

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Securities 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 EUWA and regulations made thereunder; (ii) a customer within the meaning of the provisions of the 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 Securities or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

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Securities or the Underlying(s) of Securities may be described or marketed as having "green", "sustainable", "social", "ESG" or similar objectives. Notwithstanding the use of such term(s), such Securities or Underlying(s) (or the administrator(s) thereof) (a) may not meet investors' objectives or expectations as regarding investments having such or similar labels or objectives and/or (b) may not fulfil legislative or regulatory requirements or criteria as regarding investments having such or other similar labels or objectives.

## FINAL TERMS

**Amended and Restated Final Terms dated 22 December 2021 amending and restating the Final Terms dated 14 December 2021 reflecting the publication of the Citigroup Global Markets Funding Luxembourg S.C.A. Underlying Linked Notes Base Prospectus dated 17 December 2021<sup>2</sup>**

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

**Legal Entity Identifier (LEI):**

**549300EVRWDWFJUNNP53**

Issue of Up to 10,000 Units of Euro 1,000 Call Certificates Based Upon the EURO STOXX ESG-X Select Dividend 30 Price EUR

Guaranteed by Citigroup Global Markets Limited  
Under the Citi U.S.\$80,000,000,000 Global Medium Term Note Programme

Any person making or intending to make an offer of the Securities in any Member State of the EEA may only do so:

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<sup>1</sup> The legend "The Base Prospectus is scheduled to expire on 17 December 2021 and the Issuer and the Guarantor intend that the Base Prospectus will be updated on or prior to such date. The updated base prospectus will be available on the website of Euronext Dublin (<https://live.euronext.com/en/markets/dublin>)." has been deleted to reflect the publication of the CGMFL Underlying Linked Notes Base Prospectus dated 17 December 2021.

<sup>2</sup> The Final Terms dated 14 December 2021 is updated to reflect the publication of the CGMFL Underlying Linked Notes Base Prospectus dated 17 December 2021.

- a) in those Public Offer Jurisdictions mentioned in item 9 of Part B below, provided such person is one of the persons mentioned in item 10 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.

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

For the purposes hereof, the expression “**EU Prospectus Regulation**” means Regulation (EU) 2017/1129, (as amended).<sup>4</sup>

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

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

## PART A – CONTRACTUAL TERMS

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

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the **Conditions**) set forth under the section entitled "*General Conditions of the Securities*", the Valuation and Settlement Schedule and the Underlying Schedule applicable to each Underlying in the Base Prospectus as supplemented by the Supplements to the Base Prospectus.<sup>5</sup>

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<sup>3</sup> The paragraph “Any person making or intending to make an offer of the Securities in the UK may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation, in each case, in relation to such offer” has been deleted to reflect the publication of the CGMFL Underlying Linked Notes Base Prospectus dated 17 December 2021.

<sup>4</sup> The paragraph “and “**UK Prospectus Regulation**” means Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the **EUWA**)” has been deleted to reflect the publication of the CGMFL Underlying Linked Notes Base Prospectus dated 17 December 2021.

<sup>5</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 "*General Conditions of the Securities*", the Valuation and Settlement Schedule and the Underlying Schedule applicable to each Underlying in the

This document constitutes the Final Terms of the Securities 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 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 CGMFL Guarantor and the offer of the Securities 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 any further supplements up to, and including, the close of the offer period.<sup>6</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 ([www.ise.ie](http://www.ise.ie)). 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 ([www.ise.ie](http://www.ise.ie)). In addition, this Final Terms is also available on the website of the Issuer (<https://it.citifirst.com/Home>).<sup>7</sup>

For the purposes hereof, **Base Prospectus** means the CGMFL Underlying Linked Notes Base Prospectus relating to the Programme dated 18 December 2020, as supplemented by a Supplement (No.2) dated 16 March 2021 (“**Supplement No.2 to the Base Prospectus**”), a Supplement (No.3) dated 27 April 2021 (“**Supplement No.3 to the Base Prospectus**”) and a Supplement (No.4) dated 20 May 2021 (“**Supplement No.4 to the Base Prospectus**”), a Supplement (No.5) dated 6 August 2021 (“**Supplement No.5 to the Base Prospectus**”), a Supplement (No.8) dated 15 October 2021 (“**Supplement No.8 to the Base Prospectus**”) and together with Supplement No.1 to the Base Prospectus, Supplement No.2 to the Base Prospectus, Supplement No.3 to the Base Prospectus, Supplement No.4 to the Base Prospectus and Supplement No.5 to the Base Prospectus, the “**Supplements to the Base Prospectus**”).<sup>8</sup>

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Base Prospectus and the Supplements which together constitute a base prospectus for the purpose 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 set forth under the section entitled “*General Conditions of the Securities*”, the Valuation and Settlement Schedule and the Underlying Schedule applicable to each Underlying in the Base Prospectus and the Supplements which together constitute a base prospectus for the purpose of the EU Prospectus Regulation” to reflect the publication of the CGMFL Underlying Linked Notes Base Prospectus dated 17 December 2021.

<sup>6</sup> The paragraph “This document constitutes the Final Terms of the Securities 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 CGMFL Guarantor and the offer of the Securities is only available on the basis of the combination of this Final Terms and the Base Prospectus as so supplemented up to, and including, the close of the offer period.” has been replaced by the following “This document constitutes the Final Terms of the Securities 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 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 CGMFL Guarantor and the offer of the Securities 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 any further supplements up to, and including, the close of the offer period.” to reflect the publication of the CGMFL Underlying Linked Notes Base Prospectus dated 17 December 2021.

<sup>7</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 ([www.ise.ie](http://www.ise.ie)). In addition, this Final Terms is also available on the website of the Issuer (<https://it.citifirst.com/Home>).” 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 ([www.ise.ie](http://www.ise.ie)). 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 ([www.ise.ie](http://www.ise.ie)). In addition, this Final Terms is also available on the website of the Issuer (<https://it.citifirst.com/Home>)” to reflect the publication of the CGMFL Underlying Linked Notes Base Prospectus dated 17 December 2021.

<sup>8</sup> The paragraph “For the purposes hereof, **Base Prospectus** means the CGMFL Underlying Linked Notes Base Prospectus relating to the Programme dated 18 December 2020, as supplemented by a Supplement (No.1) dated 16 February 2021 (“**Supplement No.1**”), a Supplement (No.2) dated 16 March 2021 (“**Supplement No.2**”), a Supplement (No.3) dated 27 April 2021 (“**Supplement No.3**”) and a Supplement (No.4) dated 20 May 2021 (“**Supplement No.4**”), a Supplement (No.5) dated 6 August 2021 (“**Supplement No.5**”), a Supplement (No.6) dated 27 August 2021 (“**Supplement No.6**”) a Supplement (No.7) dated 23 September 2021 (“**Supplement No.7**”), a Supplement (No.8) dated 15 October 2021 (“**Supplement No.8**”), a Supplement (No.9) dated 2 November 2021 (“**Supplement No.9**”) and a Supplement (No.10) dated 1 December 2021 (“**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 CGMFL Underlying Linked Notes Base Prospectus relating to the Programme dated 18 December 2020, as supplemented by a Supplement (No.2) dated 16 March 2021 (“**Supplement No.2 to the Base Prospectus**”), a Supplement (No.3) dated 27 April 2021 (“**Supplement No.3 to the Base Prospectus**”) and a Supplement (No.4) dated 20 May 2021 (“**Supplement No.4 to the Base Prospectus**”), a Supplement (No.5) dated 6 August 2021 (“**Supplement No.5 to the Base Prospectus**”), a Supplement (No.8) dated 15 October 2021 (“**Supplement No.8 to the Base Prospectus**”) and together with Supplement No.1 to the Base Prospectus, Supplement No.2 to the Base

For the purposes hereof, **Current Base Prospectus** means the the CGMFL Underlying Linked Notes Base Prospectus relating to the Programme dated 17 December 2021.<sup>9</sup>

The multilateral trading facility of EuroTLX managed by Borsa Italiana S.p.A.<sup>10</sup> (the **EuroTLX**) is not a regulated market for the purpose of MiFID II.

1. (i) Issuer: Citigroup Global Markets Funding Luxembourg S.C.A.
- (ii) Guarantor: Citigroup Global Markets Limited
  
2. (i) Type of Security: Italian Listed Certificates
- (ii) Series Number: CGMFL42680
- (iii) Tranche Number: 1
  
- (iv) Date on which the Securities will be consolidated and form a single Series: Not Applicable
  
3. Specified Currency or currencies: Euro (**EUR**)
  
4. Aggregate Principal Amount:
  - (i) Series: Up to 10,000 Units (each Unit being EUR 1,000 in principal amount of the Securities).
  - (ii) Tranche: Up to 10,000 Units (each Unit being EUR 1,000 in principal amount of the Securities).

The Securities are issued in Units. Accordingly, references herein to Units shall be deemed to be references to EUR 1,000 in principal amount of the Securities and all references in the Conditions to payments and/or deliveries being made in respect of a Security shall be construed to such payments and/or deliveries being made in respect of a Unit
  
5. Issue Price: Euro 1,000 per Security
  
6. (i) Specified Denominations: 1 Unit
  
- (ii) Calculation Amount: 1 Unit

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Prospectus, Supplement No.3 to the Base Prospectus, Supplement No.4 to the Base Prospectus and Supplement No.5 to the Base Prospectus, the “**Supplements to the Base Prospectus**”)” to reflect the publication of the CGMFL Underlying Linked Notes Base Prospectus dated 17 December 2021.

<sup>9</sup> The paragraph “For the purposes hereof, **Current Base Prospectus** means the the CGMFL Underlying Linked Notes Base Prospectus relating to the Programme dated 17 December 2021.” has been added to reflect the publication of the CGMFL Underlying Linked Notes Base Prospectus dated 17 December 2021.

<sup>10</sup> The wording “(formerly managed by EuroTLX SIM S.p.A. merged with and into Borsa Italiana S.p.A.)” has been deleted to reflect the publication of the CGMFL Underlying Linked Notes Base Prospectus dated 17 December 2021.

- 7.<sup>11</sup> (i) Trade Date: 28 January 2022
- (ii) Issue Date: 31 January 2022
- (iii) Premium Commencement Date: Not Applicable
8. Final Termination Date: 8 February 2027, subject to adjustment in accordance with the Following Business Day Convention
9. Type of Securities: The Securities do not bear or pay any premium.
- The Securities are Underlying Linked Securities and the Termination Amount of the Securities is determined in accordance with item 14(iv) and, as the Underlying Linked Securities Termination Provisions are applicable, item 14(v) below
- The Securities are Cash Settled Securities
10. Put/Call Options: Issuer Call as specified in item 14(i) below
11. (i) Status of the Securities: Senior
- (ii) Status of the CGMHI Deed of Guarantee: Not Applicable
- (iii) Status of the CGMFL Deed of Guarantee: Senior

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

12. Underlying Linked Securities Provisions: Applicable – the provisions in the Valuation and Settlement Schedule apply (subject as provided in any relevant Underlying Schedule)
- (i) Underlying:
- (A) Description of Underlyings(s): the Euro STOXX ESG-X Select Dividend 30 Price EUR (ISIN: CH0581652788)
- (B) Classification: Security Index
- (C) Electronic Page: Bloomberg Page: SD3EX Index
- (ii) Particulars in respect of each Underlying:
- Security Index/Indices:

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<sup>11</sup> The following item “7.(i) Issue Date: 31 January 2022; (ii) Premium Commencement Date: Not Applicable” has been replaced by the following “7.(i) Trade Date: 28 January 2022; (ii) Issue Date: 31 January 2022; (iii) Premium Commencement Date: Not Applicable” to reflect the publication of the CGMFL Underlying Linked Notes Base Prospectus dated 17 December 2021.

