The exact amount of the distribution fee will be published not later than five Business Days after close of the Offer Period on the website of the Issuer (<https://it.citifirst.com/Home>).

(vii) Non-exempt Offer:

An offer (The **Italian Offer**) of the Notes may be made by UBS Europe SE, Succursale Italia (the **Initial EEA Authorised Offeror(s)**) other than pursuant to Article 1(4) and/or 3(2) of the EU Prospectus Regulation during the period from (and including) 28 June 2022 to (and including) 21 July 2022 (the **Italian Offer Period or Offer Period**) in the Republic of Italy subject to any early closing or extension of the Italian Offer Period or cancellation of the Italian Offer, as described below.

Offers (if any) in any Member State other than the Public Offer Jurisdiction(s) will only be made pursuant to an exemption from the obligation under the EU Prospectus Regulation to publish a prospectus.

**EEA Authorised Offeror(s)** means UBS Europe SE, Succursale Italia

**Initial EEA Authorised Offeror(s)** means UBS Europe SE, Succursale Italia

**Public Offer Jurisdiction(s)** means the Republic of Italy.

See further Paragraph 9 below.

(viii) General Consent:

Not Applicable

(ix) Other conditions to consent:

Not Applicable

(x) Prohibition of Sales to EEA Retail Investors:

Not Applicable

(xi) Prohibition of Sales to UK Retail Investors:

Applicable

## 8. EU BENCHMARKS REGULATION

EU Benchmarks Regulation: Article 29(2) statement on benchmarks:

As at the date hereof, the European Money Markets Institute appears in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 of the Benchmarks Regulation

## 9. TERMS AND CONDITIONS OF THE OFFER

Offer Price:

Issue Price, equal to EUR 1,000 per Note

The Offer Price includes, per Specified Denomination, a commission for the distribution of

the Notes paid by the Dealer to the Distributor, up to 1.50 per cent. (1.50%) of the Specified Denomination of the Notes distributed by the Distributor.

The exact amount of the distribution fee will be published not later than five Business Days after close of the Offer Period on the website of the Issuer (<https://it.citifirst.com/Home>).

Investors should take into account that if the Notes are sold on the secondary market after the Italian Offer Period, the above mentioned commissions included in the Offer Price are not taken into consideration in determining the price at which such Notes may be sold in the secondary market.

Conditions to which the offer is subject: The offer of the Notes is conditional on their issue.

The offer of the Notes is conditional upon the Notes having been admitted to trading on EuroTLX by the Issue Date. In the event that the Notes are not admitted to trading on EuroTLX by the Issue Date, the Issuer reserves the right to withdraw the offer of the Notes and cancel the issuance of the Notes. The Issuer and the Distributor will inform the public of the withdrawal of the offer of the Notes and the cancellation of the relevant issue by means of a notice to be made available on the website of the Issuer (<https://it.citifirst.com/Home>).

The Issuer reserves the right to close the Italian Offer Period early at any time, also in circumstances where subscription for the Notes are not yet equal to the maximum Aggregate Principal Amount. Notice of the early closure of the Italian Offer Period will be given in one or more notices to be made available on the website of the Issuer (<https://it.citifirst.com/Home>) (and for the avoidance of doubt, no supplement to the Base Prospectus or these Final Terms will be published in relation thereto).

The Issuer reserves the right to extend the Italian Offer Period. Notice of extension of the Italian Offer Period will be given in one or more notices to be made available on the website of the Issuer (<https://it.citifirst.com/Home>) (and for the avoidance of doubt, no supplement to the Base Prospectus or these Final Terms will be published in relation thereto).

The offer of Notes may be withdrawn in whole or in part at any time before the Issue Date at the discretion of the Issuer and any such withdrawal will be set out in one or more notices to be made available during normal business hours at the

registered office of the Distributor and on the website of the Issuer (<https://it.citifirst.com/Home>) (and for the avoidance of doubt, no supplement to the Base Prospectus or these Final Terms will be published in relation thereto).

On 31 May 2019, the Issuer and the Distributor have entered into a distribution agreement (the “**Distribution Agreement**”), as subsequently amended and integrated, in connection with the Italian Offer of the Notes. The Distribution Agreement may be terminated upon occurrence of certain circumstances set out therein. The issue and Italian Offer of the Notes will be revoked/withdrawn at any time prior to the Issue Date upon termination of the Distribution Agreement and if so, no Notes will be issued. Notice of revocation/withdrawal of the Italian Offer will be given in one or more notices to be made available on the website of the Issuer (<https://it.citifirst.com/Home>) (and for the avoidance of doubt, no supplement to the Base Prospectus or these Final Terms will be published in relation thereto).

For the avoidance of doubt, if any application has been made by a potential subscriber and the Italian Offer is revoked/withdrawn, all subscription applications will become void and of no effect, without further notice and such potential subscriber shall not be entitled to subscribe or otherwise acquire the Notes.

The Distributor is responsible for the notification of any withdrawal right applicable in relation to the offer of the Notes to potential investors.

Description of the application process:

The Notes will be offered in Italy on the basis of a public offer.

The offer of the Notes is addressed to the public at large in Italy only. Qualified Investors, as defined in article 2(e) of the EU Prospectus Regulation, can only acquire the Notes as part of the public offer of the Notes if, and to the extent that, the Aggregate Principal Amount of the Italian Offer has not been taken up in full by requests from the public at large.

A prospective investor will subscribe for the Notes in accordance with the arrangements in place between the Distributor and its customers, relating to the subscription of securities generally. Securityholders will not enter into any contractual arrangements directly with the Issuer or the Dealer in connection with the Italian Offer or subscription of the Notes.

Without prejudice to the provisions applicable in case of publication of supplements under Article 23 of the EU Prospectus Regulation as implemented from time to time, the subscription application can be revoked by the potential investors through a specific request made at the offices of the Distributor which has received the relevant acceptance forms within the last day of the Italian Offer Period, as amended in the event of an early closure or extension of the Italian Offer Period.

The subscription application can also be revoked by the potential investors upon publication of a supplement to the Base Prospectus pursuant to under Article 23 of the EU Prospectus Regulation as implemented from time to time, in accordance with the modalities specified in such supplement.

During the Italian Offer Period, investors may apply for the subscription of the Notes during normal Italian banking hours at the offices (filiali) of the Distributor by filling in, duly executing (also by appropriate attorneys) and delivering a specific acceptance form. Acceptance forms are available at the Distributor's offices.

By subscribing for the Notes, the holders of the Notes are deemed to have knowledge of all the terms and conditions of the Notes and to accept the said terms and conditions of the Notes.

Applications received by the Distributor prior to the start of the Italian Offer Period or after the closing date of the Italian Offer Period, will be considered as not having been received and will be void.

Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:

Subscription applications will be accepted until the maximum Aggregate Principal Amount is reached during the Italian Offer Period. In the event that the requests exceed the maximum Aggregate Principal Amount during the Italian Offer Period, the Issuer (i) will increase the maximum Aggregate Principal Amount or (ii) will terminate the Italian Offer Period early, as described below.

Upon the closure of the Italian Offer Period, in the event that, notwithstanding the above, the total amount of Notes requested to be subscribed for exceed the maximum Aggregate Principal Amount, the Distributor will allot the Notes in accordance with allotment criteria so to assure transparency of allotment criteria and equal treatment amongst all potential subscribers thereof.

	<p>In the event that the Notes are not allotted or only partially allotted, the total amount paid as a temporary deposit, or any difference with the counter-value of the Notes allotted, will be repaid to the applicant without charge by the Issue Date.</p>
	<p>The Issuer also reserves the right to increase the maximum Aggregate Principal Amount of the Notes</p>
	<p>Notice to the public of the size increase will be given by means of a notice to be published on the website of the Issuer (<a href="https://it.citifirst.com/Home">https://it.citifirst.com/Home</a>).</p>
<p>Details of the minimum and/or maximum amount of application:</p>	<p>The Notes may be subscribed in a minimum amount of EUR 1,000 (the “<b>Minimum Lot</b>”) or an integral number of Notes greater than the Minimum Lot. Multiple applications may be submitted by the same applicants with the Distributor, without prejudice to the circumstance that for the purposes of the allotment each applicant will be considered individually, independently of the number of acceptance forms delivered.</p>
	<p>The maximum Aggregate Principal Amount of Notes to be issued is EUR 15,000,000.</p>
	<p>There is no maximum subscription amount of the Notes to be applied for by each investor within the Aggregate Principal Amount and subject to the provisions in paragraph "Description of the application process" above.</p>
<p>Details of the method and time limits for paying up and delivering the Notes:</p>	<p>Notes will be available to the Distributor on a delivery versus payment basis.</p>
	<p>Each investor will be notified by the Distributor of the settlement arrangement in respect of the Notes at the time of such investor’s application and payment for the Notes shall be made by the investor to the Distributor in accordance with arrangements existing between the Distributor and its customers relating to the subscription of securities generally.</p>
	<p>The Issuer estimates that the Notes will be delivered to the subscribers’ respective book-entry securities account on or around the Issue Date.</p>
<p>Manner in and date on which results of the offer are to be made public:</p>	<p>The results of the offer will be available on the website of the Issuer (<a href="https://it.citifirst.com/Home">https://it.citifirst.com/Home</a>) on or around the Issue Date.</p>
<p>Procedure for exercise of any right of pre-emption, negotiability of subscription</p>	<p>Not Applicable</p>

rights and treatment of subscription rights not exercised:

Whether tranche(s) have been reserved for certain countries:

The Notes will be offered to the public in the Public Offer Jurisdiction.

Neither the Issuer nor the Dealer has taken or will take any action specifically in relation to the Notes referred to herein to permit a public offering of such Notes in any jurisdiction other than the Public Offer Jurisdiction.

Notwithstanding anything else in the Base Prospectus, the Issuer will not accept responsibility for the information given in the Base Prospectus or these Final Terms in relation to offers of Notes made by an offeror not authorised by the Issuer to make such offers.

Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:

Applicants will be notified directly by the Distributor of the success of their application and amount allotted.

Dealing in the Notes may commence on the Issue Date

Amount of any expenses and taxes specifically charged to the subscriber or purchaser:

(A) Distribution fees: see above paragraph Offer Price;

(B) Administrative and other costs relating to the holding of the Notes (service fees, custodians fees, brokerage fees, financial services etc.): prospective subscribers are invited to check those costs with their financial intermediary.