- (A) Type of Index: Multiple Exchange Index
- (B) Exchange(s): As specified in Condition 1 (Definitions) of the Security Index Conditions
- (C) Related Exchange(s): All Exchanges
- (D) Single Valuation Time: Not Applicable
- (E) Same Day Publication: Applicable
- (iii) Elections in respect of each type of Underlying: Applicable
- Security Index/Indices:
- (A) Additional Disruption Event(s): Increased Cost of Stock Borrow  
Loss of Stock Borrow
- (B) Additional Adjustment Event(s): Security Index Condition 4: Applicable  
  
Early Termination Option: Applicable  
Early Termination Amount: Fair Market Value  
Deduction of Hedge Costs: Applicable  
Deduction of Issuer Costs and Hedging and Funding Costs: Applicable  
Pro Rata Issuer Cost Reimbursement: Not Applicable  
Additional Costs on account of Early Termination: Not Applicable
- (C) Security Index Adjustment Event(s): Security Index Condition 6(b)(i): Applicable  
  
Early Termination Option: Applicable  
Early Termination Amount: Fair Market Value  
Deduction of Hedge Costs: Applicable  
Deduction of Issuer Costs and Hedging and Funding Costs: Applicable  
Pro Rata Issuer Cost Reimbursement: Not Applicable  
Additional Costs on account of Early Termination: Not Applicable

(D)	Additional Early Termination Event(s):	Security Index Condition 5: Applicable  Early Termination Amount: Fair Market Value  Deduction of Hedge Costs: Applicable  Deduction of Issuer Costs and Hedging and Funding Costs: Applicable  Pro Rata Issuer Cost Reimbursement: Not Applicable  Additional Costs on account of Early Termination: Not Applicable
	(E) Security Index Substitution	Applicable
(iv)	Trade Date:	28 January 2022
(v)	Realisation Disruption:	Applicable  Early Termination Option: Applicable  Early Termination Amount: Fair Market Value  Deduction of Hedge Costs: Applicable  Deduction of Issuer Costs and Hedging and Funding Costs: Applicable  Additional Costs on account of Early Termination: Not Applicable
	Underlying RMB Currency Event:	Not Applicable
(vi)	Hedging Disruption Early Termination Event:	Not Applicable
(vii)	Hedging Disruption:	Applicable  Early Termination Option: Applicable  Early Termination Amount: Fair Market Value  Deduction of Hedge Costs: Applicable  Deduction of Issuer Costs and Hedging and Funding Costs: Applicable  Additional Costs on account of Early Termination: Not Applicable
(viii)	Section 871(m) Event:	Applicable  Section 871(m) Event (Hedging Positions): Not Applicable  Early Termination Option: Applicable  Early Termination Amount: Fair Market Value

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



Deduction of Hedge Costs: Applicable

Deduction of Issuer Costs and Hedging and Funding Costs: Applicable

Pro Rata Issuer Cost Reimbursement: Not Applicable

Additional Costs on account of Early Termination: Applicable

(xiii) Continuance of Securities Provision: Not Applicable

(xiv) Event of Default Early Termination Amount: Fair Market Value

Deduction of Issuer Costs and Hedging and Funding Costs: Applicable

Additional Costs on account of Early Termination: Applicable

(xv) Minimum Return Amount: Not Applicable

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

**13. Premium Provisions:** Not Applicable

**14. Termination Provisions:**

(i) Issuer Call Applicable

(A) Optional Termination (Dates) Each date set out under the heading "Optional Termination Date" in the Table below:

<b>Optional Termination Date</b>	<b>Optional Termination Amount</b>
7 February 2023	Euro 1,100
7 February 2024	Euro 1,200
7 February 2025	Euro 1,300
9 February 2026	Euro 1,400

(B) Optional Termination Amount In respect of an Optional Termination Date, the amount per security specified under the heading "Optional Termination Amount" in the Table in item 14(i)(A) above

(C) If redeemable in part: Not Applicable

I. Minimum Redemption Amount: Not Applicable

- |       |   |                               |
|-------|---|-------------------------------|
| II.   | Maximum Redemption Amount                               | Not Applicable                |
|       | (D) Notice period:                                      | Not less than 5 Business Days |
| (ii)  | Investor Put  | Not Applicable                |
| (iii) | Mandatory Early Termination Provisions:                 | Not Applicable                |
|       | (iv) Termination Amount:                                | See item (v) below            |
|       | (v) Underlying Linked Securities Termination Provisions | Applicable                    |

Dates

- |     |   |   |
|-----|---|---|
| (A) | Specified Termination Barrier Observation Date: | For the purpose of determining whether a Termination Barrier Event has occurred and the Performance-Linked Termination Amount if a Termination Barrier Event has occurred, and the Performance-Linked Termination Amount if a Termination Barrier Event has not occurred: 1 February 2027 |
| (B) | Specified Final Valuation Date(s):              | For the purpose of determining whether a Termination Barrier Event has occurred and the Performance-Linked Termination Amount if a Termination Barrier Event has occurred, and the Performance-Linked Termination Amount if a Termination Barrier Event has not occurred: 1 February 2027 |
| (C) | Specified Termination Strike Date:              | In respect of the Termination Underlying: 31 January 2022   |

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

- |                   |                                    |   |
|-------------------|------------------------------------|---|
| (A)               | Termination Underlying(s):         | The Underlying specified in item 12 above |
| (B)               | Termination Barrier Underlying(s): | The Final Performance Underlying          |
| Final Provisions: | Performance                        | Applicable                                |

- |     |                                |  |
|-----|--------------------------------|--|
| (A) | Single Underlying Observation: | Applicable for the purpose of determining the Performance-Linked Termination Amount if a Termination Barrier Event has occurred and the Performance-Linked |
|-----|--------------------------------|--|

			Termination Amount if a Termination Barrier Event has not occurred
(B)	Weighted Basket Observation:		Not Applicable
(C)	Best of Basket Observation:		Not Applicable
(D)	Worst of Basket Observation:		Not Applicable
(E)	Outperformance Observation:		Not Applicable
(F)	Arithmetic Mean Underlying Return:		Not Applicable
(G)	Cliquet:		Not Applicable
(H)	Himalaya Final Performance – Asian Observation:		Not Applicable
	Provisions relating to levels of the Termination Underlying(s)		Applicable
(A)	Termination Level:	Initial	For the purpose of determining whether a Termination Barrier Event has occurred and the Performance-Linked Termination Amount if a Termination Barrier Event has occurred, and the Performance-Linked Termination Amount if a Termination Barrier Event has not occurred: Closing Level on Termination Strike Date
(B)	Final Level:	Reference	For the purpose of determining whether a Termination Barrier Event has occurred and the Performance-Linked Termination Amount if a Termination Barrier Event has occurred, and the Performance-Linked Termination Amount if a Termination Barrier Event has not occurred: Closing Level on Final Valuation Date
(C)	Termination Level:	Strike	For the purpose of determining whether a Termination Barrier Event has occurred and the Performance-Linked Termination Amount if a Termination Barrier Event has occurred, and the Performance-Linked Termination Amount if a Termination Barrier Event has not occurred: Termination Initial Level
	Provisions relating to a Termination Barrier Event		Applicable

(A)	Termination Barrier Event:	In respect of the Termination Barrier Underlying: Applicable – Termination Barrier Event European Observation
(B)	Final Barrier Level:	less than 100% of the Termination Initial Level of the Termination Barrier Underlying
	Provisions relating to the termination amount due or entitlement deliverable	Applicable
	Provisions applicable where Termination Barrier Event is Not Applicable and the Termination Amount is a Performance-Linked Termination Amount:	Not Applicable
	Provisions applicable where Termination Barrier Event is Applicable	
(A)	Provisions applicable to Physical Delivery:	Not Applicable
(B)	Termination Upper Barrier Event:	Not Applicable
(C)	Termination Amount due where no Termination Barrier Event has occurred and no Termination Upper Barrier Event is specified:	Applicable – the Performance-Linked Termination Amount determined in accordance with Put Option Provisions
(D)	Termination Upper Barrier Percentage:	Not Applicable
(E)	Termination Amount due where a Termination Barrier Event has occurred and no Termination Lower Barrier Event is specified <sup>12</sup> :	Applicable - the Performance-Linked Termination Amount determined in accordance with Put Option Provisions
(F)	Termination Lower Barrier Event:	Not Applicable <sup>13</sup>
(G)	Termination Amount	Not Applicable <sup>14</sup>

<sup>12</sup> The item “Termination Amount due where a Termination Barrier Event has occurred” has been replaced by the following “Termination Amount due where a Termination Barrier Event has occurred and no Termination Lower Barrier Event is specified” to reflect the publication of the CGMFL Underlying Linked Notes Base Prospectus dated 17 December 2021.

<sup>13</sup> The item “ (F) Termination Lower Barrier Event: Not Applicable” has been added to reflect the publication of the CGMFL Underlying Linked Notes Base Prospectus dated 17 December 2021.

due where a Termination Barrier Event has occurred and a Termination Lower Barrier Event is specified:

Performance-Linked Termination Amount:

Put Option	Applicable if a Termination Barrier Event occurs
	Applicable if a Termination Barrier Event does not occur
I. Relevant Percentage:	100%
II. Maximum Termination Amount:	Not Applicable
III. Minimum Termination Amount:	Not Applicable
IV. Maximum Termination Amount (Barrier Event Satisfied):	Not Applicable
V. Minimum Termination Amount (Barrier Event Satisfied):	Applicable – Eur 900 per Security
VI. Maximum Termination Amount (Barrier Event Not Satisfied):	Not Applicable
VII. Minimum Termination Amount (Barrier Event Not Satisfied):	Not Applicable
VIII. Final Participation Rate (FPR):	Not Applicable
IX. Termination Adjustment:	Not Applicable
Call Option:	Not Applicable
Call Spread - Put Spread Option:	Not Applicable
Twin Win Option:	Not Applicable
Market Timer:	Not Applicable

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<sup>14</sup> The item “ (G) Termination Amount due where a Termination Barrier Event has occurred and a Termination Lower Barrier Event is specified: Not Applicable” as been added to reflect the publication of the CGMFL Underlying Linked Notes Base Prospectus dated 17 December 2021.

Put Call Sum	Not Applicable
Swaption:	Not Applicable
Provisions relating to Buy the Dip Securities: <sup>15</sup>	Not Applicable
Termination Underlying Valuation Provisions	Applicable
(A) Valuation Disruption (Scheduled Trading Days):	The provisions of Valuation and Settlement Condition 2(c)(i) ( <i>Adjustments to Valuation Dates (Scheduled Trading Days)</i> ) apply
(B) Valuation Disruption (Disrupted Days):	The provisions of Valuation and Settlement Condition 2(d)(i) ( <i>Adjustments to Valuation Dates (Disrupted Days and Underlying Closing Levels)</i> ) apply
(C) Valuation Roll:	Eight
Provisions relating to the Preference Share-Linked Termination Amount in respect of Preference Share Linked Securities	Not Applicable
Split Payment Conditions:	Not Applicable <sup>16</sup>

15. **FX Provisions:** Not Applicable

16. **FX Performance:** Not Applicable

#### PROVISIONS RELATING TO CREDIT LINKED NOTES

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

#### PROVISIONS RELATING TO INDEX SKEW NOTES

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

#### GENERAL PROVISIONS APPLICABLE TO THE SECURITIES

19. **Form of Securities:** Registered Securities  
Regulation S Global Registered Security Certificate registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg

<sup>15</sup> The paragraph "Provisions relating to Buy the Dip Securities: Not Applicable" has been added to reflect the publication of the CGMFL Underlying Linked Notes Base Prospectus dated 17 December 2021.

<sup>16</sup> The paragraph "Split Payment Conditions: Not Applicable" has been added to reflect the publication of the CGMFL Underlying Linked Notes Base Prospectus dated 17 December 2021.