Name(s) and address(es), legal entity identifier, domicile, legal form and law and country of incorporation to the extent known to the Issuer, of the placers in the various countries where the offer takes place:

The following bank has agreed to place the Notes (the **Distributor** and **Initial EEA Authorised Offeror**):

UBS Europe SE, Succursale Italia

Via del Vecchio Politecnico, 3,

20121 Milano MI,  
Italy

LEI Code: 549300EVRWDWFJUNNP53

## 10. UNITED STATES TAX CONSIDERATIONS

For U.S. federal income tax purposes, the Issuer intends to treat the Notes as debt

The Issuer has determined that the Notes are not Specified ELIs for the purpose of Section 871(m).

## SUMMARY

INTRODUCTION AND WARNINGS
<p>This Summary should be read as an introduction to the Current Base Prospectus. Any decision to invest in the Notes should be based on a consideration of the Current 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 information contained in the Current Base Prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the Current 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 Current Base Prospectus, or it does not provide, when read together with the other parts of the Current Base Prospectus, key information in order to aid investors when considering whether to invest in the Notes.<sup>12</sup></p> <p><b><i>You are about to purchase a product that is not simple and may be difficult to understand.</i></b></p>
<p><b><i>The Notes:</i></b> Issue of Up to EUR 15,000,000 Collared Floating Rate Notes due July 2025 (ISIN: XS2474865420)</p>
<p><b><i>The Issuer:</i></b> Citigroup Global Markets Holdings Inc. - Its principal offices are located at 388 Greenwich Street, New York, NY 10013 and its telephone number is +1 (212) 559-1000. Its Legal Entity Identifier ("<b>LEI</b>") is 82VOJDD5PTRDMVVMGV31.</p>
<p><b><i>The Authorised Offeror(s):</i></b> The Authorised Offeror is UBS Europe SE, Succursale Italia, Via del Vecchio Politecnico, 3, 20121 Milano MI, Italy. The authorised offeror is a S.p.A company incorporated in Italy mainly operating under Italian law. Its LEI is 549300EVRWDWFJUNNP53 (the "<b>Authorised Offeror</b>").</p>
<p><b><i>Competent authority:</i></b> The Current Base Prospectus was approved on 8 July 2022 by the Central Bank of Ireland of New Wapping Street, North Wall Quay, Dublin 1, D01 F7X3, Ireland (Telephone number: +353 1 224 6000).<sup>13</sup></p>
KEY INFORMATION ON THE ISSUER
Who is the Issuer of the Notes?
<p><b><i>Domicile and legal form of the Issuer, LEI, law under which the Issuer operates and country of incorporation:</i></b> The Issuer was incorporated in New York on 23 February 1977 and exists under the laws of the state of New York in the United States of America. The Issuer is a New York corporation. Its Federal Employee Identification Number issued by the US Internal Revenue Service is 11-2418067. Its LEI is 82VOJDD5PTRDMVVMGV31.</p>
<p><b><i>Issuer's principal activities:</i></b> The Issuer, operating through its subsidiaries, engages in full-service investment banking and securities brokerage business. The Issuer operates in the <i>Institutional Clients Group</i> business segment of Citigroup Inc.</p>

<sup>12</sup> The paragraph "This Summary should be read as an introduction to the Base Prospectus. Any decision to invest in the Notes should be based on a 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 information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under 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 Notes" has been replaced by the following "This Summary should be read as an introduction to the Current Base Prospectus. Any decision to invest in the Notes should be based on a consideration of the Current 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 information contained in the Current Base Prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the Current 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 Current Base Prospectus, or it does not provide, when read together with the other parts of the Current Base Prospectus, key information in order to aid investors when considering whether to invest in the Notes" to reflect the publication of the the publication of the Citigroup Global Markets Holdings Inc. Rates Base Prospectus dated 8 July 2022.

<sup>13</sup> The paragraph "The Base Prospectus was approved on 8 July 2021 by the Central Bank of Ireland of New Wapping Street, North Wall Quay, Dublin 1, D01 F7X3, Ireland (Telephone number: +353 1 224 6000)" has been replaced by the following "The Current Base Prospectus was approved on 8 July 2022 by the Central Bank of Ireland of New Wapping Street, North Wall Quay, Dublin 1, D01 F7X3, Ireland (Telephone number: +353 1 224 6000)." to reflect the publication of the the publication of the Citigroup Global Markets Holdings Inc. Rates Base Prospectus dated 8 July 2022.

**Major shareholders, including whether it is directly or indirectly owned or controlled and by whom:** The Issuer's issued share capital is 1,000 Common Stock which is fully paid up and held by Citigroup Inc.

**Key managing directors:** The officers of the Issuer are Shawn K. Feeney, Daniel S. Palomaki, Charles Marquardt, Gonzalo Martin, Jason Mercado, Alexia Breuvert, Donald Bendernagel, Sarah Blotner, Norma Castro, Robert F. Klein, Stacey Berg Keller, Myongsu Kong, Moshe Malina, Anne E. Moses, Ronny Ostrow, Sofia Rahman, Rachel Stine and Elizabeth Zidones. The members of the Notes Committee of the Issuer are Colin Brennan, Gonzalo Martin, Mark Mason, Johnbull Okpara, Daniel S. Palomaki, Victor Spadafora, Elissa Steinberg, Shawn Stolar and Michael Verdeschi.<sup>14</sup>

**Statutory auditors:** The Issuer's auditors are KPMG LLP, independent registered public accountants, 345 Park Avenue, New York, New York 10154, United States.

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

The following key financial information has been extracted from the audited consolidated financial statements of the Issuer for the years ended 31 December 2021 and 2020.

Summary information – income statement		
	Year ended 31 December 2021 (audited)	Year ended 31 December 2020 (audited)
Operating profit/loss or another similar measure of financial performance used by the Issuer in the financial statements (in millions of U.S. dollars)	2,247	3,554
Summary information – balance sheet		
	Year ended 31 December 2021 (audited)	Year ended 31 December 2020 (audited)
Net financial debt (long term debt plus short term debt minus cash) (in millions of U.S. dollars)	155,445	129,545
Current ratio (current assets/current liabilities)	1.2	1.2
Debt to equity ratio (total liabilities/total shareholder equity)	16	16.4
Interest cover ratio (operating income/interest expense)	2.5	2.1
Summary information – cash flow statement		
	Year ended 31 December 2021 (audited)	Year ended 31 December 2020 (audited)
Net cash flows from operating activities (in millions of U.S. dollars)	43,228	(27,032)
Net cash flows from financing activities (in millions of U.S. dollars)	2,312	82,884
Net cash flows from investing activities (in millions of U.S. dollars)	(38,986)	(52,182)

**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 a holding company that does not engage in any material amount of business activities that generate revenues. It services its obligations primarily with dividends and advances from its subsidiaries. Its subsidiaries that operate in the securities businesses can only pay dividends if they are in compliance with applicable regulatory requirements imposed on them by federal and state regulatory authorities, and may also be subject to credit agreements that may restrict their ability to pay dividends. If such subsidiaries do not realise sufficient earnings to satisfy applicable regulatory requirements, or if such requirements are changed to further restrict the

<sup>14</sup> The paragraph “The officers of the Issuer are Shawn K. Feeney, Daniel S. Palomaki, Charles Marquardt, Gonzalo Martin, Victor Spadafora, Alexia Breuvert, Donald Bendernagel, Sarah Blotner, Norma Castro, Robert F. Klein, Stacey Berg Keller, Myongsu Kong, Moshe Malina, Anne E. Moses, Ronny Ostrow, Sofia Rahman, Rachel Stine, Raysa Torriente and Elizabeth Zidones. The members of the Notes Committee of the Issuer are Colin Brennan, Gonzalo Martin, Mark Mason, Johnbull Okpara, Daniel S. Palomaki, Victor Spadafora, Elissa Steinberg, Shawn Stolar and Michael Verdeschi.” has been replaced by the following “The officers of the Issuer are Shawn K. Feeney, Daniel S. Palomaki, Charles Marquardt, Gonzalo Martin, Jason Mercado, Alexia Breuvert, Donald Bendernagel, Sarah Blotner, Norma Castro, Robert F. Klein, Stacey Berg Keller, Myongsu Kong, Moshe Malina, Anne E. Moses, Ronny Ostrow, Sofia Rahman, Rachel Stine and Elizabeth Zidones. The members of the Notes Committee of the Issuer are Colin Brennan, Gonzalo Martin, Mark Mason, Johnbull Okpara, Daniel S. Palomaki, Victor Spadafora, Elissa Steinberg, Shawn Stolar and Michael Verdeschi” to reflect the publication of the the publication of the Citigroup Global Markets Holdings Inc. Rates Base Prospectus dated 8 July 2022.

ability of such subsidiaries to pay dividends to the Issuer, the Issuer's ability to fulfil its obligations under the Notes may be adversely affected, and consequently the value of and return on the Notes may be adversely affected.

- 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 Notes 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 may continue to have, negative impacts on the businesses and overall results of operations and financial condition of Citigroup Inc. and its subsidiaries (the "**Group**") 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 Notes, and consequently the value of and return on the Notes may also be adversely affected.
- Following the military action by Russia in Ukraine, the U.S. has imposed, and is likely to impose material additional, financial and economic sanctions and export controls against certain Russian organisations and/or individuals, with similar actions implemented and/or planned by the European Union, the UK and other jurisdictions. The Group's ability to engage in activity with certain consumer and institutional businesses in Russia and Ukraine or involving certain Russian or Ukrainian businesses and customers is dependent in part upon whether such engagement is restricted under any current or expected U.S., European Union, UK or other countries' sanctions and laws, or is otherwise discontinued in light of these developments. Sanctions and export controls, as well as any actions by Russia, could adversely affect the Group's business activities and customers in and from Russia and Ukraine. Any negative impact of Russia's actions in Ukraine, and related sanctions, export controls and similar actions or laws on the Group, including the Issuer, could adversely affect the ability of the Issuer to fulfil its obligations under the Notes, and the value of and return on the Notes may also be adversely affected.

## KEY INFORMATION ON THE SECURITIES

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

**Type and class of Notes, including security identification numbers:** The Notes are debt securities in the form of notes. The Notes will be cleared and settled through Euroclear Bank S.A./N.V. and/or Clearstream Banking, société anonyme.