20.	<b>New Safekeeping Structure:</b>	Not Applicable
21.	<b>Business Centre(s):</b>	London, New York City and TARGET2
22.	<b>Business Day Jurisdiction(s) or other special provisions relating to payment dates:</b>	London, New York City and TARGET2
23.	<b>Redenomination, renominatisation and reconventioning provisions:</b>	Not Applicable
24.	<b>Consolidation provisions:</b>	The provisions of General Condition 14 ( <i>Further Issues</i> ) apply
25.	<b>Substitution provisions:</b>	Applicable: The provisions of General Condition 17 ( <i>Substitution of the Issuer, the CGMHI Guarantor and the CGMFL Guarantor</i> ) apply
	Additional Requirements:	Not Applicable
26.	<b>Name and address of Calculation Agent:</b>	Citigroup Global Markets Limited (acting through its EMEA Equity Stocks Exotic Trading Desk (or any successor department/group) at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom
27.	<b>Determination Agent:</b>	Calculation Agent
28.	<b>Determinations:</b>	
	(i) Standard:	Commercial Determination
	(ii) Minimum Amount Adjustment Prohibition:	Applicable
29.	<b>Determinations and Exercise of Discretion (BEC):</b>	Not Applicable
30.	<b>Prohibition of sales to consumers in Belgium:</b>	Applicable
31.	<b>Additional provisions applicable to Italian Listed Certificates:</b>	Applicable
	(i) Expiry Date ( <i>Data di Scadenza</i> ) for the purposes of EuroTLX:	8 February 2027
32.	<b>Administrator/Benchmark Event:</b>	Early Termination following Administrator/Benchmark Event: Applicable
		Early Termination Amount: Fair Market

Value

Deduction of Hedge Costs: Applicable

Deduction of Issuer Costs and Hedging  
and Funding Costs: Applicable

Pro Rata Issuer Cost Reimbursement: Not  
Applicable

Additional Costs on account of Early  
Termination: Not Applicable

33. **Details relating to Instalment Securities: amount of each Instalment Amount (including any maximum or minimum Instalment Amount), date on which each payment is to be made:**<sup>17</sup> Not Applicable

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<sup>17</sup> The paragraph “33. Details relating to Instalment Securities: amount of each Instalment Amount (including any maximum or minimum Instalment Amount), date on which each payment is to be made: Not Applicable” has been added to reflect the publication of the CGMFL Underlying Linked Notes Base Prospectus dated 17 December 2021.



## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING:

Admission to trading and listing: Application has been made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the multilateral trading facility of EuroTLX managed by Borsa Italiana S.p.A.<sup>18</sup>("EuroTLX") with effect from on or around the Issue Date.

### 2. RATINGS

Ratings: The Securities are not rated.

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

Save for the distribution fees described in Paragraph 9(vi) below payable to the Distributor, so far as the Issuer is aware, no person involved in the offer of the Securities has an interest material to the Offer.

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

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

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

For the avoidance of doubt, the estimated net proceeds reflect the proceeds to be received by the Issuer on the Issue Date. They are not a reflection of the fees payable by/to the Dealer and the Distributor(s)

(iii) Estimated total expenses: Approximately Euro 10,000 (legal fees)

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

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

### 6. EU BENCHMARKS REGULATION<sup>19</sup>

EU Benchmarks Regulation: Article 29(2) The Euro STOXX ESG-X Select Dividend 30 Price EUR is provided by STOXX Limited.

As at the date hereof, STOXX Limited appears in the register of administrators and

<sup>18</sup> The wording "(formerly managed by EuroTLX SIM S.p.A. merged with and into Borsa Italiana S.p.A.)" has been deleted to reflect the publication of the CGMFL Underlying Linked Notes Base Prospectus dated 17 December 2021.

<sup>19</sup> The wording "AND UK BENCHMARKS REGULATION" has been deleted to reflect the publication of the CGMFL Underlying Linked Notes Base Prospectus dated 17 December 2021.

benchmarks established and maintained by ESMA pursuant to Article 36 of the EU Benchmarks Regulation.

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## 7. DISCLAIMER

### **EURO STOXX® ESG-X Select Dividend 30 Price EUR**

STOXX Limited, Deutsche Börse Group and their licensors, research partners or data providers have no relationship to Citi, other than the licensing of the EURO STOXX ESG-X Select Dividend 30 Price EUR Index® and the related trademarks for use in connection with the structured products.

iSTOXX indices are tailored to a customer request or market requirement based on an individualized rule book which is not integrated into the STOXX Global index family.

### **STOXX, Deutsche Börse Group and their licensors, research partners or data providers do not:**

- » sponsor, endorse, sell or promote the structured products.
- » recommend that any person invest in the structured products or any other securities.
- » have any responsibility or liability for or make any decisions about the timing, amount or pricing of structured products.
- » have any responsibility or liability for the administration, management or marketing of the structured products.
- » consider the needs of the structured products or the owners of the structured products in determining, composing or calculating the EURO STOXX ESG-X Select Dividend 30 Price EUR Index or have any obligation to do so.

STOXX, Deutsche Börse Group and their licensors, research partners or data providers give no warranty, and exclude any liability (whether in negligence or otherwise), in connection with the structured products or their performance.

### **STOXX does not assume any contractual relationship with the purchasers of the structured products or any other third parties.**

#### **Specifically,**

- » STOXX, Deutsche Börse Group and their licensors, research partners or data providers do not give any warranty, express or implied, and exclude any liability about:
  - The results to be obtained by the structured products, the owner of the structured products or any other person in connection with the use of the EURO STOXX ESG-X Select Dividend 30 Price EUR Index and the data included in the EURO STOXX ESG-X Select Dividend 30 Price EUR Index;
  - The accuracy, timeliness, and completeness of the EURO STOXX ESG-X Select Dividend 30 Price EUR Index and its data;
  - The merchantability and the fitness for a particular purpose or use of the EURO STOXX ESG-X Select Dividend 30 Price EUR Index and its data;
  - The performance of the structured products generally.
- » STOXX, Deutsche Börse Group and their licensors, research partners or data providers give

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<sup>20</sup> The paragraph "UK Benchmarks Regulation: Article 29(2) statement on benchmarks: Not Applicable" has been deleted to reflect the publication of the CGMFL Underlying Linked Notes Base Prospectus dated 17 December 2021.

no warranty and exclude any liability, for any errors, omissions or interruptions in the EURO STOXX ESG-X Select Dividend 30 Price EUR Index or its data;

» Under no circumstances will STOXX, Deutsche Börse Group or their licensors, research partners or data providers be liable (whether in negligence or otherwise) for any lost profits or indirect, punitive, special or consequential damages or losses, arising as a result of such errors, omissions or interruptions in the EURO STOXX ESG-X Select Dividend 30 Price EUR Index or its data or generally in relation to the structured products, even in circumstances where STOXX, Deutsche Börse Group or their licensors, research partners or data providers are aware that such loss or damage may occur.

The licensing Agreement between Citi and STOXX is solely for their benefit and not for the benefit of the owners of the structured products or any other third parties.

### **Bloomberg®**

Certain information contained in this Final Terms consists of extracts from or summaries of information that is publicly-available from Bloomberg L.P. (**Bloomberg®**). The Issuer accepts responsibility for accurately reproducing such extracts or summaries and, as far as the Issuer is aware and are able to ascertain from such publicly-available information, no facts have been omitted which would render the reproduced information inaccurate or misleading. Bloomberg® makes no representation, warranty or undertaking, express or implied, as to the accuracy of the reproduction of such information, and accepts no responsibility for the reproduction of such information or for the merits of an investment in the Securities. Bloomberg® does not arrange, sponsor, endorse, sell or promote the issue of the Securities.

## **8. OPERATIONAL INFORMATION**

ISIN Code:	XS2336350652
Common Code:	233635065
CUSIP:	5C02CO9B7
WKN:	Not Applicable
Valoren:	Not Applicable
CFI:	DEXXTX
FISN:	CITIGROUP GLOBA/UT 20270208
Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, société anonyme and DTC and the relevant identification number(s) and details relating to the relevant depositary, if applicable:	Not Applicable
Delivery:	Delivery versus payment
Names and address of the Swedish Securities Issuing and Paying Agent (if any):	Not Applicable
Names and address of the Finnish Securities Issuing and Paying Agent (if any):	Not Applicable
Names and address of the French Securities Issuing and Paying Agent (if any):	Not Applicable
Names and addresses of additional Paying	Not Applicable

Agent(s) (if any):

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

## 9. DISTRIBUTION

- (i) Method of distribution: Non-syndicated
- (ii) If syndicated, names and addresses of the Lead Manager and the other Managers and underwriting commitments: Not Applicable
- (iii) Date of Subscription Agreement: Not Applicable
- (iv) Stabilisation Manager(s) (if any): Not Applicable
- (v) If non-syndicated, name and address of Dealer: Citigroup Global Markets Europe AG at Reuterweg 16, 60323 Frankfurt am Main, Germany
- (vi) Total commission and concession: The distribution fee payable by the Dealer to the Distributor is up to 2.00% 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 Securities may be made by Iccrea Banca S.p.A. - Istituto Centrale del Credito Cooperativo (the **Initial Authorised Offeror(s)**<sup>21</sup>) other than pursuant to Article 1(4) of the EU Prospectus Regulation during the period from (and including) 15 December 2021 to (and including) 28 January 2022 (the **Italian Offer Period**) in 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 as implemented in such countries to publish a prospectus

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<sup>21</sup> The definition “ the **Initial EEA Authorised Offeror(s)**” has been replaced by the following “ **Initial Authorised Offeror(s)**” to reflect the publication of the CGMFL Underlying Linked Notes Base Prospectus dated 17 December 2021.

**Initial Authorised Offeror(s)**<sup>22</sup> means Iccrea Banca S.p.A. - Istituto Centrale del Credito Cooperativo

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

See further Paragraph 10 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     |

## 10. TERMS AND CONDITIONS OF THE OFFER

Offer Price: Issue Price, equal to 100 per cent. of the Specified Denomination of each Security.

The Offer Price includes, per Specified Denomination, a commission for the distribution of the Securities paid by the Dealer to the Distributor, of up to 2.00 per cent. (2.00%) of the Specified Denomination of the Securities 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 Securities 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 Securities may be sold in the secondary market.

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

The Issuer may at any time during the Italian Offer Period terminate early the Italian Offer Period and immediately suspend the acceptance of additional orders without any prior notice. If the Italian Offer Period is terminated early, a notice to that effect will be made available during normal business hours at the registered office of the Distributor and on the website of the Issuer

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<sup>22</sup> The definition “ the **Initial EEA Authorised Offeror(s)**” has been replace by the following “ **Initial Authorised Offeror(s)**” to reflect the publication of the CGMFL Underlying Linked Notes Base Prospectus dated 17 December 2021.

(<https://it.citifirst.com/Home>).

The offer of Securities 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>). For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such right, the relevant subscription applications will become void and have no effect and no potential investor will be entitled to receive the relevant Securities.

The Issuer reserves the right, in agreement with the Distributor, to extend the Italian Offer Period. If the Italian Offer Period is extended, a notice to that effect will 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>).

The Issuer reserves the right, in agreement with the Distributor, to increase the number of Securities to be issued during the Italian Offer Period. The Issuer will inform the public of the size increase by means of a notice to be published on the website of the Issuer (<https://it.citifirst.com/Home>).

The effectiveness of the offer of the Securities is conditional upon the admission to trading of the Securities on the EuroTLX market, a multilateral trading facility organised and managed by Borsa Italiana S.p.A.<sup>23</sup>, occurring by the Issue Date. In the event that admission to trading of the Securities does not take place by the Issue Date for whatever reason, the Issuer will withdraw the offer, the offer will be deemed to be null and void and the Securities will not be issued. The Issuer and the Distributor will inform the public of the withdrawal of the offer of the Securities and the cancellation of the relevant issue by means of a notice to be made available on the website

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<sup>23</sup> The wording “(formerly organised and managed by EuroTLX SIM S.p.A. merged with and into Borsa Italiana S.p.A.)” has been deleted to reflect the publication of the CGMFL Underlying Linked Notes Base Prospectus dated 17 December 2021.

of the Issuer (<https://it.citifirst.com/Home>).

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

Description of the application process:

Investors may apply for the subscription of the Securities during normal Italian banking hours at the offices (*filiali*) of the Distributor from (and including) 15 December 2021 to (and including) 28 January 2022, subject to early termination or extension of the Offer Period as described above under "Terms and Conditions of the Offer—Conditions to which the Offer is subject".

The Securities may be placed in Italy outside the premises of the Distributor ("**door-to-door**"), by means of financial advisors authorised to make off-premises offers (*consulenti finanziari abilitati all'offerta fuori sede*) pursuant to Article 30 of Legislative Decree No. 58 of February 24, 1998, as amended (the "**Financial Services Act**") from (and including) 15 December 2021 to (and including) 21 January 2022, subject to early termination or extension of the Offer Period as described above under "Terms and Conditions of the Offer—Conditions to which the Offer is subject".

Pursuant to Article 30, paragraph 6, of the Financial Services Act, the effects of the subscriptions made "door-to-door" are suspended for a period of seven days from the date of the subscription. During such period, investors have the right to withdraw from the subscription without any charge or fee, by means of notification to the Distributor.

The Securities may also be placed by means of distance communication techniques (*tecniche di comunicazione a distanza*) pursuant to article 32 of the Financial Services Act during the period commencing on (and including) 15 December 2021 to (and including) 14 January 2022, subject to early termination or extension of the Offer Period as described above under "Terms and Conditions of the Offer—

Conditions to which the offer is subject". In this case, investors may subscribe the Securities, after being identified by the Distributor, by using their personal password/identification codes.

Pursuant to Article 67-duodecies of Legislative Decree 206/2005 as amended (the so called "Italian Consumer Code"), the validity and enforceability of the contracts entered into is suspended for a period of fourteen days from the date of the subscription. Within such period investors may communicate their withdrawal to the Distributor without any charge or commission.

A prospective investor in the Securities should contact the Distributor for details of the application process in order to subscribe the Securities during the Italian Offer Period. A prospective investor in the Securities will invest in accordance with the arrangements existing between the Distributor and its customers relating to the placement and subscription of securities generally.

Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	Not Applicable
Details of the minimum and/or maximum amount of application:	<p>The minimum amount of application per investor will be one Security.</p> <p>The maximum amount of application will be subject only to availability at the time of application.</p>
Details of the method and time limits for paying up and delivering the Securities:	<p>Securities 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 Securities at the time of such investor's application and payment for the Securities 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 Securities will be delivered to the subscribers' respective book-</p>



entry securities account on or around the Issue Date.

Manner in and date on which results of the offer are to be made public: The results of the offer will be available on the website of the Issuer (<https://it.citifirst.com/Home>) on or around the Issue Date.

Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not Applicable

Whether tranche(s) have been reserved for certain countries: The Securities 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 Securities referred to herein to permit a public offering of such Securities 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 Securities 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 Securities may commence on the Issue Date

Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Not Applicable.

Please refer to "Italian Taxation " in the section entitled "Taxation of Securities" in the Base Prospectus.

Name(s), 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 Securities (the **Distributor** and **Initial Authorised Offeror**):

**Iccrea Banca S.p.A. - Istituto Centrale del Credito Cooperativo**

Via Lucrezia Romana 41-47,

00178, Rome - Italy

Lei Code: NNVPP80YIZGEY2314M97

## 11. UNITED STATES TAX CONSIDERATIONS

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

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

**ANNEX**  
**SUMMARY**

**INTRODUCTION AND WARNINGS**

The Summary should be read as an introduction to the Current Base Prospectus. Any decision to invest in the Securities should be based on 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 the information contained in the Current Base Prospectus is brought before a court, the plaintiff investor might, under the 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 Securities.<sup>24</sup>

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

**The Securities:** Issue of Up to 10,000 Units of Euro 1,000 Call Certificates Based Upon the Euro STOXX® ESG-X Select Dividend 30 Price EUR (ISIN: XS2336350652)

**The Issuer:** Citigroup Global Markets Funding Luxembourg S.C.A. Its registered office is at 31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg and its telephone number is +352 45 14 14 447. Its Legal Entity Identifier ("LEI") is 549300EVRWDFJUNNP53.

**The Authorised Offeror(s):** The Authorised Offeror is Iccrea Banca S.p.A. - Istituto Centrale del Credito Cooperativo, Via Lucrezia Romana 41-47, 00178, Rome - Italy. The authorised offeror is a S.p.A. company incorporated in Italy mainly operating under Italian law. Its LEI is NNVPP80YIZGEY2314M97 (the "**Authorised Offeror**").

**Competent authority:** The Current Base Prospectus was approved on 17 December 2021<sup>25</sup> by the Central Bank of Ireland of New Wapping Street, North Wall Quay, Dublin 1, D01 F7X3, Ireland (Telephone number: +353 1 224 6000).

**KEY INFORMATION ON THE ISSUER**

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

**Domicile and legal form of the Issuer, LEI, law under which the Issuer operates and country of incorporation:** The Issuer was incorporated as a corporate partnership limited by shares (*société en commandite par actions*) on 24 May 2012 under the laws of Luxembourg for an unlimited duration and is registered with the Register of Trade and Companies of Luxembourg (*Registre de commerce et des sociétés, Luxembourg*) under number B 169.199. Its LEI is 549300EVRWDFJUNNP53.

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

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

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

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

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

The following key financial information has been extracted from the audited non-consolidated financial statements of the Issuer for the years ended 31 December 2020 and 2019, and from the unaudited non-consolidated interim financial statements of the Issuer for the period ended 30 June 2021.

<b>Summary information – income statement</b>				
	<b>Year ended 31 December 2020 (audited)</b>	<b>Year ended 31 December 2019 (audited)</b>	<b>Six months ended 30 June 2021 (unaudited)</b>	<b>Six months ended 30 June 2020 (unaudited)</b>
Profit before income tax ( <i>in</i> )	113	121	64	64

<sup>24</sup> The definition "Base Prospectus" has been replaced with "Current Base Prospectus" to reflect the publication of the CGMFL Underlying Linked Notes Base Prospectus dated 17 December 2021.

<sup>25</sup> The sentence "The Base Prospectus was approved on 18 December 2020" has been replaced by the following "The Current Base Prospectus was approved on 17 December 2021" to reflect the publication of the CGMFL Underlying Linked Notes Base Prospectus dated 17 December 2021.

<i>thousands of U.S. dollars)</i>				
<b>Summary information – balance sheet</b>				
	<b>Year ended 31 December 2020 (audited)</b>	<b>Year ended 31 December 2019 (audited)</b>	<b>Six months ended 30 June 2021 (unaudited)</b>	
Net financial debt (long term debt plus short term debt minus cash) <i>(in thousands of U.S. dollars)</i>	18,588,258	12,746,867	23,442,327	
Current ratio (current assets/current liabilities)	100%	100%	100%	
Debt to equity ratio (total liabilities/total shareholder equity)	1868714%	1395849%	2241453%	
Interest cover ratio (operating income/interest expense)*	Not Applicable	Not Applicable	Not Applicable	
<b>Summary information – cash flow statement</b>				
	<b>Year ended 31 December 2020 (audited)</b>	<b>Year ended 31 December 2019 (audited)</b>	<b>Six months ended 30 June 2021 (unaudited)</b>	<b>Six months ended 30 June 2020 (unaudited)</b>
Net cash flows from operating activities <i>(in thousands of U.S. dollars)</i>	-11,875	9,381	-18,100	-13,277
Net cash flows from financing activities <i>(in thousands of U.S. dollars)</i>	4,871,709	3,518,482	4,409,702	3,901,494
Net cash flows from investing activities <i>(in thousands of U.S. dollars)</i>	-4,871,701	-3,518,473	-4,409,702	-3,901,494

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

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

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

The Issuer is subject to the following key risks:

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

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#### **KEY INFORMATION ON THE SECURITIES**

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

<sup>26</sup> The following paragraph "If the relevant resolution authority is satisfied that the Issuer is failing or likely to fail, and subject to certain other conditions being satisfied, the Issuer may be subject to action taken by the resolution authority, including potentially the write down of claims of unsecured creditors of the Issuer (such as the Securities) and the conversion of unsecured debt claims (such as the Securities) to other instruments (e.g. equity shares), the transfer of all or part of the Issuer's business to another entity, or other resolution measures. As a result of any such action, investors could lose some or all of their investment in the Securities" has been deleted to reflect the publication of the CGMFL Underlying Linked Notes Base Prospectus dated 17 December 2021.

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

The Securities are derivative securities in the form of Italian Listed Certificates, and are linked to an underlying share. The Securities will be cleared and settled through Euroclear Bank S.A./N.V. and/or Clearstream Banking, *société anonyme*.

The issue date of the Securities is 31 January 2022. The issue price of the Securities is Euro 1,000 per Security.

Series Number: CGMFL42680; ISIN: XS2336350652; Common Code: 233635065; CFI: DEXXTX; FISN: CITIGROUP GLOBA/UT 20270208; CUSIP: 5C02CO9B7

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

The Securities are denominated in Euro. The Securities have a specified denomination of 1 Unit (each Unit being EUR 1,000 in principal amount of the Securities) and the calculation amount is 1 Unit. The number of the Securities to be issued is up to 10,000 Units (each Unit being EUR 1,000 in principal amount of the Securities).

**Final Termination Date:** 8 February 2027. This is the date on which the Securities are scheduled to terminate, subject to an early termination of the Securities. The Securities will be automatically exercised on 8 February 2027 and the expiry date (*Data di Scadenza*) of the Securities is 8 February 2027.

**Rights attached to the Securities**

The Securities do not pay any premium. The return on the Securities will derive from the potential payment of an Optional Termination Amount following early termination of the Securities due to the exercise by the Issuer of its call option and, unless the Securities have been previously terminated or purchased and cancelled, the payment of the Termination Amount on the Final Termination Date of the Securities.

**Optional Termination Amount:** The Issuer may, having given not less than 5 business days' notice, terminate the Securities (in whole but not in part) on an Optional Termination Date at the optional termination amount in respect of each Security specified in the table below in respect of such Optional Termination Date.

Where:

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

Optional Termination Date	Optional Termination Amount
7 February 2023	Euro 1,100
7 February 2024	Euro 1,200
7 February 2025	Euro 1,300
9 February 2026	Euro 1,400

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

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

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

or

- (b) a Termination Barrier Event has occurred, the Issuer shall terminate each Security on the Final Termination Date at an amount equal to the product of (a) the Calculation Amount and (b) the sum of 100% and the Final Performance of the Final Performance Underlying. Expressed as a formula:

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

subject to a minimum amount of EUR 900

Where:

Calculation Amount or CA: EUR 1,000.

Final Barrier Level: 100% of the Termination Initial Level of the Termination Barrier Underlying.

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

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

Final Performance Underlying: the Termination Underlying.

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

Final Valuation Date(s): 1 February 2027, subject to adjustment.

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

Termination Barrier Observation Date: 1 February 2027, subject to adjustment.

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

Termination Strike Date(s): 31 January 2022, subject to adjustment.

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

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

The Underlying(s)				
Description	Underlying for the purpose of the coupon provisions	Underlying for the purpose of the termination provisions	Underlying for the purpose of the mandatory early termination provisions	Electronic page
EURO STOXX ESG- X Select Dividend 30 Price EUR (ISIN: CH0581652788)	No	Yes	No	Bloomberg Page: SD3EX Index

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

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

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

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

**Bail-in:**<sup>27</sup> Any exercise of such bail-in power or other action taken by a resolution authority in respect of the Issuer or the Guarantor could materially adversely affect the value of and return on the Securities.

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

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

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

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

Application has been made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the multilateral trading facility of EuroTLX managed by Borsa Italiana S.p.A.<sup>28</sup> ("**EuroTLX**").

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

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

**Brief description of the Guarantor:** CGML is a private company limited by shares and was incorporated in England and Wales on 21 October 1983. CGML operates under the laws of England and Wales and is domiciled in England. Its registered office is at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB and its

<sup>27</sup> The wording "Each holder of the Securities acknowledges, accepts, consents and agrees, by its acquisition of the Securities, to be bound by the exercise of, any bail-in power by the relevant resolution authority in respect of the Securities." has been deleted to reflect the publication of the CGMFL Underlying Linked Notes Base Prospectus dated 17 December 2021.