Series Number: GMTCH8193; ISIN: XS2474865420; Common Code: 247486542 ; CFI: DTVNFR; FISN: CITIGROUP GLOBA/VAREMTN 20250729; CUSIP: 5C02SV919 ; Valoren: CH119961734<sup>15</sup>

The issue date of the Notes is 29 July 2022. The issue price of the Notes is 100% of the Calculation Amount

**Currency, specified denomination, calculation amount, aggregate principal amount and maturity date of the Notes:** The Note are denominated in Euro (EUR). The Notes have a specified denomination of EUR 1,000 and the calculation amount is EUR 1,000 (the "**Calculation Amount**"). The aggregate principal amount of the Notes to be issued is up to EUR 15,000,000.

**Maturity Date:** 29 July 2025. This is the date on which the Notes are scheduled to redeem, subject to adjustment for non-business days and subject to an early redemption of the Notes.

### **Rights attached to the Notes:**

The return on the Notes will derive from the Interest Amount payable (if any) and, unless the Notes have been previously redeemed or purchased and cancelled, the payment of the Redemption Amount on the Maturity Date of the Notes.

**Interest:** The interest amount (if any) due on each interest payment date is determined as set out below:

**FLOATING RATE NOTES :** The Notes are Floating Rate Notes which means that they bear interest from the Issue Date at a floating interest rate calculated by reference to 3 month EURIBOR in respect of each interest period ending on (but excluding) 29 January, 29 April, 29 July, 29 October of each year starting on 29 October 2022 to (and including) the Maturity Date.

Interest will be payable quarterly in arrears on 29 January, 29 April, 29 July, 29 October of each year from (and including) 29 October 2022 to (and including) the Maturity Date.

<sup>15</sup> The code "Valoren: CH118681252" has been replaced by "Valoren: CH119961734".

The interest rate in respect of the interest periods ending on the interest period end date(s) specified above is subject to a minimum interest rate and a maximum interest rate (collar) of 1.42 per cent per annum and 4.00 per cent per annum, respectively.

**Redemption:** Subject to any early redemption, purchase and cancellation, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount

**Early Redemption:** The Notes may be redeemed early following the occurrence of certain specified events or circumstances (including, for example, events 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 Notes.

**Meetings:** The terms and conditions of the Notes 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 Notes will be governed by English law.

**Acknowledgement of United States special resolution regimes:** The Notes contain an express contractual recognition that, in the event the Issuer or the Guarantor becomes subject to a proceeding under a U.S. special resolution regime, the transfer of Notes to which the relevant U.S. legislation applies, and (in relation to such Notes) the deed of guarantee (and the transfer of any interest and obligation in or under such Notes or deed of guarantee) from the Issuer or the Guarantor, as applicable, will be effective to the same extent as the transfer would be effective under such U.S. special resolution regime. In addition, the Notes contain an express contractual recognition that, in the event the Issuer or the Guarantor and any of their affiliates becomes subject to a proceeding under a U.S. special resolution regime, certain default rights against the Issuer or the Guarantor, as applicable with respect to such Notes or deed of guarantee, are permitted to be exercised to no greater extent than they could be exercised under such U.S. special resolution regime. The exercise of any power under the U.S. special resolution regimes could materially adversely affect the rights of the holders of such Notes, and accordingly, the price or value of their investment in such Notes.

**Status of the Notes:** The Notes constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and will at all times rank *pari passu* and ratably 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 Notes:** The Notes will be transferable, subject to offering, selling and transfer restrictions of the laws of any jurisdiction in which the Notes are offered or sold.

#### Where will the Notes be traded?

Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the multilateral trading facility of EuroTLX managed by Borsa Italiana S.p.A. ("EuroTLX") with effect from on or around the issue date.

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 Notes?

**Brief description of the Guarantor:** Citigroup Inc. (the "Guarantor") was established as a corporation incorporated in Delaware on 8 March 1988, registered at the Delaware Division of Corporations with perpetual duration pursuant to the Delaware General Corporation Law with file number 2154254. The principal offices for the Guarantor are located at 388 Greenwich Street, New York, NY 10013, and its telephone number is + 1 212 559-1000. Its LEI is 6SHGI4ZSSLCXXQSBB395. The Guarantor is a global diversified financial services holding company whose businesses provide consumers, corporations, governments and institutions with a broad, yet focused, range of financial products and services.

**Nature and scope of guarantee:** The Notes issued will be unconditionally and irrevocably guaranteed by Citigroup Inc. pursuant to a deed of guarantee, which constitutes direct, unconditional, unsubordinated and unsecured obligations of Citigroup Inc. and ranks and will rank at least *pari passu* with all other outstanding, unsecured and unsubordinated obligations of Citigroup Inc., 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 consolidated financial statements of the Guarantor for the years ended 31 December 2021 and 2020, and from the unaudited consolidated interim financial statements of the Guarantor for the period ended 31 March 2022.

Summary information – income statement

	Year ended 31 December 2021 (audited)	Year ended 31 December 2020 (audited)	Three months ended 31 March 2022 (unaudited)	Three months ended 31 March 2021 (unaudited)
Operating profit/loss or another similar measure of financial performance used by the Guarantor in the financial statements (in millions of U.S. dollars)	22,018	11,107	4,325	7,977
<b>Summary information – balance sheet</b>				
	Year ended 31 December 2021 (audited)	Year ended 31 December 2020 (audited)	Three months ended 31 March 2022 (unaudited)	
Net financial debt (long term debt plus short term debt minus cash) (in millions of U.S. dollars)	254,832	274,851	256,330	
Debt to equity ratio (total liabilities/total shareholder equity)	10.34	10.33	11.11	
<b>Summary information – cash flow statement</b>				
	Year ended 31 December 2021 (audited)	Year ended 31 December 2020 (audited)	Three months ended 31 March 2022 (unaudited)	Three months ended 31 March 2021 (unaudited)
Net cash flows from operating activities (in millions of U.S. dollars)	61,249	(20,621)	(13,544)	23,198
Net cash flows from financing activities (in millions of U.S. dollars)	17,272	233,595	58,354	33,255
Net cash flows from investing activities (in millions of U.S. dollars)	(124,905)	(95,312)	(34,523)	(40,934)

**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 a holding company that does not engage in any material amount of business activities that generate revenues. It services its obligations primarily with dividends and advances from its subsidiaries. Its subsidiaries that operate in the banking, insurance and securities businesses can only pay dividends if they are in compliance with applicable regulatory requirements imposed on them by federal and state regulatory authorities, and may also be subject to credit agreements that may restrict their ability to pay dividends. If such subsidiaries do not realise sufficient earnings to satisfy applicable regulatory requirements, or if such requirements are changed to further restrict the ability of such subsidiaries to pay dividends to the Guarantor, the Guarantor's ability to fulfil its obligations under the Notes may be adversely affected, and consequently the value of and return on the Notes may be adversely affected.
- The Guarantor is expected to act as a source of financial strength for its subsidiary banks and to commit resources to support such banks. As a result, the Guarantor may be required to commit resources (in the form of investments or loans) to its subsidiary banks in amounts or at times that could adversely affect its ability to also fulfil its obligations under the Notes, and consequently the value of and return on the Notes.
- 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 Notes are likely to be adversely affected. In addition, ratings downgrades could have a significant and immediate impact on the Guarantor's funding and liquidity through cash obligations, reduced funding capacity and derivative triggers and additional margin requirements. 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. A reduction in the Guarantor's or its subsidiaries' credit ratings could also widen the Guarantor's credit spreads or otherwise increase its borrowing costs and limit its access to the capital markets. Any of the foregoing factors may negatively impact the value of and return on the Notes.
- Adequate liquidity and sources of funding are essential to the Guarantor's businesses, and can be significantly and negatively impacted by factors the Guarantor cannot control, such as general disruptions in the financial markets, governmental fiscal and monetary policies, regulatory changes or negative investor perceptions of the Guarantor's creditworthiness. The Guarantor's ability to obtain funding may be impaired if other market participants are seeking to access the markets at the same time, or if market appetite declines, as is likely to occur in a liquidity stress event or other market crisis. A sudden drop in market liquidity could also cause a temporary or lengthier dislocation of underwriting and capital markets activity. In addition, clearing organisations, central banks, clients and financial institutions with which the Guarantor interacts may exercise the right to require additional collateral based on their perceptions or the market conditions, which could further impair the Guarantor's access to and cost of funding. These factors may negatively impact the market value of the Notes.

**What are the key risks that are specific to the Notes?**

The Notes are subject to the following key risks:

<ul style="list-style-type: none"> <li>• <i>Notes with variable or changeable interest rates or which include a multiplier or other leverage factor:</i> Notes with variable interest rates can be volatile investments. If they are structured to include multipliers or other leverage factors, or caps or floors, or any combination of those features or other similar related features, their market values may be even more volatile than those for securities that do not include those features. Any such volatility may have a material adverse effect on the value of and return on the Notes.</li> </ul>
<ul style="list-style-type: none"> <li>• As amounts payable under the Notes are subject to a cap, your ability to participate in any change in the value of the relevant interest rate over the term of the Notes will be limited, no matter how much the relevant value increases. Accordingly, the value of or return on the Notes may be significantly less than if the cap had not applied or you had purchased another product not subject to a cap.</li> </ul>
<ul style="list-style-type: none"> <li>• <i>Credit Risk:</i> The Issuer's obligations under the Notes 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 Notes are subject to the credit risk of the Issuer and the Guarantor. Noteholders will not have recourse to any secured assets of the Issuer or Guarantor in the event that the Issuer or Guarantor is unable to meet its obligations under the Notes, including in the event of an insolvency, and therefore risk losing some or all of their investment.</li> </ul>
<ul style="list-style-type: none"> <li>• <i>Market Risk:</i> Notes may have no established trading market when issued, and one may never develop, so investors should be prepared to hold the Notes until maturity. If a market does develop, it may not be very liquid. Consequently, you may not be able to sell your Notes 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 Notes.</li> </ul>
<ul style="list-style-type: none"> <li>• Certain interest rates benchmarks including EURIBOR have been the subject of recent national and international regulatory scrutiny and reform and there is ongoing international regulatory reform. Any of the reforms or the general increased regulatory scrutiny may discourage market participants from continuing to administer or contribute to benchmarks, trigger changes in the methodologies of benchmarks and/or lead to the disappearance of benchmarks, which could have a material adverse effect on the value of and return on the Notes. Following the occurrence of any material change to any relevant rate or events affecting authorisations or licensing or if the relevant rate is no longer representative of the relevant market, the terms of the Notes may be amended to account for any such event, which may result in a lower return on the Notes, or the Notes may be early redeemed.<sup>16</sup></li> </ul>
<ul style="list-style-type: none"> <li>• <i>Early redemption:</i> In certain circumstances (for example, following an event of default or for reasons relating to taxation or illegality), the Notes may be early redeemed. If the Notes are redeemed early, the amount paid may be less than your initial investment and you may therefore sustain a loss.</li> </ul>
<b>KEY INFORMATION ON THE OFFER OF NOTES TO THE PUBLIC AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET</b>
<b>Under which conditions and timetable can I invest in the Notes?</b>
<p><b>Terms and conditions of the offer:</b></p> <p>An offer of the Notes may be made by other than pursuant to Article 1(4) of the EU Prospectus Regulation in the Republic of Italy (the "<b>Italian Offer</b>") by the Authorised Offeror during the period commencing on (and including) 28 June 2022 to (and including) 21 July 2022 (the "<b>Offer Period</b>"). Such period may be lengthened or shortened at the option of the Issuer. The Issuer reserves the right to cancel the Italian Offer.</p> <p>The offer price is equal to 100 per cent. of the specified denomination of each Security (Euro 1,000) (the "<b>Issue Price</b>").</p> <p>The offer of the Notes is conditional upon the Notes having been admitted to trading on EuroTLX by the Issue Date. In the event that the Notes are not admitted to trading on EuroTLX by the Issue Date, the Issuer reserves the right to withdraw the offer of the Notes and cancel the issuance of the Notes. The Issuer and the Distributor will inform the public of the withdrawal of the offer of the Notes and the cancellation of the relevant issue by means of a notice to be made available on</p>