<sup>28</sup> The wording "(formerly managed by EuroTLX SIM S.p.A. merged with and into Borsa Italiana S.p.A.)" has been deleted to reflect the publication of the CGMFL Underlying Linked Notes Base Prospectus dated 17 December 2021.

telephone number is +44 (0)207 986 4000. The registration number of CGML is 01763297 on the register maintained by Companies House. Its LEI is XKZZ2JZF41MRHTR1V493. CGML is a wholly-owned indirect subsidiary of Citigroup Inc. and has a major international presence as a dealer, market maker and underwriter, as well as providing advisory services to a wide range of corporate, institutional and government clients.

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

**Key financial information of the Guarantor:** The following key financial information has been extracted from the audited non-consolidated financial statements of the Guarantor for the years ended 31 December 2020 and 2019, and from the unaudited non-consolidated interim financial statements of the Guarantor for the six month period ended 30 June 2021.

<b>Summary information – income statement</b>				
	<b>Year ended 31 December 2020 (audited)</b>	<b>Year ended 31 December 2019 (audited)</b>	<b>Six months ended 30 June 2021 (unaudited)</b>	<b>Six months ended 30 June 2020 (unaudited)</b>
Profit after taxation ( <i>in millions of U.S. dollars</i> )	1,023	311	360	884
<b>Summary information – balance sheet</b>				
	<b>Year ended 31 December 2020 (audited)</b>	<b>Year ended 31 December 2019 (audited)</b>	<b>Six months ended 30 June 2021 (unaudited)</b>	
Net financial debt (long term debt plus short term debt minus cash) ( <i>in millions of U.S. dollars</i> )	12,442	15,084	10,867	
Debt to equity ratio (total liabilities/total shareholder equity)	23	23	17	
<b>Summary information – cash flow statement</b>				
	<b>Year ended 31 December 2020 (audited)</b>	<b>Year ended 31 December 2019 (audited)</b>	<b>Six months ended 30 June 2021 (unaudited)</b>	<b>Six months ended 30 June 2020 (unaudited)</b>
Net cash flows from operating activities ( <i>in millions of U.S. dollars</i> )	301	(809)	741	432
Net cash flows from financing activities ( <i>in millions of U.S. dollars</i> )	2,333	333	3,331	331
Net cash flows from investing activities ( <i>in millions of U.S. dollars</i> )	(690)	(762)	(1,736)	(321)

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

**Key risks in respect of the Guarantor:**

The Guarantor is subject to the following key risks:

- The Guarantor is exposed to concentrations of risk, particularly credit and market risk. As regulatory or market developments continue to lead to increased centralisation of trading activities, the Guarantor could experience an increase in concentration of risk, which could limit the effectiveness of any hedging strategies and cause the Guarantor to incur significant losses. The Guarantor may be affected by macroeconomic, geopolitical and other challenges, uncertainties and volatilities, including the global COVID-19 pandemic, which may negatively impact the businesses of the Guarantor and its ability to fulfil its obligations under the Securities, and the value of and return on the Securities.
- The Guarantor may not be able to maintain its current ratings. If a rating agency reduces, suspends or withdraws its rating of the Guarantor and/or any affiliate thereof, the liquidity and market value of the Securities are likely to be adversely affected. Ratings downgrades could also have a negative impact on other funding sources, such as secured financing and other margin requirements, for which there are no explicit triggers.
- If the relevant resolution authority is satisfied that the Guarantor is failing or likely to fail, and subject to certain other conditions being satisfied, the Guarantor may be subject to action taken by the resolution authority, including potentially the write down of claims of unsecured creditors of the Guarantor (such as under the deed of guarantee) and the conversion of unsecured debt claims (such as the under the deed of guarantee) to other instruments (e.g. equity shares), the transfer of all or part of the Guarantor's business to another entity, or other resolution measures. As a result of any such action, investors could lose some or all of their investment in the Securities.

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

The Securities are subject to the following key risks:

- You should be prepared to sustain a total or partial loss of the purchase price of your Securities. The value of Securities prior to their scheduled redemption may vary due to a number of interrelated factors, including the value, dividend yield and volatility of the Underlying(s) and any changes in interim interest rates if applicable, and a sale of Securities prior to their scheduled redemption may be at a substantial discount from the original purchase price and you may lose some or all of your investment. If, at maturity, a Termination Barrier Event has occurred and the Final Reference Level of the Termination Underlying is less than its Termination Initial Level, the Securities may be terminated for less than your initial investment or even zero. Further, you will receive no interest during the term of the Securities.
- The Issuer's obligations under the Securities and the Guarantor's obligations under the deed of guarantee represent general contractual obligations of each respective entity and of no other person. Accordingly, payments under the Securities are subject to the credit risk of the Issuer and the Guarantor. Securityholders will not have recourse to any secured assets of the Issuer and Guarantor in the event that the Issuer or Guarantor is unable to meet its obligations under the Securities, including in the event of an insolvency, and therefore risk losing some or all of their investment.
- Securities may have no established trading market when issued, and one may never develop, so investors should be prepared to hold the Securities until maturity. If a market does develop, it may not be very liquid. Consequently, you may not be able to sell your Securities easily or at all or at prices equal to or higher than your initial investment and in fact any such price may be substantially less than the original purchase price. Illiquidity may have a severely adverse effect on the market value of Securities.
- Amounts due in respect of the Securities are linked to the performance of the Underlying(s), which is a security index. Global economic, financial and political developments, among other things, may have a material effect on the value of the component securities of, and/or the performance of, the Underlying(s), and in recent years, currency exchange rates and prices for component securities have been highly volatile. This may in turn affect the value of and return on the Securities.
- The Securities do not create an actual interest in, or ownership of, an Underlying. A Security will not represent a claim against an Underlying and, in the event that the amount paid on redemption of the Securities is less than your investment, you will not have recourse under any relevant Security to an Underlying or other items which may comprise the Underlying in respect of such Securities. You will have no legal or beneficial interest in an Underlying. You may receive a lower return on the Securities than you would have received had you invested directly in an Underlying or through another product.
- Where (i) a benchmark is materially changed, cancelled or its use is prohibited, (ii) any authorisation or similar in respect of a benchmark or its administrator or sponsor has not been, or will not be, obtained or has been, or will be, rejected or similar such that the Issuer or any other entity is not, or will not be, permitted to use the benchmark, (iii) it is not commercially reasonable to continue use of a benchmark due to licensing restrictions or changes in licence costs, or (iv) a supervisor and/or sponsor officially announces a benchmark is no longer representative, or as of a specified future date will no longer be representative, of any relevant underlying market(s) or economic reality that such benchmark is intended to measure, adjustments may be made to the Securities which may include selecting one or more successor benchmarks and making related adjustments. Alternatively, early redemption of the Securities may apply. Any such adjustment may have an adverse effect on the value of, return on or market for the Securities, and if the Securities are early redeemed, the amount repaid to you could be substantially less than your initial investment and you could therefore sustain a loss.
- The terms and conditions of Securities include provisions dealing with the postponement of dates on which the level of an Underlying is scheduled to be taken. Such postponement or alternative provisions for valuation provided in the terms and conditions of the Securities may have an adverse effect on the value of such Securities. The calculation agent may make adjustments to the terms of the Securities to account for the effect of certain adjustment events occurring in respect of the Securities or an Underlying and/or hedging arrangements, or may replace an Underlying with a new security index. Any such adjustments may have an adverse effect on the value of such Securities. In certain circumstances (for example, if the calculation agent determines that no calculation, adjustment or substitution can reasonably be made, following an event of default or certain events affecting an Underlying or the Issuer's hedging arrangements, or for reasons relating to taxation or illegality), the Securities may be early terminated. If the Securities are terminated early, the amount paid may be less than your initial investment and you may therefore sustain a loss.
- The optional termination feature of the Securities may limit their market value. During any period when the Issuer may elect to terminate the Securities, the market value of those Securities generally will not rise substantially above the price at which they can be redeemed. If the Securities are early redeemed at the option of the Issuer, you are subject to a reinvestment risk, as you may not be able to replace your investment in the Securities with an investment that has a similar profile of chances and risks as the Securities.
- The effectiveness of the offer of Securities will be conditional upon admission to trading by the issue date. In the event such admission to trading does not take place by the issue date, the Issuer will withdraw the offer, the offer will be deemed to be null and void and the relevant Securities will not be issued. As a consequence, you will not receive any Securities, any subscription rights you have for the Securities will be cancelled and you will not be entitled to any compensation therefor.

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

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

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

An offer of the Securities may be made by other than pursuant to Article 1(4) of the EU Prospectus Regulation in the Republic of Italy (the "**Public Offer Jurisdiction**") by the Authorised Offeror during the period commencing on (and including) 15 December 2021 to (and including) 28 January 2022 (the "**Offer Period**").



Investors may apply for the subscription of the Securities during normal Italian banking hours at the offices (filiali) of Iccrea Banca S.p.A. - Istituto Centrale del Credito Cooperativo (the "**Distributor**") from (and including) 15 December 2021 to (and including) 28 January 2022, subject to early termination or extension of the Offer Period.

The Securities may be placed in Italy outside the premises of the Distributor ("**door-to-door**"), by means of financial advisors authorised to make off-premises offers (*consulenti finanziari abilitati all'offerta fuori sede*) pursuant to Article 30 of Legislative Decree No. 58 of February 24, 1998, as amended (the "**Financial Services Act**") from (and including) 15 December 2021 to (and including) 21 January 2022, subject to early termination or extension of the Offer Period.

The Securities may also be placed by means of distance communication techniques (*tecniche di comunicazione a distanza*) pursuant to article 32 of the Financial Services Act during the period commencing on (and including) 15 December 2021 to (and including) 14 January 2022, subject to early termination or extension of the Offer Period. In this case, investors may subscribe the Securities, after being identified by the Distributor, by using their personal password/identification codes.

Pursuant to Article 67-duodecies of Legislative Decree 206/2005 as amended (the so called "Italian Consumer Code"), the validity and enforceability of the contracts entered into is suspended for a period of fourteen days from the date of the subscription. Within such period investors may communicate their withdrawal to the relevant placer without any charge or commission.

The Offer Price is EUR 1,000 per Security (the "**Issue Price**").

The Issuer reserves the right, in agreement with the Distributor, to increase the number of Securities to be issued during the Offer Period.

The effectiveness of the offer of the Securities is conditional upon the admission to trading of the Securities on the EuroTLX market, a multilateral trading facility organised and managed by Borsa Italiana S.p.A.<sup>29</sup>, occurring by the issue date, being 31 January 2022. As between the Authorised Offeror and its customers, offers of the Securities are further subject to such conditions as may be agreed between them and/or as is specified in the arrangements in place between them.

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

The Issue Price of EUR 1,000 per Security includes a distribution fee of up to 2.00 per cent. (2.00%) of the Issue Price paid by the Dealer to 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>).

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

See the item entitled "Authorised Offeror(s)" above. The Issuer is the entity requesting for the admission to trading on EuroTLX Market of the Securities.

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

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

The net proceeds of the issue of the Securities will be used primarily to grant loans or other forms of funding to CGML and any entity belonging to the same Group, and may be used to finance the Issuer itself. The estimated net amount of proceeds is an amount equal to the final number of Securities issued on the issue date multiplied by the issue price per Security.

***Underwriting agreement on a firm commitment basis:*** The offer of the Securities is not subject to an underwriting agreement on a firm commitment basis.

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

Fees are payable to the Distributor. The terms of the Securities confer on the Issuer, the calculation agent and certain other persons discretion in making judgements, determinations and calculations in relation to the Securities. Potential conflicts of interest may exist between the Issuer, calculation agent and holders of the Securities, including with respect to such judgements, determinations and calculations. The Issuer, CGML and/or any of their affiliates may also from time to time engage in transactions or enter into business relationships for their own account and/or possess information which affect or relate to the Securities and/or the Underlying(s). The Issuer, CGML and/or any of their affiliates have no obligation to disclose to investors any such information and may pursue actions and take steps that 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 Securities has an interest material to the offer.

<sup>29</sup> The wording "(formerly organised and managed by EuroTLX SIM S.p.A. merged with and into Borsa Italiana S.p.A.)" has been deleted to reflect the publication of the CGMFL Underlying Linked Notes Base Prospectus dated 17 December 2021.