<sup>16</sup> The paragraph "Certain base rates including EURIBOR are the subject of ongoing national and international regulatory scrutiny and reform and any such reform and/or eventual replacement with risk-free rates may cause the relevant rate to perform differently than in the past, to disappear or have other consequences which cannot be predicted. Following the occurrence of any material change to any relevant rate or events affecting authorisations or licensing or if the relevant rate is no longer representative of the relevant market, the terms of the Notes may be amended to account for any such event, which may result in a lower return on the Notes, or the Notes may be early redeemed" has been replaced by the following "Certain interest rates benchmarks including EURIBOR have been the subject of recent national and international regulatory scrutiny and reform and there is ongoing international regulatory reform. Any of the reforms or the general increased regulatory scrutiny may discourage market participants from continuing to administer or contribute to benchmarks, trigger changes in the methodologies of benchmarks and/or lead to the disappearance of benchmarks, which could have a material adverse effect on the value of and return on the Notes. Following the occurrence of any material change to any relevant rate or events affecting authorisations or licensing or if the relevant rate is no longer representative of the relevant market, the terms of the Notes may be amended to account for any such event, which may result in a lower return on the Notes, or the Notes may be early redeemed" to reflect the publication of the the publication of the Citigroup Global Markets Holdings Inc. Rates Base Prospectus dated 8 July 2022.

<p>the website of the Issuer (<a href="https://it.citifirst.com/Home">https://it.citifirst.com/Home</a>).</p> <p>The Issuer reserves the right to close the Offer Period early at any time, also in circumstances where subscription for the Notes are not yet equal to the maximum aggregate principal amount. Notice of the early closure of the Offer Period will be given in one or more notices to be made available on the website of the Issuer (<a href="https://it.citifirst.com/Home">https://it.citifirst.com/Home</a>) (and for the avoidance of doubt, no supplement to the Base Prospectus or the Final Terms will be published in relation thereto).</p> <p>The Issuer reserves the right to extend the Offer Period. Notice of extension of the Offer Period will be given in one or more notices to be made available on the website of the Issuer (<a href="https://it.citifirst.com/Home">https://it.citifirst.com/Home</a>) (and for the avoidance of doubt, no supplement to the Base Prospectus or the Final Terms will be published in relation thereto).</p> <p>The offer of Notes may be withdrawn in whole or in part at any time before the Issue Date at the discretion of the Issuer and any such withdrawal will be set out in one or more notices to be made available during normal business hours at the registered office of the Distributor and on the website of the Issuer (<a href="https://it.citifirst.com/Home">https://it.citifirst.com/Home</a>). (and for the avoidance of doubt, no supplement to the Base Prospectus or the Final Terms will be published in relation thereto).</p> <p>On 31 May 2019, the Issuer and the Distributor have entered into a distribution agreement (the “<b>Distribution Agreement</b>”), as subsequently amended and integrated, in connection with the Italian Offer of the Notes. The Distribution Agreement may be terminated upon occurrence of certain circumstances set out therein. The issue and Italian Offer of the Notes will be revoked/withdrawn at any time prior to the Issue Date upon termination of the Distribution Agreement and if so, no Notes will be issued. Notice of revocation/withdrawal of the Italian Offer will be given in one or more notices to be made available on the website of the Issuer (<a href="https://it.citifirst.com/Home">https://it.citifirst.com/Home</a>) (and for the avoidance of doubt, no supplement to the Base Prospectus or the Final Terms will be published in relation thereto).</p> <p>For the avoidance of doubt, if any application has been made by a potential subscriber and the Italian Offer is revoked/withdrawn, all subscription applications will become void and of no effect, without further notice and such potential subscriber shall not be entitled to subscribe or otherwise acquire the Notes.</p> <p>During the Offer Period, investors may apply for the subscription of the Notes during normal Italian banking hours at the offices (filiali) of the Distributor by filling in, duly executing (also by appropriate attorneys) and delivering a specific acceptance form. Acceptance forms are available at the Distributor’s offices.</p> <p>Each investor will be notified by the Distributor of the settlement arrangement in respect of the Notes at the time of such investor’s application and payment for the Notes shall be made by the investor to the Distributor in accordance with arrangements existing between the Distributor and its customers relating to the subscription of securities generally. The Distributor is responsible for the notification of any withdrawal right applicable in relation to the offer of the Notes to potential investors.</p>
<p><b>Estimated expenses or taxes charged to the investor by issuer/offeror:</b> The Issue Price of EUR 1,000 per Security includes a distribution fee of up to 1.50 per cent. (1.50%) of the Issue Price paid by the Dealer to the Distributor.</p> <p>The exact amount of the distribution fee will be published not later than five Business Days after close of the Offer Period on the website of the Issuer (<a href="https://it.citifirst.com/Home">https://it.citifirst.com/Home</a>).</p>
<p><b>Who is the offeror and/or the person asking for admission to trading?</b></p>
<p>See the item entitled "Authorised Offeror(s)" above. The Issuer is the entity requesting for the admission to trading of the Notes</p>
<p><b>Why is the Prospectus being produced?</b></p>
<p><b>Use and estimated net amount of proceeds:</b></p> <p>The net proceeds of the issue of Notes will be used by the Issuer and/or its subsidiaries for general corporate purposes, which include making a profit.</p> <p>The estimated net amount of proceeds is an amount equal to the final aggregate principal amount of the Notes issued on the issue date.</p>
<p><b>Underwriting agreement on a firm commitment basis:</b> The offer of the Notes is not subject to an underwriting agreement on a firm commitment basis.</p>
<p><b>Description of any interest material to the issue/offer, including conflicting interests:</b> Fees are payable to the distributor(s). The terms of the Notes confer on the Issuer, the calculation agent and certain other persons discretion in making judgements, determinations and calculations in relation to the Notes. Potential conflicts of interest may exist between the Issuer, calculation agent and holders of the Notes, including with respect to such judgements, determinations</p>

and calculations. The Issuer, the Guarantor and/or any of its/their affiliates may also from time to time engage in transactions or enter into business relationships for its/their own account and/or possess information which affect or relate to the Notes. The Issuer, the Guarantor and/or any of its/their affiliates have no obligation to disclose to investors any such information and may pursue actions and take steps that it deems/they deem necessary or appropriate to protect their interests without regard to the consequences for investors. Save as described above, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

## NOTA DI SINTESI

INTRODUZIONE E AVVERTENZE
<p>La Nota di Sintesi deve essere letta come una introduzione all'Attuale Prospetto di Base. Qualsiasi decisione da parte dell'investitore di investire nei Titoli deve essere effettuata considerando l'Attuale Prospetto di Base nel suo complesso. In talune circostanze, l'investitore potrebbe perdere tutto o parte del capitale investito. Qualora sia proposta un'azione legale avente ad oggetto le informazioni contenute nell'Attuale Prospetto di Base dinanzi un tribunale, l'investitore ricorrente potrebbe, ai sensi di legge, essere tenuto a sostenere i costi di traduzione dell'Attuale Prospetto di Base prima che l'azione legale abbia inizio. La responsabilità civile ricade unicamente sulle persone che hanno presentato la presente nota di sintesi, comprese eventuali traduzioni, unicamente nel caso in cui la Nota di Sintesi risulti fuorviante, inesatta o incoerente, se letta congiuntamente alle altre parti dell'Attuale Prospetto di Base oppure se letta insieme con le altre parti dell'Attuale Prospetto di Base, non contenga informazioni chiave che possano aiutare l'investitore a decidere se investire o meno nei Titoli <sup>17</sup>.</p> <p><b>Stare per acquistare un prodotto che non è semplice e che potrebbe essere di difficile comprensione.</b></p>
<p><b>Strumenti Finanziari:</b> Emissione fino a EUR 15,000,000 Collared Floating Rate Notes, con scadenza Luglio 2025 (ISIN: XS2474865420)</p>
<p><b>Emittente:</b> Citigroup Global Markets Holdings Inc. La sua sede legale è situata al 388 Greenwich Street, New York, NY 10013 ed il suo numero di telefono è +1 (212) 559-1000. Il suo <i>Legal Entity Identifier</i> (identificativo dell'entità giuridica - "LEI") corrisponde al n. 82VOJDD5PTRDMVVMGV31.</p>
<p><b>L'Offerente(i) Autorizzato(i):</b> L'Offerente Autorizzato è UBS Europe SE, Succursale Italia, Via del Vecchio Politecnico, 3, 20121 Milano MI, Italia. L'Offerente Autorizzato è una S.p.A. costituita secondo le leggi italiane operante principalmente secondo la legge italiana. Il suo LEI è 549300EVRWDFJUNNP53 (l'"Offerente Autorizzato").</p>
<p><b>Autorità Competente:</b> L'Attuale Prospetto di base è stato approvato l'8 luglio 2022 dalla Central Bank of Ireland con sede in New Wapping Street, North Wall Quay, Dublino 1, D01 F7X3, Irlanda (numero di telefono: +353 1 224 6000).<sup>18</sup></p>
INFORMAZIONI CHIAVE RIGUARDANTI L'EMITTENTE
Chi è l'Emittente degli Strumenti Finanziari?
<p><b>Domicilio e forma giuridica dell'Emittente, codice LEI, ordinamento giuridico in base al quale l'Emittente opera e Paese di costituzione:</b> L'Emittente è stato costituito a New York il 23 febbraio 1997 secondo il diritto dello stato di New York negli Stati Uniti d'America. L'Emittente è una società di New York. Il suo numero di identificazione (<i>Federal Employee Identification Number</i>) emesso dallo <i>US Internal Revenue Service</i> è 11-2418067. Il suo LEI è 82VOJDD5PTRDMVVMGV31.</p>
<p><b>Attività principali dell'Emittente:</b> L'Emittente, operando attraverso le sue filiali, si impegna in un servizio completo di investment banking e intermediazione di titoli. L'Emittente opera nel segmento di attività <i>Institutional Clients Group</i> di Citigroup Inc.</p>
<p><b>Principali azionisti, incluse le partecipazioni dirette o indirette o di controllo e di chi:</b> Il capitale sociale emesso dall'Emittente è di 1.000 azioni ordinarie che sono completamente pagate e detenute da Citigroup Inc.</p>