**NOTA DI SINTESI**

<b>INTRODUZIONE E AVVERTENZE</b>				
<p>La Nota di Sintesi deve essere letta come una introduzione all'Attuale Prospetto di Base. Qualsiasi decisione da parte dell'investitore di investire negli Strumenti Finanziari deve essere effettuata considerando l'Attuale Prospetto di Base nel suo complesso. In determinate 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 a 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 negli Strumenti Finanziari.<sup>30</sup></p> <p><b>State 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 10.000 Unità di Euro 1,000 Certificati Call legati all'indice EURO STOXX ESG -X Select Dividend 30 Price EUR (ISIN: XS2336350652).</p>				
<p><b>Emittente:</b> Citigroup Global Markets Funding Luxembourg S.C.A. La sua sede legale è situata al 31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg ed il suo numero di telefono è +352 45 14 14 447. Il suo <i>Legal Entity Identifier</i> (identificativo dell'entità giuridica - "LEI") corrisponde al n. 549300EVRWDWFJUNNP53</p>				
<p><b>L'Offerente(i) Autorizzato(i):</b> L'offerente autorizzato è Icrea Banca S.p.A. – Istituto Centrale del Credito Cooperativo, Via Lucrezia Romana 41.47, 00178, Roma, Italia. L'Offerente Autorizzato è una società per azioni (S.p.A.) costituita secondo le leggi italiane operante principalmente secondo la legge italiana. Il suo LEI è NNVPP80YIZGEY2314M97 ("Offerente Autorizzato").</p>				
<p><b>Autorità Competente:</b> L' Attuale Prospetto di Base è stato approvato in data 17 dicembre 2021<sup>31</sup> dalla Central Bank of Ireland sita in New Wapping Street, North Wall Quay, Dublin 1, D01 F7X3, Irlanda (Contatto telefonico: +353 1 224 6000)</p>				
<b>INFORMAZIONI CHIAVE RIGUARDANTI L'EMITTENTE</b>				
<b>Chi è l'Emittente degli Strumenti Finanziari?</b>				
<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 come società in accomandita per azioni (<i>société in commandite par actions</i>) il 24 maggio 2012 secondo il diritto lussemburghese per una durata illimitata ed è registrato presso il Registro del commercio e delle società del Lussemburgo (<i>Registre de commerce et des sociétés, Luxembourg</i>) con il numero B 169.199. Codice LEI: 549300EVRWDWFJUNNP53.</p>				
<p><b>Attività principali dell'Emittente:</b> l'Emittente concede prestiti e altre forme di finanziamento a Citigroup Inc. e relative controllate (il "Gruppo") e pertanto può competere in qualsiasi mercato in cui il Gruppo è presente, e può finanziarsi in qualsiasi forma, anche attraverso l'emissione dei Titoli, e svolgere attività accessorie.</p>				
<p><b>Principali azionisti, incluse le partecipazioni dirette o indirette o di controllo e di chi:</b> le azioni dell'Emittente sono detenute da Citigroup Global Markets Funding Luxembourg GP S.à.r.l. e da Citigroup Global Markets Limited ("CGML" o il "Garante"). L'intero capitale sociale emesso da CGML è detenuto da Citigroup Global Markets Holdings Bahamas Limited, una controllata indiretta di Citigroup Inc.</p>				
<p><b>Direttori principali:</b> l'Emittente è gestito da Citigroup Global Markets Funding Luxembourg GP S.à r.l. in qualità di gestore (il "Corporate Manager"). I membri del consiglio di amministrazione del Corporate Manager sono Alberta Brusi, Vincent Mazzoli, Jonas Bossau, Milka Krasteva e Dimba Kier.</p>				
<p><b>Società di revisione legale:</b> la società di revisione legale autorizzata dell'Emittente (<i>reviseur d'entreprises agréé</i>) è KPMG Luxembourg Société Coopérative di 39, avenue J.F. Kennedy, L-1855, Lussemburgo.</p>				
<b>Quali sono le informazioni finanziarie relative all'Emittente?</b>				
<p>Le seguenti informazioni finanziarie chiave sono state estratte dal bilancio sottoposto a revisione non consolidato dell'Emittente, per gli esercizi chiusi al 31 dicembre 2020 e 2019 e dai risultati finanziari semestrali non consolidati non sottoposti a revisione dell'Emittente per il periodo concluso al 30 giugno 2021.</p>				
<b>Informazioni riepilogative – conto economico</b>				
	Esercizio chiuso il 31 dicembre 2020 (sottoposto a revisione)	Esercizio chiuso il 31 dicembre 2019 (sottoposto a revisione)	Semestre chiuso il 30 giugno 2021 (non sottoposto a revisione)	Semestre chiuso il 30 giugno 2020 (non sottoposto a revisione)
Utili ante imposte (in migliaia di USD)	113	121	64	64
<b>Informazioni riepilogative – stato patrimoniale</b>				
	Esercizio chiuso il 31 dicembre 2020 (sottoposto a revisione)	Esercizio chiuso il 31 dicembre 2019 (sottoposto a revisione)	Semestre chiuso il 30 giugno 2021 (non sottoposto a revisione)	
Debito finanziario netto (debito a lungo termine più debito a breve termine meno liquidità) (in migliaia di dollari statunitensi)	18.588.258	12.746.867	23.442.327	
Coefficiente attuale (attività correnti/passività correnti)	100%	100%	100%	
Rapporto di indebitamento (passività totali/patrimonio netto totale)	1868714%	1395849%	2241453%	

<sup>30</sup> La definizione "Prospetto di Base" è stata sostituita con "Attuale Prospetto di Base" al fine di riflettere la pubblicazione del CGMFL Underlying Linked Notes Base Prospectus del 17 Dicembre 2021.

<sup>31</sup> La frase "Il Prospetto di Base è stato approvato in data 18 dicembre 2020" è sostituita con "L' Attuale Prospetto di Base è stato approvato in data 17 dicembre 2021" al fine di riflettere la pubblicazione del CGMFL Underlying Linked Notes Base Prospectus del 17 Dicembre 2021.

Tasso di copertura degli oneri finanziari (reddito operativo/interessi passivi)*	Non Applicabile	Non Applicabile	Non Applicabile	Non Applicabile
<b>Informazioni riepilogative – rendiconto finanziario</b>				
	<b>Esercizio chiuso il 31 dicembre 2020</b> (sottoposto a revisione)	<b>Esercizio chiuso il 31 dicembre 2019</b> (sottoposto a revisione)	<b>Semestre chiuso il 30 giugno 2021</b> (non sottoposto a revisione)	<b>Semestre chiuso il 30 giugno 2020</b> (non sottoposto a revisione)
Flussi di cassa netti da attività operative (in migliaia di USD)	-11.875	9.381	-18.100	-13.277
Flussi di cassa netti da attività di finanziamento (in migliaia di USD)	4.871.709	3.518.482	4.409.702	3.901.494
Flussi di cassa netti da attività di investimento (in migliaia di USD)	-4.871.701	-3.518.473	-4.409.702	-3.901.494

\*In conformità agli IFRS, L'Emittente non presenta interessi passivi di gestione

**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.

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

L'Emittente è soggetto ai seguenti rischi principali:

- L'Emittente è esposto al rischio di credito infragruppo. Di volta in volta, l'Emittente conclude operazioni in derivati con CGML per compensare o coprire le proprie passività verso i portatori dei titoli in base ai titoli da esso emessi (che possono includere gli Strumenti Finanziari). Pertanto, in relazione a tali operazioni su derivati l'Emittente è esposto al rischio di credito di CGML sotto forma di rischio di controparte. In particolare, la capacità dell'Emittente di adempiere agli obblighi che gli competono ai sensi degli Strumenti Finanziari dipende principalmente dal tempestivo adempimento da parte di CGML dei propri obblighi di controparte nei confronti dell'Emittente in relazione a tali operazioni su derivati e qualsiasi inadempienza da parte di CGML incide negativamente sulla capacità dell'Emittente di adempiere agli obblighi che gli competono ai sensi degli Strumenti Finanziari. I portatori di titoli non avranno alcun ricorso nei confronti di CGML ai sensi di tali operazioni su derivati.
- 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 del 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.

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#### INFORMAZIONI PRICIPALI SUGLI STRUMENTI FINANZIARI

##### Quali sono le caratteristiche principali degli Strumenti Finanziari?

**Tipologia e categoria degli Strumenti Finanziari, inclusi i numeri di identificazione dello strumento finanziario:** Gli Strumenti Finanziari sono strumenti derivati nella forma di Certificati Italiani Quotati e sono legati ad un sottostante azionario. Gli Strumenti Finanziari saranno accentrati e regolati tramite Euroclear Bank S.A./N.V. e/o Clearstream Banking *société anonyme*.

La data di emissione degli Strumenti Finanziari è il 31 gennaio 2022. Il prezzo di emissione degli Strumenti Finanziari è pari a EUR 1.000 per Strumento Finanziario.

Numero di serie: CGMFL42680; ISIN: XS2336350652; Common Code: 233635065; CFI: DEXXTX; FISN: CITIGROUP GLOBA/UT 20270208; CUSIP: 5C02CO9B7.

**Valuta, denominazione specifica, importo di calcolo; numero degli Strumenti Finanziari e data di chiusura finale:** Gli Strumenti finanziari sono denominati in Euro. Gli Strumenti Finanziari hanno denominazione specifica di 1 Unità (ogni Unità equivale ad EUR 1,000 in importo nozionale degli Strumenti Finanziari) e l'ammontare di calcolo è 1 Unità. Il numero di Strumenti Finanziari da emettere è fino a 10.000 Unità (ogni Unità equivale ad EUR 1,000 in importo nozionale degli Strumenti Finanziari).

**Data di Regolamento Finale:** 8 febbraio 2027. Questa è la data in cui è previsto il regolamento degli Strumenti Finanziari, subordinatamente alla chiusura anticipata degli Strumenti Finanziari. Gli Strumenti Finanziari saranno esercitati automaticamente l'8 febbraio 2027 e la data di scadenza (Data di

<sup>32</sup> Il paragrafo "Se l'autorità di risoluzione pertinente è convinta che l'Emittente stia fallendo o rischi di fallire, e a condizione che siano soddisfatte alcune altre condizioni, l'Emittente potrebbe essere soggetto ad azioni intraprese dall'autorità di risoluzione, tra cui potenzialmente la svalutazione dei crediti dei creditori non garantiti dell'Emittente (come gli Strumenti Finanziari) e la conversione dei crediti non garantiti (come gli Strumenti Finanziari) in altri strumenti (es. ad esempio azioni), il trasferimento di tutta o parte dell'attività dell'Emittente ad un'altra entità, o altre misure di risoluzione. Come risultato di tali azioni, gli investitori potrebbero perdere parte o tutto il loro investimento negli Strumenti Finanziari." è stato eliminato al fine di riflettere la pubblicazione del CGMFL Underlying Linked Notes Base Prospectus del 17 Dicembre 2021.

Scadenza) degli Strumenti Finanziari è l'8 febbraio 2027.

**Rendimenti connessi agli Strumenti Finanziari:**

Gli Strumenti Finanziari non pagano alcun coupon. Il rendimento degli Strumenti Finanziari deriverà dal potenziale pagamento di un Importo di Regolamento Opzionale, a seguito del regolamento anticipato degli Strumenti Finanziari dovuto all'esercizio da parte dell'Emittente della sua opzione call (*call option*) e, a meno che gli Strumenti Finanziari non siano stati precedentemente regolati o acquistati e cancellati, il pagamento dell'Importo di Regolamento alla Data di Regolamento Finale degli Strumenti Finanziari.

Importo di Regolamento Opzionale: L'Emittente può, dopo aver dato un preavviso non inferiore a 5 giorni lavorativi, regolare i titoli (in tutto ma non in parte) ad una Data di Regolamento Opzionale ad un importo di regolamento opzionale in relazione a ciascun Strumento Finanziario specificato nella tabella di seguito per tale Data di Regolamento Opzionale.

Dove:

Data di Regolamento Opzionale: ciascuna data specificata nella tabella di seguito.