<sup>17</sup> Il paragrafo "La Nota di Sintesi deve essere letta come una introduzione al Prospetto di Base. Qualsiasi decisione da parte dell'investitore di investire nei Titoli deve essere effettuata considerando il Prospetto di Base nel suo complesso. In talune circostanze, l'investitore potrebbe perdere tutto o parte del capitale investito. Qualora sia proposta un'azione legale avente ad oggetto le informazioni contenute nel Prospetto di Base dinanzi un tribunale, l'investitore ricorrente potrebbe, ai sensi di legge, essere tenuto a sostenere i costi di traduzione del Prospetto di Base prima che l'azione legale abbia inizio. La responsabilità civile ricade unicamente sulle persone che hanno presentato la presente nota di sintesi, comprese eventuali traduzioni, unicamente nel caso in cui la Nota di Sintesi risulti fuorviante, inesatta o incoerente, se letta congiuntamente alle altre parti del Prospetto di Base oppure se letta insieme con le altre parti del Prospetto di Base, non contenga informazioni chiave che possano aiutare l'investitore a decidere se investire o meno nei Titoli" è stato sostituito dal seguente "La Nota di Sintesi deve essere letta come una introduzione all'Attuale Prospetto di Base. Qualsiasi decisione da parte dell'investitore di investire nei Titoli deve essere effettuata considerando l'Attuale Prospetto di Base nel suo complesso. In talune circostanze, l'investitore potrebbe perdere tutto o parte del capitale investito. Qualora sia proposta un'azione legale avente ad oggetto le informazioni contenute nell'Attuale Prospetto di Base dinanzi un tribunale, l'investitore ricorrente potrebbe, ai sensi di legge, essere tenuto a sostenere i costi di traduzione dell'Attuale Prospetto di Base prima che l'azione legale abbia inizio. La responsabilità civile ricade unicamente sulle persone che hanno presentato la presente nota di sintesi, comprese eventuali traduzioni, unicamente nel caso in cui la Nota di Sintesi risulti fuorviante, inesatta o incoerente, se letta congiuntamente alle altre parti dell'Attuale Prospetto di Base oppure se letta insieme con le altre parti dell'Attuale Prospetto di Base, non contenga informazioni chiave che possano aiutare l'investitore a decidere se investire o meno nei Titoli" per riflettere la pubblicazione del Citigroup Global Markets Holdings Inc. Rates Base Prospectus datato 8 luglio 2022.

<sup>18</sup> Il paragrafo "Il Prospetto di base è stato approvato l'8 luglio 2021 dalla Central Bank of Ireland con sede in New Wapping Street, North Wall Quay, Dublino 1, D01 F7X3, Irlanda (numero di telefono: +353 1 224 6000)" è stato sostituito dal seguente "L'Attuale Prospetto di base è stato approvato l'8 luglio 2022 dalla Central Bank of Ireland con sede in New Wapping Street, North Wall Quay, Dublino 1, D01 F7X3, Irlanda (numero di telefono: +353 1 224 6000)" per riflettere la pubblicazione del Citigroup Global Markets Holdings Inc. Rates Base Prospectus datato 8 luglio 2022.

**Direttori principali:** I dirigenti dell'Emittente sono Shawn K. Feeney, Daniel S. Palomaki, Charles Marquardt, Gonzalo Martin, Jason Mercado, Alexia Breuvar, Donald Bendernagel, Sarah Blotner, Norma Castro, Robert F. Klein, Stacey Berg Keller, Myongsu Kong, Moshe Malina, Anne E. Moses, Ronny Ostrow, Sofia Rahman, Rachel Stine e Elizabeth Zidones. I membri del comitato delle Notes dell'Emittente (*Notes Committee*) sono Colin Brennan, Gonzalo Martin, Mark Mason, Johnbull Okpara, Daniel S. Palomaki, Victor Spadafora, Elissa Steinberg, Shawn Stolar e Michael Verdeschi.<sup>19</sup>

**Società di revisione legale:** I revisori dell'Emittente sono KPMG LLP, revisori contabili indipendenti registrati, con sede a 345 Park Avenue, New York, New York 10154, Stati Uniti.

#### Quali sono le informazioni finanziarie relative all'Emittente?

Le seguenti informazioni finanziarie chiave sono state estratte dal bilancio consolidato sottoposto a revisione dell'Emittente, per gli esercizi chiusi al 31 dicembre 2021 e 2020.

<b>Informazioni riepilogative – conto economico</b>		
	<b>Esercizio chiuso al 31 Dicembre 2021 (sottoposto a revisione)</b>	<b>Esercizio chiuso al 31 Dicembre 2020 (sottoposto a revisione)</b>
Utile/perdita operativa o altra misura analoga della performance finanziaria utilizzata dall'Emittente nel bilancio ( <i>in milioni di dollari statunitensi</i> )	2,247	3,554
<b>Informazioni riepilogative – stato patrimoniale</b>		
	<b>Esercizio chiuso al 31 Dicembre 2021 (sottoposto a revisione)</b>	<b>Esercizio chiuso al 31 Dicembre 2020 (sottoposto a revisione)</b>
Debito finanziario netto (debito a lungo termine più debito a breve termine meno liquidità) ( <i>in milioni di dollari statunitensi</i> )	155.445	129.545
Coefficiente attuale (attività correnti/passività correnti)	1,2	1,2
Rapporto di indebitamento (passività totali/patrimonio netto totale)	16	16,4
Tasso di copertura degli oneri finanziari (reddito operativo/interessi passivi)	2,5	2,1
<b>Informazioni riepilogative – rendiconto finanziario</b>		
	<b>Esercizio chiuso al 31 Dicembre 2021 (sottoposto a revisione)</b>	<b>Esercizio chiuso al 31 Dicembre 2020 (sottoposto a revisione)</b>
Flussi di cassa netti da attività operative ( <i>in milioni di dollari statunitensi</i> )	43.228	(27.032)
Flussi di cassa netti da attività di finanziamento ( <i>in milioni di dollari statunitensi</i> )	2.312	82.884
Flussi di cassa netti da attività di investimento ( <i>in milioni di dollari statunitensi</i> )	(38.986)	(52.182)

**Riserve nella relazione della società di revisione sulle informazioni finanziarie storiche:** la relazione della società di revisione dell'Emittente non esprime riserve sulle informazioni finanziarie storiche certificate di quest'ultimo.

<sup>19</sup> Il paragrafo "I dirigenti dell'Emittente sono Shawn K. Feeney, Daniel S. Palomaki, Charles Marquardt, Gonzalo Martin, Victor Spadafora, Alexia Breuvar, Donald Bendernagel, Sarah Blotner, Norma Castro, Robert F. Klein, Stacey Berg Keller, Myongsu Kong, Moshe Malina, Anne E. Moses, Ronny Ostrow, Sofia Rahman, Rachel Stine, Raysa Torriente e Elizabeth Zidones. I membri del comitato delle Notes dell'Emittente (*Notes Committee*) sono Colin Brennan, Gonzalo Martin, Mark Mason, Johnbull Okpara, Daniel S. Palomaki, Victor Spadafora, Elissa Steinberg, Shawn Stolar e Michael Verdeschi" è stato sostituito dal seguente "I dirigenti dell'Emittente sono Shawn K. Feeney, Daniel S. Palomaki, Charles Marquardt, Gonzalo Martin, Jason Mercado, Alexia Breuvar, Donald Bendernagel, Sarah Blotner, Norma Castro, Robert F. Klein, Stacey Berg Keller, Myongsu Kong, Moshe Malina, Anne E. Moses, Ronny Ostrow, Sofia Rahman, Rachel Stine e Elizabeth Zidones. I membri del comitato delle Notes dell'Emittente (*Notes Committee*) sono Colin Brennan, Gonzalo Martin, Mark Mason, Johnbull Okpara, Daniel S. Palomaki, Victor Spadafora, Elissa Steinberg, Shawn Stolar e Michael Verdeschi" per riflettere la pubblicazione del Citigroup Global Markets Holdings Inc. Rates Base Prospectus datato 8 luglio 2022.

### Quali sono i principali rischi che sono specifici per l'Emittente?

L'Emittente è soggetto ai seguenti rischi principali:

- L'Emittente è una holding che non si impegna in alcuna quantità significativa di attività commerciali che generano entrate. Esso adempie alle sue obbligazioni principalmente con dividendi e anticipi dalle sue filiali. Le sue società filiali che operano nel settore dei titoli possono pagare dividendi solo se sono in conformità con i requisiti normativi applicabili imposti loro dalle autorità di regolamentazione federali e statali, e possono anche essere soggette a contratti di credito che possono limitare la loro capacità di pagare dividendi. Se tali società filiali non realizzano utili sufficienti a soddisfare i requisiti normativi applicabili, o se tali requisiti vengono modificati per limitare ulteriormente la capacità di tali filiali di pagare dividendi all'Emittente, la capacità dell'Emittente di adempiere ai propri obblighi ai sensi dei Titoli può essere influenzata negativamente, e di conseguenza il valore e il rendimento dei Titoli possono essere influenzati negativamente.
- L'Emittente potrebbe non essere in grado di mantenere il proprio rating attuale. Qualora un'agenzia di rating riduca, sospenda o ritiri il rating assegnato all'Emittente e/o a una qualunque delle sue collegate, è probabile che la liquidità e il valore di mercato dei Titoli ne risentano. Un declassamento dei rating potrebbe avere un impatto negativo anche su altre fonti di finanziamento, ad esempio il finanziamento garantito e altri requisiti di margine, per le quali non esistono trigger espliciti.
- La pandemia COVID-19 ha avuto, e potrebbe continuare ad avere, impatti negativi sulle attività e sui risultati complessivi delle operazioni e sulle condizioni finanziarie di Citigroup Inc. e delle sue filiali (il "**Gruppo**") che potrebbero essere rilevanti. Qualsiasi impatto negativo di questo tipo sul Gruppo (compreso l'Emittente), potrebbe influire negativamente sulla capacità dell'Emittente di adempiere ai propri obblighi ai sensi dei Titoli, e di conseguenza anche il valore e il rendimento dei Titoli potrebbero essere influenzati negativamente.
- A seguito dell'azione militare della Russia in Ucraina, gli Stati Uniti hanno imposto, e probabilmente imporranno ulteriori sanzioni finanziarie ed economiche e controlli sulle esportazioni contro alcune organizzazioni e/o individui russi, con azioni simili attuate e/o pianificate dall'Unione Europea, dal Regno Unito e altre giurisdizioni. La capacità del Gruppo di impegnarsi in attività con determinate imprese di consumo e istituzionali in Russia e Ucraina o che coinvolgono alcune imprese e clienti russi o ucraini dipende in parte dal fatto che tale impegno sia limitato o meno da qualsiasi azione in corso o prevista dagli Stati Uniti, Unione europea, Regno Unito o da sanzioni e leggi di altri paesi, o sia diversamente interrotto alla luce di questi sviluppi. Sanzioni e controlli sulle esportazioni così come eventuali azioni da parte della Russia, potrebbero influenzare negativamente le attività commerciali del Gruppo e i clienti in e dalla Russia e dall'Ucraina. Qualsiasi impatto negativo delle azioni della Russia in Ucraina, e relative sanzioni, controlli sulle esportazioni e azioni o leggi simili sul Gruppo, incluso l'Emittente, potrebbe influenzare negativamente la capacità dell'Emittente di adempiere ai propri obblighi ai sensi dei Titoli, e anche il valore e il rendimento dei Titoli potrebbero essere influenzati negativamente.

### INFORMAZIONI PRICIPALI SUGLI STRUMENTI FINANZIARI

#### Quali sono le caratteristiche principali dei Titoli?

**Tipologia e categoria degli Strumenti Finanziari, inclusi i numeri di identificazione dello strumento finanziario:** I Titoli sono strumenti di debito nella forma di Notes. I Titoli saranno accentrati e regolati tramite Euroclear Bank S.A./N.V. e/o Clearstream Banking *société anonyme*.

Numero di serie: GMTCH8193; ISIN: XS2474865420; Common Code: 247486542 ; CFI: DTVNFR; FISN: CITIGROUP GLOBA/VAREMTN 20250729; CUSIP: 5C02SV919 ; Valoren: CH119961734<sup>20</sup>

La Data di Emissione dei Titoli è 29 luglio 2022. Il prezzo di emissione dei titoli è pari al 100% dell'Importo di Calcolo.

#### **Valuta, denominazione specifica, importo di calcolo, valore nominale complessivo e data di regolamento finale:**

I Titoli sono denominati in Euro (EUR). I Titoli hanno una denominazione specifica di EUR 1,000 e l'importo di calcolo è EUR 1,000 (l' "**Importo di Calcolo**"). L'importo nominale complessivo di Titoli da emettere è fino ad EUR 15.000.000.

**Data di Scadenza:** 29 luglio 2025. Questa è la data in cui è previsto il regolamento dei Titoli, soggetta ad aggiustamento per i giorni non lavorativi e soggetta a regolamento anticipato dei Titoli.

#### **Rendimenti connessi ai Titoli:**

Il rendimento dei Titoli deriverà dall'importo dell'Interesse pagabile (se presente) e, a meno che i Titoli non siano stati precedentemente regolati o acquistati e cancellati, il pagamento dell'Importo di Regolamento alla Data di Scadenza dei Titoli.

**Interesse:** L'importo di interesse (se presente) dovuto per ogni data di pagamento di interesse è determinato come segue:

**TITOLI A TASSO VARIABILE:** i Titoli sono Titoli a Tasso Variabile, il che significa che maturano interessi dalla Data di Emissione ad un tasso di interesse variabile calcolato con riferimento all'EURIBOR a 3 mesi per ciascun periodo di interesse che termina (ma escluso il) il 29 gennaio, 29 aprile, 29 luglio, 29 ottobre di ciascun anno a partire dal 29 ottobre 2022 fino alla (e inclusa) Data di Scadenza.

Gli interessi saranno pagabili trimestralmente in via posticipata il 29 gennaio, 29 aprile, 29 luglio, 29 ottobre di ciascun anno a partire dal (ed incluso) 29 ottobre 2022 fino alla (e inclusa) la Data di Scadenza.

<sup>20</sup> Il codice "Valoren: CH118681252" è stato sostituito da "Valoren: CH119961734".

Il tasso d'interesse in relazione ai periodi d'interesse che terminano alla/e data/e di fine periodo d'interesse sopra specificata/e è soggetto a un tasso d'interesse minimo e a un tasso d'interesse massimo (collar) pari rispettivamente allo 1,42 per cent. per annum e 4,00 per cent per annum.

**Regolamento:** A meno che i Titoli non siano stati precedentemente regolati o acquistati e cancellati, i Titoli saranno rimborsati alla Data di Scadenza al 100 per cento del loro valore nominale.

**Regolamento Anticipato:** I Titoli possono essere regolati anticipatamente a seguito del verificarsi di alcuni eventi o circostanze specifiche (inclusi, ad esempio eventi di default, e circostanze relative alla tassazione e all'illegalità) ad un importo che sarà determinato dall'agente di calcolo in conformità con i termini e le condizioni dei Titoli.

**Assemblee:** I termini e le condizioni dei Titoli contengono disposizioni per la convocazione di assemblee dei possessori dei Titoli per esaminare questioni che riguardano i loro interessi in generale. Tali disposizioni consentono di vincolare tutti i detentori, compresi i detentori che non hanno partecipato e votato all'assemblea in questione e i detentori che hanno votato in modo contrario alla maggioranza.

**Legge applicabile:** i Titoli saranno regolati dalla legge inglese.

**Riconoscimento dei regimi speciali di risoluzione degli Stati Uniti:** I Titoli contengono un espresso riconoscimento contrattuale che, nel caso in cui l'Emittente o il Garante sia soggetto ad un procedimento ai sensi di uno speciale regime di risoluzione degli Stati Uniti, il trasferimento dei Titoli a cui si applica la relativa legislazione statunitense e (in relazione a tali Titoli) l'atto di garanzia (e il trasferimento di ogni interesse e obbligo in o ai sensi di tali Titoli o atto di garanzia) dall'Emittente o dal Garante, a seconda dei casi, sarà efficace nella stessa misura in cui il trasferimento sarebbe efficace ai sensi di tale speciale regime di risoluzione degli Stati Uniti. Inoltre, i Titoli contengono un esplicito riconoscimento contrattuale che, nel caso in cui l'Emittente o il Garante e qualsiasi loro affiliata sia soggetta ad un procedimento ai sensi di un regime di risoluzione speciale negli Stati Uniti, alcuni diritti di inadempimento contro l'Emittente o il Garante, a seconda dei casi, in relazione a tali Titoli o atti di garanzia, possono essere esercitati in misura non superiore a quella in cui potrebbero essere esercitati ai sensi di tale regime di risoluzione speciale negli Stati Uniti. L'esercizio di qualsiasi potere ai sensi dei regimi speciali di risoluzione degli Stati Uniti potrebbe influire negativamente sui diritti dei portatori di tali Titoli e, di conseguenza, sul prezzo o sul valore del loro investimento in tali Titoli.

**Stato dei Titoli:** I titoli costituiscono obbligazioni dirette, non condizionate, non subordinate e non garantite dell'Emittente e si classificheranno in ogni momento *pari passu* e *pro quota* tra loro e almeno *pari passu* rispetto a tutte le altre obbligazioni non garantite e non subordinate in circolazione dell'Emittente, salvo le obbligazioni privilegiate ai sensi di leggi inderogabili e di applicazione generale.

**Descrizione delle restrizioni alla libera trasferibilità degli Strumenti Finanziari:** I Titoli saranno liberamente trasferibili, salvo le restrizioni di offerta, vendita e trasferimento previste dalle leggi vigenti in qualsiasi giurisdizione in cui i Titoli sono offerti o venduti.

#### Dove verranno negoziati i Titoli?

E' presentata istanza da parte dell'Emittente (o per suo conto) affinché i Titoli siano ammessi a negoziazione sul sistema multilaterale di negoziazione EuroTLX organizzato e gestito da Borsa Italiana S.p.A. ("EuroTLX"), con effetto dalla o intorno alla data di emissione.

EuroTLX non è un mercato regolamentato ai sensi della Direttiva 2014/65/UE (come modificata o sostituita di volta in volta).

#### C'è una garanzia legata agli Strumenti Finanziari?

**Breve descrizione del Garante:** Citigroup Inc. (il "Garante") è stato costituito come società incorporata in Delaware l' 8 marzo 1988, registrata al *Delaware Division of Corporations* con durata perpetua ai sensi del *Delaware General Corporation Law* con numero di registrazione 2154254. I principali uffici del Garante si trovano al 388 Greenwich Street, New York, NY 10013, ed il suo numero di telefono è +1 212 559-1000. Il suo LEI è 6SHGI4ZSSLXQXSB395. Il Garante è una società globale diversificata di servizi finanziari le cui attività forniscono ai consumatori, alle società, ai governi e alle istituzioni un'ampia, ma focalizzata, gamma di prodotti e servizi finanziari.

**Natura e ambito della garanzia:** i Titoli emessi saranno garantiti incondizionatamente e irrevocabilmente da Citigroup Inc. ai sensi di un atto di garanzia che costituisce obbligazioni dirette, non condizionate, non garantite e non subordinate di Citigroup Inc. e si classifica e classificherà almeno pari passu rispetto a tutte le altre obbligazioni in circolazione non garantite e non subordinate di Citigroup Inc., salvo per obbligazioni che possono essere preferite da previsioni di legge sia obbligatorie che di applicazione generale.