Data di Regolamento Opzionale	Importo di Regolamento Opzionale
7 febbraio 2023	Euro 1,100
7 febbraio 2024	Euro 1,200
7 febbraio 2025	Euro 1,300
9 febbraio 2026	Euro 1,400

Importo di Regolamento: A meno che gli Strumenti Finanziari non siano stati preventivamente regolati o acquistati o cancellati, se:

- a) non si sia verificato un Evento Barriera di Regolamento, l'Emittente regolerà ogni Strumento Finanziario alla Data di Regolamento Finale per un importo pari al prodotto tra (a) l'Importo di Calcolo e (b) la somma del 100% della Performance Finale del Sottostante della Performance Finale. Espresso con la seguente formula:

$$CA \times (100\% + \text{Performance Finale del Sottostante della Performance Finale})$$

- b) si è verificato un Evento Barriera di Regolamento, l'Emittente regolerà ogni Strumento Finanziario alla Data di Regolamento Finale con un importo pari al prodotto tra (a) l'Importo di Calcolo e (b) la somma del 100% della Performance Finale del Sottostante della Performance Finale. Espresso con la seguente formula:

$$CA \times (100\% + \text{Performance Finale del Sottostante della Performance Finale})$$

Soggetto ad un importo minimo di Euro 900

Dove:

Importo di Calcolo o CA: Euro 1.000.

Livello Finale di Barriera: 100% del Livello Iniziale di Regolamento del Sottostante della Barriera di Regolamento.

Performance Finale: in relazione al Sottostante di Regolamento, un importo espresso come percentuale pari al Livello di Riferimento Finale del Sottostante di Regolamento meno il relativo Livello Strike di Regolamento, tutto diviso per il suo Livello Iniziale di Regolamento. Espresso con la seguente formula:

$$\frac{\text{Livello di Riferimento Finale} - \text{Livello Strike di Regolamento}}{\text{Livello Iniziale di Regolamento}}$$

Livello Iniziale di Regolamento

Sottostante della Performance Finale: il Sottostante di Regolamento.

Livello di Riferimento Finale: in relazione al Sottostante di Regolamento, il livello di chiusura del sottostante per tale Sottostante di Regolamento alla Data di Valutazione Finale.

Data(e) di Valutazione Finale: 1 febbraio 2027, soggetta ad aggiustamenti.

Evento Barriera di Regolamento: se alla relativa Data di Osservazione della Barriera di Regolamento, il livello di chiusura sottostante del Sottostante della Performance Finale (il "**Sottostante della Barriera di Regolamento**") è minore del Livello Finale di Barriera.

Data di Osservazione della Barriera di Regolamento: 1 febbraio 2027, soggetta ad aggiustamenti.

Livello Iniziale di Regolamento: in relazione al Sottostante di Regolamento, il livello di chiusura del sottostante per tale Sottostante di Regolamento per la Data Strike di Regolamento.

Data Strike di Regolamento: 31 gennaio 2022, soggetta ad aggiustamenti.

Livello Strike di Regolamento: in relazione al Sottostante di Regolamento, il Livello Iniziale di Regolamento di tale Sottostante di Regolamento.

Sottostante di Regolamento: il Sottostante specificato come sottostante ai fini delle previsioni di regolamento nella tabella del sottostante di seguito.

Il Sottostante				
Descrizione	Sottostante ai fini delle previsioni del coupon	Sottostante ai fini delle previsioni di regolamento	Sottostante ai fini delle previsioni di regolamento anticipato obbligatorio	Pagina Elettronica
Indice EURO STOXX ESG- X Select Dividend 30 Price EUR (ISIN: CH0581652788)	No	Si	No	Bloomberg Page: SD3EX Index

**Regolamento Anticipato:** Gli Strumenti Finanziari possono essere regolati anticipatamente a seguito del verificarsi di alcuni eventi o circostanze specifiche (ad esempio, compreso un evento che influisce sul Sottostante (o sui Sottostanti) o sugli accordi di copertura dell'Emittente, un evento 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 degli Strumenti Finanziari

**Rettifiche:** I termini e le condizioni degli Strumenti Finanziari contengono disposizioni, incluse le disposizioni relative agli eventi che riguardano il/i Sottostante/i o gli accordi di copertura in relazione agli Strumenti Finanziari, le disposizioni relative alla turbativa del mercato e le disposizioni relative alle successive correzioni del prezzo del/i Sottostante/i e i dettagli delle conseguenze di tali eventi. Tali disposizioni possono consentire, se del caso, di apportare modifiche ai termini e alle condizioni degli Strumenti Finanziari. I termini e le condizioni degli Strumenti Finanziari permettono inoltre la rettifica delle date di pagamento per i giorni non lavorativi.

**Assemblee:** I termini e le condizioni degli Strumenti Finanziari contengono disposizioni per la convocazione di assemblee dei possessori degli Strumenti Finanziari 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:** gli Strumenti Finanziari saranno regolati dalla legge inglese.

**Bail-in:**<sup>33</sup>Qualsiasi esercizio di tale potere di bail-in o altra azione intrapresa da un'autorità di risoluzione delle crisi nei confronti dell'Emittente o del Garante potrebbe materialmente influire negativamente sul valore e sulla remunerazione degli Strumenti Finanziari

**Stato degli Strumenti Finanziari:** Gli Strumenti Finanziari 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:** Gli Strumenti Finanziari saranno liberamente trasferibili, salvo le restrizioni di offerta, vendita e trasferimento previste dalle leggi vigenti in qualsiasi giurisdizione in cui gli Strumenti Finanziari sono offerti o venduti.

#### Dove verranno negoziati gli Strumenti Finanziari?

E' presentata istanza da parte dell'Emittente (o per suo conto) affinché gli Strumenti Finanziari siano ammessi a negoziazione sul sistema multilaterale di negoziazione EuroTLX organizzato e gestito da Borsa Italiana S.p.A.<sup>34</sup> ("EuroTLX").

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:** CGML è una società per azioni non quotata costituita in Inghilterra e Galles il 21 ottobre 1983. CGML opera in base al diritto di Inghilterra e Galles ed è domiciliata in Inghilterra. La sede legale della società è in Citigroup Centre, Canada Square, Canary Wharf, Londra E14 5LB e il suo numero di telefono è +44 (0)207 986 4000. Il numero di registrazione di CGML è 01763297 sul registro gestito da Companies House. Codice LEI: XKZZ2JZF41MRHTR1V493. CGML è una controllata indiretta partecipata al 100% di Citigroup Inc. e ha una presenza internazionale importante come dealer, market maker e sottoscrittore, oltre a fornire servizi di consulenza a una vasta gamma di clienti aziendali, istituzionali e governativi.

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

<sup>33</sup> Il paragrafo "Ciascun possessore degli Strumenti Finanziari riconosce, accetta, acconsente e concorda, con il suo acquisto degli Strumenti Finanziari, di essere vincolato dall'esercizio di qualsiasi potere di bail-in da parte dell'autorità di risoluzione competente in relazione agli Strumenti Finanziari." è stato eliminato al fine di riflettere la pubblicazione del CGMFL Underlying Linked Notes Base Prospectus del 17 Dicembre 2021.

<sup>34</sup> La frase "(in precedenza gestito da EuroTLX SIM S.p.A. fusa per incorporazione in Borsa Italiana S.p.A.)" è stata eliminata al fine di riflettere la pubblicazione del CGMFL Underlying Linked Notes Base Prospectus del 17 Dicembre 2021.

sia obbligatorie che di applicazione generale.

**Informazioni finanziarie principali del Garante:** le seguenti informazioni finanziarie principali sono state estratte dai bilanci non consolidati sottoposti a revisione del Garante per gli esercizi chiusi al 31 dicembre 2020 e 2019, e dai risultati finanziari semestrali non consolidati non sottoposti a revisione del Garante per il semestre concluso il 30 giugno 2021.

	Esercizio chiuso il 31 dicembre 2020 (sottoposto a revisione)	Esercizio chiuso il 31 dicembre 2019 (sottoposto a revisione)	Semestre chiuso il 30 giugno 2021 (non sottoposto a revisione)	Semestre chiuso il 30 giugno 2020 (non sottoposto a revisione)
Utile al netto delle imposte (in milioni di USD)	1.023	311	360	884
	Esercizio chiuso il 31 dicembre 2020 (sottoposto a revisione)	Esercizio chiuso il 31 dicembre 2019 (sottoposto a revisione)	Semestre chiuso il 30 giugno 2021 (non sottoposto a revisione)	
Indebitamento finanziario netto (debito a lungo termine più debito a breve termine meno liquidità) (in milioni di USD)	12.442	15.084	10.867	
Rapporto di indebitamento (passività totali/patrimonio netto totale)	23	23	17	
	Esercizio chiuso il 31 dicembre 2020 (sottoposto a revisione)	Esercizio chiuso il 31 dicembre 2019 (sottoposto a revisione)	Semestre chiuso il 30 giugno 2021 (non sottoposto a revisione)	Semestre chiuso il 30 giugno 2020 (non sottoposto a revisione)
Flussi di cassa netti da attività operative (in milioni di USD)	301	(809)	741	432
Flussi di cassa netti da attività di finanziamento (in milioni di USD)	2.333	333	3.331	331
Flussi di cassa netti da attività di investimento (in milioni di USD)	(690)	(762)	(1.736)	(321)

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

#### Fattori di rischio associati al Garante:

Il Garante è soggetto ai seguenti rischi principali:

- Il Garante è esposto a concentrazioni di rischio, in particolare al rischio di credito e al rischio di mercato. Poiché gli sviluppi normativi o di mercato continuano a portare a una maggiore centralizzazione delle attività di negoziazione, il Garante potrebbe sperimentare un aumento della concentrazione di rischio, che potrebbe limitare l'efficacia di qualsiasi strategia di copertura e causare perdite significative per il Garante. Il Garante può risentire di problemi macroeconomici, geopolitici e di altro tipo, incertezze e volatilità, inclusa la pandemia mondiale COVID-19, che possono influire negativamente sulle attività del Garante e sulla sua capacità di adempiere agli obblighi che gli competono in relazione agli Strumenti Finanziari, nonché sul valore e sul rendimento degli Strumenti Finanziari.
- 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 degli Strumenti Finanziari 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.
- Se l'autorità di risoluzione pertinente è convinta che il Garante stia fallendo o rischi di fallire, e a condizione che siano soddisfatte alcune altre condizioni, il Garante potrebbe essere soggetto ad azioni intraprese dall'autorità di risoluzione, tra cui potenzialmente la svalutazione dei crediti dei creditori non garantiti del Garante (come nell'atto di garanzia) e la conversione dei crediti non garantiti (come nell'atto di garanzia) in altri strumenti (es. ad esempio azioni), il trasferimento di tutta o parte dell'attività del Garante ad un'altra entità, o altre misure di risoluzione. Come risultato di tali azioni, gli investitori potrebbero perdere parte o tutto il loro investimento nei Titoli.

#### Quali sono i rischi principali che sono specifici per gli Strumenti Finanziari?

Gli Strumenti Finanziari sono soggetti ai seguenti principali rischi:

- Dovete essere pronti a sostenere una perdita totale o parziale del prezzo di acquisto dei vostri Strumenti Finanziari. Il valore degli Strumenti Finanziari prima del loro rimborso programmato può variare a causa di una serie di fattori interconnessi, tra cui il valore, il rendimento dei dividendi e la volatilità del/i Sottostante/i e qualsiasi cambiamento nei tassi di interesse intermedi, se applicabili, e una vendita degli Strumenti Finanziari prima del loro rimborso programmato può avvenire ad uno sconto sostanziale rispetto al prezzo di acquisto originale e si può perdere parte o tutto il proprio investimento. Se, alla scadenza, si è verificato un Evento Barriera di Regolamento ed il Livello di Riferimento Finale del Sottostante di Regolamento è inferiore al suo Livello Iniziale di Regolamento, gli Strumenti Finanziari potrebbero essere rimborsati

inferiormente rispetto al vostro investimento iniziale o addirittura zero. Inoltre, non riceverete alcun coupon per la durata degli Strumenti Finanziari.