**Informazioni finanziarie principali del Garante:** le seguenti informazioni finanziarie principali sono state estratte dai bilanci consolidati sottoposti a revisione del Garante per gli esercizi chiusi al 31 dicembre 2021 e 2020, e dal e dal bilancio consolidato semestrale non sottoposto a revisione del Garante per il periodo chiuso al 31 marzo 2022.

Informazioni Riepilogative – Conto Economico				
	Esercizio chiuso al 31 Dicembre 2021 (sottoposto a revisione)	Esercizio chiuso al 31 Dicembre 2020 (sottoposto a revisione)	Tre mesi chiusi al 31 marzo 2022 (non sottoposto a revisione)	Tre mesi chiusi al 31 marzo 2021 (non sottoposto a revisione)
Utile/perdita operativa o altra misura analoga della performance finanziaria utilizzata dal Garante nel	22.018	11.107	4.325	7.977

bilancio (in milioni di dollari statunitensi)				
<b>Informazioni Riepilogative – Stato Patrimoniale</b>				
	<b>Esercizio chiuso al 31 Dicembre 2021 (sottoposto a revisione)</b>	<b>Esercizio chiuso al 31 Dicembre 2020 (sottoposto a revisione)</b>	<b>Tre mesi chiusi al 31 marzo 2022 (non sottoposto a revisione)</b>	
Indebitamento finanziario netto (debito a lungo termine più debito a breve termine meno liquidità) (in milioni di dollari statunitensi)	254.832	274.851	256.330	
Rapporto di indebitamento (passività totali/patrimonio netto totale)	10,34	10,33	11,11	
<b>Informazioni Riepilogative – Rendiconto Finanziario</b>				
	<b>Esercizio chiuso al 31 Dicembre 2021 (sottoposto a revisione)</b>	<b>Esercizio chiuso al 31 Dicembre 2020 (sottoposto a revisione)</b>	<b>Tre mesi chiusi al 31 marzo 2022 (non sottoposto a revisione)</b>	<b>Tre mesi chiusi al 31 marzo 2021 (non sottoposto a revisione)</b>
Flussi di cassa netti da attività operative (in milioni di dollari statunitensi)	61.249	(20.621)	(13.544)	23.198
Flussi di cassa netti da attività di finanziamento (in milioni di dollari statunitensi)	17.272	233.595	58.354	33.255
Flussi di cassa netti da attività di investimento (in milioni di dollari statunitensi)	(124.905)	(95.312)	(34.523)	(40.934)
<b>Riserve nella relazione della società di revisione sulle informazioni finanziarie storiche:</b> la relazione della società di revisione del Garante non esprime riserve sulle informazioni finanziarie storiche certificate di quest'ultimo.				
<b>Fattori di rischio associati al Garante:</b>				
Il Garante è soggetto ai seguenti rischi principali:				
<ul style="list-style-type: none"> <li>• Il Garante è una holding che non si impegna in alcuna quantità significativa di attività commerciali che generano entrate. Esso adempie alle sue obbligazioni principalmente con dividendi e anticipi dalle sue filiali. Le sue società filiali che operano nel settore dei titoli possono pagare dividendi solo se sono in conformità con i requisiti normativi applicabili imposti loro dalle autorità di regolamentazione federali e statali, e possono anche essere soggette a contratti di credito che possono limitare la loro capacità di pagare dividendi. Se tali società filiali non realizzano utili sufficienti a soddisfare i requisiti normativi applicabili, o se tali requisiti vengono modificati per limitare ulteriormente la capacità di tali filiali di pagare dividendi al Garante, la capacità del Garante di adempiere ai propri obblighi ai sensi dei Titoli può essere influenzata negativamente, e di conseguenza il valore e il rendimento dei Titoli possono essere influenzati negativamente.</li> <li>• Ci si aspetta che il Garante agisca come fonte di forza finanziaria per le sue banche controllate e che impegni risorse per sostenere tali banche. Di conseguenza, al Garante può essere richiesto di impegnare risorse (sotto forma di investimenti o prestiti) per le sue banche controllate in quantità o in tempi che potrebbero influire negativamente sulla sua capacità di adempiere anche ai suoi obblighi ai sensi dei Titoli, e di conseguenza sul valore e sul rendimento dei Titoli.</li> <li>• Il Garante potrebbe non essere in grado di mantenere il proprio rating attuale. Qualora un'agenzia di rating riduca, sospenda o ritiri il rating assegnato al Garante e/o a una qualunque delle sue collegate, è probabile che la liquidità e il valore di mercato dei Titoli ne risentano. Inoltre, un declassamento del rating potrebbe avere un impatto significativo ed immediato sul finanziamento e sulla liquidità del Garante attraverso obblighi di cassa, capacità di finanziamento ridotta e trigger di derivati e requisiti di margine aggiuntivi. Il declassamento del rating potrebbe anche avere un impatto negativo su altre fonti di finanziamento, come i finanziamenti garantiti e altri requisiti di margine, per i quali non esistono trigger espliciti. Una riduzione del rating di credito del Garante o delle sue controllate potrebbe anche ampliare gli spread di credito del Garante o altrimenti aumentare i suoi costi di finanziamento e limitare il suo accesso ai mercati dei capitali. Ognuno dei suddetti fattori potrebbe avere un impatto negativo sul valore e sul rendimento delle Titoli.</li> <li>• Un'adeguata liquidità e fonti di finanziamento sono essenziali per le attività del Garante e possono essere significativamente e negativamente influenzate da fattori che il Garante non può controllare, come ad esempio perturbazioni generali dei mercati finanziari, politiche fiscali e monetarie governative, cambiamenti normativi o percezioni negative degli investitori sull'affidabilità creditizia del Garante. La capacità del Garante di ottenere finanziamenti può essere compromessa se altri partecipanti al mercato cercano di accedere ai mercati nello stesso momento, o se l'appetito del mercato diminuisce, come è probabile che accada in un evento di stress da liquidità o in un'altra crisi di mercato. Un improvviso calo della liquidità di mercato potrebbe anche causare una temporanea o più lunga dislocazione delle attività di sottoscrizione e dei mercati dei capitali. Inoltre, gli organismi di compensazione, le banche centrali, i clienti e le istituzioni finanziarie con cui il Garante interagisce possono esercitare il diritto di richiedere ulteriori garanzie in base alla loro percezione o alle condizioni di mercato, il che potrebbe compromettere ulteriormente l'accesso e il costo di finanziamento del Garante. Questi fattori potrebbero avere un impatto negativo sul valore di mercato dei Titoli.</li> </ul>				

<b>Quali sono i rischi principali che sono specifici per i Titoli?</b>
I Titoli sono soggetti ai seguenti principali rischi:
<ul style="list-style-type: none"> <li>I Titoli con tassi d'interesse variabili possono essere investimenti volatili. Se sono strutturati in modo da includere moltiplicatori o altri fattori di leva, o limiti massimi o minimi, o qualsiasi combinazione di tali caratteristiche o altre caratteristiche simili, i loro valori di mercato possono essere ancora più volatili di quelli dei titoli che non includono tali caratteristiche. Tale volatilità può avere un effetto negativo sostanziale sul valore e sul rendimento dei Titoli.</li> </ul>
<ul style="list-style-type: none"> <li>Poiché gli importi pagabili ai sensi dei Titoli sono soggetti a un limite massimo, la sua capacità di partecipare a qualsiasi variazione del valore del relativo tasso di interesse nel corso della durata di Titoli sarà limitata, indipendentemente da quanto il relativo valore aumenti. Di conseguenza, il valore o il rendimento dei Titoli può essere significativamente inferiore a quello che si avrebbe se il limite non fosse stato applicato o se avesse acquistato un altro prodotto non soggetto a limite.</li> </ul>
<ul style="list-style-type: none"> <li><b>Rischio di Credito:</b> Le obbligazioni dell'Emittente ai sensi dei Titoli e le obbligazioni del Garante ai sensi dell'atto di garanzia rappresentano obbligazioni contrattuali generali di ogni rispettiva entità e di nessun altro soggetto. Di conseguenza, i pagamenti ai sensi dei Titoli sono soggetti al rischio di credito dell'Emittente e del Garante. Gli obbligazionisti non faranno ricorso ad alcun bene garantito dell'Emittente o del Garante nel caso in cui l'Emittente o il Garante non siano in grado di soddisfare i propri obblighi ai sensi dei Titoli, anche in caso di insolvenza, e pertanto rischiano di perdere parte o tutto il loro investimento.</li> </ul>
<ul style="list-style-type: none"> <li><b>Rischio di Mercato:</b> I Titoli possono non avere un mercato di scambio stabilito al momento dell'emissione, e un tale mercato potrebbe non svilupparsi mai, quindi gli investitori dovrebbero essere preparati a tenere le obbligazioni fino alla scadenza. Se un mercato dovesse svilupparsi, questo potrebbe non essere molto liquido. Di conseguenza, potreste non essere in grado di vendere i vostri Titoli facilmente o affatto o a prezzi pari o superiori al vostro investimento iniziale e, di fatto, tale prezzo potrebbe essere sostanzialmente inferiore al prezzo di acquisto originale. L'illiquidità può avere un effetto fortemente negativo sul valore di mercato dei Titoli.</li> </ul>
<ul style="list-style-type: none"> <li>Alcuni tassi di interesse di riferimento, incluso EURIBOR, sono stati oggetto di recente esame e riforma normativa nazionale e internazionale e c'è una riforma regolatoria internazionale in corso. Le riforme o l'aumento generale del controllo normativo possono scoraggiare gli operatori di mercato dal continuare ad amministrare o contribuire ai benchmark, innescare cambiamenti nelle metodologie dei benchmark e/o portare alla scomparsa dei benchmark, il che potrebbe avere un effetto negativo rilevante sul valore e sul rendimento dei Titoli. A seguito del verificarsi di qualsiasi modifica sostanziale di qualsiasi tasso di riferimento o di eventi che incidono sulle autorizzazioni o licenze o se il tasso di riferimento non è più rappresentativo del mercato di riferimento, i termini dei Titoli possono essere modificati per tener conto di tale evento, il che può comportare un rendimento inferiore dei Titoli, o i Titoli possono essere rimborsate anticipatamente.<sup>21</sup></li> </ul>
<ul style="list-style-type: none"> <li><b>Rimborso anticipato:</b> In determinate circostanze (ad esempio, a seguito di un evento di default o per motivi fiscali o di illegalità), i Titoli possono essere rimborsati anticipatamente. Se i Titoli sono rimborsate anticipatamente, l'importo pagato potrebbe essere inferiore al vostro investimento iniziale e potreste pertanto subire una perdita.</li> </ul>
<b>INFORMAZIONI CHIAVE SULL'OFFERTA DEI TITOLI AL PUBBLICO E/O SULL'AMMISSIONE ALLE NEGOZIAZIONI SU DI UN MERCATO REGOLAMENTATO</b>
<b>A quali condizioni e secondo quale calendario posso investire nei Titoli?</b>
<p><b>Regolamento dell'offerta:</b></p> <p>Un'offerta di Strumenti Finanziari può essere effettuata dall' Offerente Autorizzato con procedura diversa da quella prevista dall'articolo 1(4) del Regolamento Prospetti UE nella Repubblica Italiana (l' "Offerta Italiana") durante il periodo che inizia il 28 giugno 2022 (incluso) e termina il 21 luglio 2022 (incluso) (il "Periodo di Offerta"). Tale periodo può essere esteso o ridotto a discrezione dell'Emittente. L'Emittente si riserva il diritto di cancellare l'Offerta Italiana.</p> <p>Il prezzo di offerta è pari al 100% del taglio specificato di ogni Strumento Finanziario (Euro 1.000).</p> <p>L'offerta degli Strumenti Finanziari è condizionata all'ammissione alla negoziazione sulla piattaforma multilaterale di negoziazione di EuroTLX entro la Data di Emissione. Nel caso in cui gli Strumenti Finanziari non siano ammessi alla negoziazione sulla piattaforma multilaterale di negoziazione di EuroTLX entro la Data di Emissione, L'Emittente si riserva il diritto di ritirare l'offerta degli Strumenti Finanziari e cancellare l'emissione degli stessi. L'Emittente e l' Offerente Autorizzato informeranno il pubblico del ritiro dell'offerta degli Strumenti Finanziari e della cancellazione della relativa emissione mediante una comunicazione da pubblicare, prontamente, sul sito internet dell'Emittente (<a href="https://it.citifirst.com/Home">https://it.citifirst.com/Home</a>).</p> <p>L'Emittente si riserva il diritto di chiudere anticipatamente il Periodo di Offerta in qualsiasi momento, anche nei casi in cui le sottoscrizioni</p>