- Gli obblighi dell'Emittente ai sensi degli Strumenti Finanziari e gli obblighi del Garante previsti dall'atto di garanzia rappresentano obblighi contrattuali generali per ciascuna rispettiva entità e nessun'altra persona. Di conseguenza, i pagamenti effettuati ai sensi degli Strumenti Finanziari sono esposti al rischio di credito dell'Emittente e del Garante. I portatori degli Strumenti Finanziari non potranno fare ricorso ad alcuna attività garantita dell'Emittente e del Garante nel caso in cui l'Emittente o il Garante non siano in grado di soddisfare gli obblighi che loro competono ai sensi degli Strumenti Finanziari, neanche in caso di insolvenza, e quindi rischiano di perdere una parte o la totalità del proprio investimento.
- Gli Strumenti Finanziari potrebbero non avere un mercato di negoziazione consolidato al momento dell'emissione e tale mercato potrebbe non svilupparsi mai. Di conseguenza, gli investitori devono essere pronti a detenere gli Strumenti Finanziari fino alla scadenza. Qualora un mercato si sviluppasse, potrebbe non essere molto liquido. Di conseguenza, l'investitore potrebbe incontrare difficoltà a vendere facilmente i propri Strumenti Finanziari o potrebbe non riuscirvi affatto o potrebbe essere in grado di venderli a prezzi pari o superiori all'investimento iniziale o, ancora, tale prezzo potrebbe essere sostanzialmente inferiore al prezzo di acquisto originale. L'illiquidità può incidere in misura negativa rilevante sul valore di mercato degli Strumenti Finanziari.
- Gli importi dovuti a fronte degli Strumenti Finanziari sono legati all'andamento del/i Sottostante/i, che è un indice di titoli. Gli sviluppi economici, finanziari e politici globali, tra le altre cose, possono avere un effetto materiale sul valore dei titoli componenti il Sottostante (o i Sottostanti), e/o sulla performance dello stesso, e negli ultimi anni, i tassi di cambio delle valute e i prezzi dei titoli componenti sono stati altamente volatili. Ciò può a sua volta influenzare il valore e il rendimento dei Titoli.
- Gli Strumenti Finanziari non creano una partecipazione effettiva in, o la proprietà di, un Sottostante. Uno Strumento Finanziario non rappresenterà un credito nei confronti di un Sottostante e, nel caso in cui l'importo pagato al momento del regolamento degli Strumenti Finanziari sia inferiore al vostro investimento, non potrete ricorrere ad un Sottostante o ad altri elementi che possano comprendere il Sottostante, in relazione a tali Strumenti Finanziari. Non avrete alcun interesse o beneficio legale in un Sottostante. Potreste ricevere un rendimento sugli Strumenti Finanziari inferiore a quello che avreste ricevuto se aveste investito direttamente in un Sottostante o attraverso un altro prodotto.
- Laddove (i) un benchmark sia materialmente modificato, cancellato o il suo utilizzo sia proibito, (ii) qualsiasi autorizzazione o simile rispetto ad un benchmark o al suo amministratore o sponsor non sia stata, o non sarà, ottenuta o sia stata, o sarà, rifiutata o simile in modo tale che l'Emittente o qualsiasi altra entità non sia, o non sarà, autorizzato/a ad utilizzare il benchmark, (iii) non sia commercialmente ragionevole continuare ad utilizzare un benchmark a causa di restrizioni di licenza o cambiamenti nei costi di licenza o (iv) un supervisore e/o sponsor annuncia ufficialmente che un benchmark non è più rappresentativo, o a partire da una data futura specificata non sarà più rappresentativo, di alcun mercato o realtà economica sottostante rilevante che tale benchmark è destinato a misurare, possono essere apportate rettifiche agli Strumenti Finanziari che possono includere la selezione di uno o più benchmark successivi e le relative rettifiche. In alternativa, può essere applicato il rimborso anticipato degli Strumenti Finanziari. Qualsiasi aggiustamento di questo tipo può avere un effetto negativo sul valore, sul rendimento o sul mercato degli Strumenti Finanziari, e se gli Strumenti Finanziari vengono rimborsati anticipatamente, l'importo rimborsato potrebbe essere sostanzialmente inferiore al vostro investimento iniziale e potreste quindi sostenere una perdita
- I termini e le condizioni degli Strumenti Finanziari includono disposizioni relative al rinvio delle date in cui si prevede di ottenere il livello di un Sottostante. Tale rinvio o disposizioni alternative di valutazione previste nei termini e condizioni degli Strumenti Finanziari possono avere un effetto negativo sul valore di tali Strumenti Finanziari. L'agente di calcolo può effettuare rettifiche alle condizioni degli Strumenti Finanziari per tenere conto dell'effetto di alcuni eventi di rettifica che si verificano in relazione agli Strumenti Finanziari o ad un Sottostante e/o ad accordi di copertura, o può sostituire un Sottostante con un nuovo indice di titoli. Tali rettifiche possono avere un effetto negativo sul valore di tali Strumenti Finanziari. In determinate circostanze (ad esempio, se l'agente di calcolo determina che non è ragionevolmente possibile effettuare alcun calcolo, aggiustamento o sostituzione, a seguito di un evento di default o di determinati eventi che influenzano un Sottostante o gli accordi di copertura dell'Emittente, o per ragioni relative alla tassazione o all'illegalità), gli Strumenti Finanziari possono essere regolati anticipatamente. Se gli Strumenti Finanziari vengono regolati anticipatamente, l'importo pagato potrebbe essere inferiore al vostro investimento iniziale e potreste quindi subire una perdita.
- La caratteristica di regolamento opzionale degli Strumenti Finanziari può limitare il loro valore di mercato. Durante qualsiasi periodo in cui l'Emittente può decidere di riscattare gli Strumenti Finanziari, il valore di mercato di tali Strumenti Finanziari generalmente non salirà sostanzialmente al di sopra del prezzo al quale possono essere riscattati. Se gli Strumenti Finanziari sono rimborsati anticipatamente a discrezione dell'Emittente, siete soggetti ad un rischio di reinvestimento, in quanto potreste non essere in grado di sostituire il vostro investimento negli Strumenti Finanziari con un investimento che abbia un profilo simile di possibilità e rischi come quelli degli Strumenti Finanziari.
- L'efficacia dell'offerta degli Strumenti Finanziari sarà subordinata all'ammissione alla negoziazione entro la data di emissione. Nel caso in cui tale ammissione alla negoziazione non avvenga entro la data di emissione, l'Emittente ritirerà l'offerta, l'offerta sarà considerata nulla e non valida e i relativi Strumenti Finanziari non saranno emessi. Di conseguenza, non riceverete alcuno Strumento Finanziario, i diritti di sottoscrizione degli Strumenti Finanziari saranno cancellati e non avrete diritto ad alcun indennizzo.

#### INFORMAZIONI CHIAVE SULL'OFFERTA DEGLI STRUMENTI FINANZIARI AL PUBBLICO E/O SULL'AMMISSIONE ALLE NEGOZIAZIONI SU DI UN MERCATO REGOLAMENTATO

##### **Regolamento dell'offerta:**

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 (la "**Giurisdizione dell'Offerta al Pubblico**") durante il periodo che inizia il 15 dicembre 2021 (incluso) e termina il 28 gennaio 2022 (incluso) (il "**Periodo di Offerta**").

Gli Investitori possono presentare domanda di sottoscrizione degli Strumenti Finanziari durante il normale orario di apertura delle banche in Italia presso le filiali di Icrea Banca S.p.A. - Istituto Centrale del Credito Cooperativo (il "**Collocatore**") dal 15 dicembre 2021 (incluso) al 28 gennaio 2022 (incluso), salvo chiusura anticipata o estensione del Periodo di Offerta.

Gli Strumenti Finanziari potranno essere collocati in Italia in luogo diverso dalla sede legale o dalle dipendenze del Collocatore (c.d. "**offerta fuori sede**") mediante consulenti finanziari abilitati all'offerta fuori sede, ai sensi dell'articolo 30 del D. Lgs. n. 58 del 24 febbraio 1998, come modificato (il "**Testo**")

**Unico della Finanza**”), durante il periodo che inizia il 15 dicembre 2021 (incluso) e termina il 21 gennaio 2022 (incluso), salvo chiusura anticipata o estensione del Periodo di Offerta.

Gli Strumenti Finanziari possono essere collocati anche mediante tecniche di comunicazione a distanza ai sensi dell'articolo 32 del Testo Unico della Finanza durante il periodo che inizia il 15 dicembre 2021 (incluso) e termina il 14 gennaio 2022 (incluso), salvo chiusura anticipata o estensione del Periodo di Offerta. In tal caso, gli investitori potranno sottoscrivere gli Strumenti Finanziari, dopo essere stati identificati dal Collocatore, utilizzando la propria password/il proprio codice di identificazione personale.

Ai sensi dell'art. 67-duodecies del D.Lgs. 206/2005 e successive modifiche (c.d. "Codice del Consumo"), la validità e l'efficacia dei contratti stipulati è sospesa per un periodo di quattordici giorni dalla data di sottoscrizione. Entro tale periodo l'investitore può comunicare il proprio recesso al collocatore senza alcun addebito o commissione.

Il Prezzo di Offerta è di EUR 1.000 per Strumento Finanziario (il "**Prezzo di Emissione**").

L'Emittente, d'accordo con il Collocatore, si riserva il diritto di aumentare il numero degli Strumenti Finanziari da emettere durante il Periodo di Offerta.

L'efficacia dell'offerta degli Strumenti Finanziari è subordinata condizionata all'ammissione a negoziazione degli Strumenti Finanziari sul mercato EuroTLX, un sistema multilaterale di negoziazione organizzato e gestito da Borsa Italiana S.p.A.<sup>35</sup>, entro la data di emissione, ossia il 31 gennaio 2022. Rispetto all'Offerente Autorizzato e i suoi clienti, le offerte di Strumenti Finanziari sono inoltre soggette alle condizioni che possono essere concordate tra i medesimi e/o previste dagli accordi in essere tra i medesimi.

**Stima delle spese o imposte, caricate sull'investitore dall'Emittente/offerente:** Il Prezzo di Emissione di EUR 1.000 per Strumento Finanziario include una commissione di collocamento fino al 2,00 per cento (2,00%) del Prezzo di Emissione pagata dall'Emittente al Collocatore.

La commissione di collocamento sarà pubblicata entro cinque Giorni Lavorativi dal termine del Periodo di Offerta tramite il sito internet dell'Emittente (<https://it.citifirst.com/Home>).

#### **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 se diversi dalla realizzazioni di utili:** I proventi netti dell'emissione degli Strumenti Finanziari saranno utilizzati principalmente per concedere prestiti o altre forme di finanziamento a CGML e a qualsiasi entità appartenente al medesimo Gruppo, e potranno essere utilizzati per finanziare l'Emittente stesso. L'importo netto stimato dei proventi netti è pari al numero finale degli Strumenti Finanziari emessi alla data di emissione moltiplicato per il prezzo di emissione per Strumento Finanziario.

**Accordo di sottoscrizione sulla base di un impegno irrevocabile:** L'offerta degli Strumenti Finanziari 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 termini degli Strumenti Finanziari conferiscono all'Emittente, all'agente di calcolo e ad alcuni altri soggetti la discrezionalità nell'effettuare giudizi, determinazioni e calcoli in relazione agli Strumenti Finanziari. Potenziali conflitti di interesse possono esistere tra l'Emittente, l'agente di calcolo ed i detentori degli Strumenti Finanziari, anche in relazione a tali giudizi, determinazioni e calcoli. L'Emittente, CGML 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 agli Strumenti Finanziari e/o al/i Sottostante/i. L'Emittente, CGML 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 degli Strumenti Finanziari ha un interesse rilevante nell'offerta.

<sup>35</sup> La frase "(in precedenza organizzato e gestito da EuroTLX SIM S.p.A. fusa per incorporazione in Borsa Italiana S.p.A.)" è stata eliminata al fine di riflettere la pubblicazione del CGMFL Underlying Linked Notes Base Prospectus del 17 Dicembre 2021.