<sup>21</sup> Il paragrafo "Alcuni tassi di base, incluso EURIBOR, sono oggetto di esame e riforma normativa nazionale e internazionale in corso e qualsiasi riforma e/o eventuale sostituzione con tassi privi di rischio può far sì che il tasso pertinente si comporti diversamente dal passato, scompaia o abbia altre conseguenze non prevedibili. A seguito del verificarsi di qualsiasi modifica sostanziale di qualsiasi tasso di riferimento o di eventi che incidono sulle autorizzazioni o licenze o se il tasso di riferimento non è più rappresentativo del mercato di riferimento, i termini dei Titoli possono essere modificati per tener conto di tale evento, il che può comportare un rendimento inferiore dei Titoli, o i Titoli possono essere rimborsate anticipatamente" è stato sostituito dal seguente "Alcuni tassi di interesse di riferimento, incluso EURIBOR, sono stati oggetto di recente esame e riforma normativa nazionale e internazionale e c'è una riforma regolatoria internazionale in corso. Le riforme o l'aumento generale del controllo normativo possono scoraggiare gli operatori di mercato dal continuare ad amministrare o contribuire ai benchmark, innescare cambiamenti nelle metodologie dei benchmark e/o portare alla scomparsa dei benchmark, il che potrebbe avere un effetto negativo rilevante sul valore e sul rendimento dei Titoli. A seguito del verificarsi di qualsiasi modifica sostanziale di qualsiasi tasso di riferimento o di eventi che incidono sulle autorizzazioni o licenze o se il tasso di riferimento non è più rappresentativo del mercato di riferimento, i termini dei Titoli possono essere modificati per tener conto di tale evento, il che può comportare un rendimento inferiore dei Titoli, o i Titoli possono essere rimborsate anticipatamente" per riflettere la pubblicazione del Citigroup Global Markets Holdings Inc. Rates Base Prospectus datato 8 luglio 2022.

degli Strumenti Finanziari non abbiano ancora raggiunto il valore nominale complessivo massimo. Sarà dato avviso della chiusura anticipata del periodo di offerta in uno o più avvisi che saranno messi a disposizione sul sito internet dell'Emittente (<https://it.citifirst.com/Home>) (e a scanso di equivoci, non sarà pubblicato alcun supplemento al Prospetto di Base o alle Condizioni Definitive in relazione a tale evento).

L'Emittente si riserva il diritto di estendere il Periodo di Offerta. Sarà dato avviso dell'estensione del Periodo di Offerta in uno o più avvisi che saranno messi a disposizione sul sito internet dell'Emittente (<https://it.citifirst.com/Home>) (e a scanso di equivoci, non sarà pubblicato alcun supplemento al Prospetto di Base o alle Condizioni Definitive in relazione a tale evento).

L'offerta degli Strumenti Finanziari può essere ritirata in tutto o in parte in qualsiasi momento prima della Data di Emissione a discrezione dell'Emittente e tale ritiro sarà indicato in uno o più avvisi che saranno resi disponibili durante il normale orario di lavoro presso la sede legale dell'Offerente Autorizzato e sul sito web dell'Emittente (<https://it.citifirst.com/Home>). a scanso di equivoci, nessun supplemento al Prospetto di Base o alle Condizioni Definitive sarà pubblicato in relazione a ciò).

In data 31 maggio 2019, l'Emittente e l'Offerente Autorizzato hanno stipulato un contratto di collocamento (il "**Contratto di Collocamento**"), come successivamente modificato ed integrato, in relazione all'Offerta Italiana degli Strumenti Finanziari. Il Contratto di Collocamento potrà essere risolto al verificarsi di alcune circostanze ivi indicate. L'emissione e l'Offerta Italiana degli Strumenti Finanziari sarà revocata/ritirata in qualsiasi momento prima della Data di Emissione nel momento in cui il Contratto di Collocamento venisse risolto e in tal caso, non sarà emesso alcun Strumento Finanziario. Sarà dato avviso della revoca/ritiro dell'Offerta Italiana in uno o più avvisi che saranno messi a disposizione sul sito internet dell'Emittente (<https://it.citifirst.com/Home>) (e a scanso di equivoci, non sarà pubblicato alcun supplemento al Prospetto di Base o alle Condizioni Definitive in relazione a tale evento).

A scanso di equivoci, nel caso in cui sia stata presentata una domanda da parte di un potenziale sottoscrittore e l'Offerta Italiana venga revocata/ritirata, tutte le domande di sottoscrizione diventeranno nulle e perderanno efficacia, senza necessità di ulteriori avvisi e tale potenziale sottoscrittore non avrà diritto di sottoscrivere o altrimenti acquistare gli Strumenti Finanziari

Durante il Periodo di Offerta, gli investitori possono fare richiesta di sottoscrizione degli Strumenti Finanziari durante il normale orario d'ufficio delle banche in Italia presso le filiali dell'Offerente Autorizzato compilando, sottoscrivendo (anche mediante procuratori incaricati) e consegnando uno specifico modulo di adesione. I moduli di adesione sono a disposizione presso le filiali dell'Offerente Autorizzato.

L'Offerente Autorizzato comunicherà ad ogni investitore gli accordi relativi al regolamento degli Strumenti Finanziari al momento della richiesta da parte di tale investitore e il pagamento degli Strumenti Finanziari sarà effettuato da parte dell'investitore all'Offerente Autorizzato in conformità agli accordi esistenti tra l'Offerente Autorizzato e la sua clientela in relazione alla sottoscrizione di titoli in generale.

L'Offerente Autorizzato è responsabile della notifica di qualsiasi diritto di recesso applicabile in relazione all'offerta degli Strumenti Finanziari ai potenziali investitori.

**Stima delle spese o imposte, caricate sull'investitore dall'Emittente/offerente:** Il prezzo di offerta include una commissione di collocamento pagata dal dealer ai Collocatori o fino all' 1,50 per cento (1,50%) del valore nominale complessivo degli Strumenti Finanziari collocati dal Collocatore.

L'importo esatto della commissione di collocamento sarà pubblicato entro cinque Giorni Lavorativi dal termine del Periodo di Offerta tramite il sito internet dell'Emittente (<https://it.citifirst.com>).

#### Chi è l'offerente e/o il soggetto richiedente l'ammissione alle negoziazioni?

Si veda il precedente punto intitolato "l'Offerente Autorizzato". L'Emittente è il soggetto richiedente l'ammissione alle negoziazioni degli Strumenti Finanziari sul mercato EuroTLX.

#### Perché viene prodotto il Prospetto?

##### **Uso e stima dei proventi netti**

I proventi netti dell'emissione di Notes saranno utilizzati dall'Emittente e/o dalle sue affiliate per scopi aziendali generali, che includono la realizzazione di un profitto. L'importo netto stimato dei proventi netti è un importo pari al valore nominale complessivo finale degli Strumenti Finanziari emessi alla data di emissione.

**Accordo di sottoscrizione sulla base di un impegno irrevocabile:** L'offerta dei Titoli non è soggetta ad un accordo di sottoscrizione sulla base di un impegno irrevocabile.

##### **Descrizione di eventuali interessi rilevanti per l'emissione/l'offerta, compresi gli interessi in conflitto**

Le commissioni sono pagabili al Collocatore(i). I termini dei Titoli conferiscono all'Emittente, all'agente di calcolo e ad alcuni altri soggetti la discrezionalità nell'effettuare giudizi, determinazioni e calcoli in relazione ai Titoli. Potenziali conflitti di interesse possono esistere tra l'Emittente, l'agente di calcolo ed i detentori dei Titoli, anche in relazione a tali giudizi, determinazioni e calcoli. L'Emittente, il Garante e/o qualsiasi loro affiliata può anche di volta in volta effettuare transazioni o intrattenere rapporti d'affari per conto proprio e/o possedere informazioni che riguardano o si riferiscono ai Titoli. L'Emittente, il Garante e/o qualsiasi loro affiliata non hanno alcun obbligo di rivelare agli investitori tali informazioni e possono intraprendere azioni e prendere provvedimenti che ritengono necessari o appropriati per proteggere i loro interessi senza considerare le conseguenze per gli investitori. Salvo quanto sopra descritto, per quanto a conoscenza dell'Emittente, nessuna persona coinvolta nell'offerta dei Titoli ha un interesse rilevante nell'offerta.

