

**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.

**The Securities do not constitute a participation in a collective investment scheme in the meaning of the Swiss Federal Act on Collective Investment Schemes (CISA). They are neither subject to authorisation nor supervision by the Swiss Financial Market Supervisory Authority FINMA (FINMA), and investors in Securities will not benefit from protection under the CISA or supervision by any Swiss regulatory authority and are exposed to the risk of the Issuer and Guarantor (if applicable).**

**Final Terms dated 19 July 2024**

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

**Legal Entity Identifier (LEI): 549300EVRWDWFJUNNP53**

Issue of Up to 20,000 Units of EUR 1,000 Memory Coupon Barrier Autocall Certificates Based Upon  
A.P. Moller - Maersk A/S due February 2026

Guaranteed by Citigroup Global Markets Limited  
Under the Citi 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:

- (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.

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).

The Securities and the CGMFL Deed of Guarantee have not been and will not be registered under the United States Securities Act of 1933, as amended (the **Securities Act**) or any state securities law. The Securities and the CGMFL Deed of Guarantee are being offered and sold outside the United States to non-U.S. persons in reliance on Regulation S under the Securities Act (**Regulation S**) and may not be offered or sold within the United States or to, or for the account or benefit of, any U.S. person (as defined in Regulation S). Each purchaser of the Securities or any beneficial interest therein will be

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

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

## PART A – CONTRACTUAL TERMS

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

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth under the section entitled "*General Conditions of the Securities*", (including for the avoidance of doubt, each relevant Schedule) applicable to the Underlying in the Base Prospectus and the Supplements, which together constitute a base prospectus for the purposes of the EU Prospectus Regulation.

The Final Terms will be and the Base Prospectus as so supplemented has been filed and deposited with a review body in Switzerland for entry on the list according to Article 64(5) of FinSA for the purposes of an offer of the Securities to the public in Switzerland on the basis of the combination of this Final Terms and the Base Prospectus as so supplemented. For this purpose references in this Final Terms to "Non-exempt Offer" are to "non-exempt public offer in Switzerland" and to "Public Offer Jurisdictions" mentioned in item 9 of Part B below are to include Switzerland, regardless of Switzerland not being a Member State of the EEA. 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.

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 the Issuer (<https://it.citifirst.com> and <https://ch.citifirst.com/EN/Home>). In addition, this Final Terms is available on the website of the Issuer (<https://it.citifirst.com> and <https://ch.citifirst.com/EN/Home>).

For the purposes hereof, **Base Prospectus** means the CGMFL Underlying Linked Notes Base Prospectus relating to the Programme dated 15 December 2023, as supplemented by a Supplement (No. 1) dated 30 January 2024 ("**Supplement No. 1**"), a Supplement (No.2) dated 13 March 2024 ("**Supplement No.2**"), a Supplement (No.3) dated 30 April 2024 ("**Supplement No.3**") and a Supplement (No.4) dated 22 May 2024 ("**Supplement No.4**", and together with Supplement No.1, Supplement No.2 and Supplement No.3 the "**Supplements**").

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

1. (i) Issuer: Citigroup Global Markets Funding Luxembourg S.C.A.
  - (ii) Guarantor: Citigroup Global Markets Limited
  2. (i) Type of Security: Italian Listed Certificates
  - (ii) Series Number: CGMFL81696
  - (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 20,000 Units (each Unit being EUR 1,000 in principal amount of the Securities)
    - (ii) Tranche: Up to 20,000 Units (each Unit being EUR 1,000 in principal amount of the Securities)

The Securities are issued in Units. Accordingly, references herein to a Unit 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: EUR 1,000 per Security
  6. (i) Specified Denominations: 1 Unit
  - (ii) Calculation Amount: 1 Unit
  7. (i) Trade Date: 2 August 2024
  - (ii) Issue Date: 9 August 2024
  - (iii) Premium Commencement Date: Not Applicable
  8. Final Termination Date: 9 February 2026
  9. Type of Securities: Fixed Rate Securities and Lookback Securities. The Securities do not bear or pay any premium if a Premium Barrier Event does not occur
- Mandatory Early Termination Provisions are applicable as specified in item 14(iii) below
- The Securities are Underlying Linked Securities and the Termination Amount of the Securities is determined in accordance with item 14(iv) and, as the Underlying Linked Securities Termination Provisions

are applicable, item 14(v) below

The Securities are Cash Settled Securities

10. Put/Call Options: Not Applicable

11. (i) Status of the Securities: Senior

(ii) Status of the CGMHI Deed of Guarantee: Not Applicable

(iii) Status of the CGMFL Deed of Guarantee: Senior

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

12. **Underlying Linked Securities Provisions:** Applicable – the provisions in the Valuation and Settlement Schedule apply (subject as provided in any relevant Underlying Schedule)

(i) Underlying:

(A) Description of Underlyings(s): Common stock of the Share Company (ISIN: DK0010244508)

(B) Classification: Share

(C) Electronic Page: Bloomberg Page: MAERSKB DC Equity

(ii) Particulars in respect of each Underlying:

Share(s):

(A) Share Company: A.P. Moller - Maersk A/S

(B) Exchange(s): NASDAQ OMX Copenhagen

(C) Related Exchange(s): All Exchanges

(D) Stapled Share: Not Applicable

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

(A) Additional Disruption Event(s): Increased Cost of Stock Borrow

Loss of Stock Borrow

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

(B) Share Substitution: Applicable

Share Substitution Criteria: Reference Index

(C) Additional Adjustment Event(s): Share Condition 4 – Corporate Action: Applicable

Early Termination Option: Applicable

Early Termination Amount: Fair Market Value

Deduction of Hedge Costs: Applicable

Deduction of Issuer Costs and Hedging and Funding Costs: Applicable

Pro Rata Issuer Cost Reimbursement: Not Applicable

Additional Costs on account of Early Termination: Not Applicable

Share Condition 4 – Delisting: Applicable

Early Termination Option: Applicable

Early Termination Amount: Fair Market Value

Deduction of Hedge Costs: Applicable

Deduction of Issuer Costs and Hedging and Funding Costs: Applicable

Pro Rata Issuer Cost Reimbursement: Not Applicable

Additional Costs on account of Early Termination: Not Applicable

Share Condition 4 – Insolvency: Applicable

Early Termination Option: Applicable

Early Termination Amount: Fair Market Value

Deduction of Hedge Costs: Applicable

Deduction of Issuer Costs and Hedging and Funding Costs: Applicable

Pro Rata Issuer Cost Reimbursement: Not Applicable

Additional Costs on account of Early Termination:  
Not Applicable

Share Condition 4 – Merger Event: Applicable

Early Termination Option: Applicable

Early Termination Amount: Fair Market Value

Deduction of Hedge Costs: Applicable

Deduction of Issuer Costs and Hedging and Funding  
Costs: Applicable

Pro Rata Issuer Cost Reimbursement: Not Applicable

Additional Costs on account of Early Termination:  
Not Applicable

Share Condition 4 – Nationalisation: Applicable

Early Termination Option: Applicable

Early Termination Amount: Fair Market Value

Deduction of Hedge Costs: Applicable

Deduction of Issuer Costs and Hedging and Funding  
Costs: Applicable

Pro Rata Issuer Cost Reimbursement: Not Applicable

Additional Costs on account of Early Termination:  
Not Applicable

Share Condition 4 – Tender Offer: Applicable

Early Termination Option: Applicable

Early Termination Amount: Fair Market Value

Deduction of Hedge Costs: Applicable

Deduction of Issuer Costs and Hedging and Funding  
Costs: Applicable

Pro Rata Issuer Cost Reimbursement: Not Applicable

Additional Costs on account of Early Termination:  
Not Applicable

Share Condition 4 – De-stapling Event: Not  
Applicable

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

	(D) Dividend Adjusted Performance:	Not Applicable
(iv)	Trade Date:	2 August 2024
(v)	Realisation Disruption:	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): 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)	Early 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: Not Applicable

(x)	Change in Law:	<p>Applicable</p> <p>Illegality: Applicable</p> <p>Material Increased Cost: Applicable</p> <p>Early Termination Option: Applicable</p> <p>Early Termination Amount: Fair Market Value</p> <p>Deduction of Hedge Costs: Applicable</p> <p>Deduction of Issuer Costs and Hedging and Funding Costs: Applicable</p> <p>Additional Costs on account of Early Termination: Not Applicable</p>
(xi)	Increased Cost of Hedging:	<p>Applicable</p> <p>Early Termination Option: Applicable</p> <p>Early Termination Amount: Fair Market Value</p> <p>Deduction of Hedge Costs: Applicable</p> <p>Deduction of Issuer Costs and Hedging and Funding Costs: Applicable</p> <p>Additional Costs on account of Early Termination: Not Applicable</p>
(xii)	Early Termination for Taxation Illegality:	<p>Applicable</p> <p>Early Termination Amount: Fair Market Value</p> <p>Deduction of Hedge Costs: Applicable</p> <p>Deduction of Issuer Costs and Hedging and Funding Costs: Applicable</p> <p>Pro Rata Issuer Cost Reimbursement: Not Applicable</p> <p>Additional Costs on account of Early Termination: Not Applicable</p>
(xiii)	Continuance of Securities Provision:	<p>Not Applicable</p>
(xiv)	Early Termination for Taxation for Obligor:	<p>Applicable</p> <p>Early Termination Amount: Fair Market Value</p> <p>Deduction of Hedge Costs: Applicable</p> <p>Deduction of Issuer Costs and Hedging and Funding Costs: Applicable</p>

		Pro Rata Issuer Cost Reimbursement: Not Applicable
		Additional Costs on account of Early Termination: Not Applicable
(xv)	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: Not Applicable
(xvi)	Minimum Return Amount:	Not Applicable

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

13.	<b>Premium Provisions:</b>	Applicable
(i)	Premium Strike Level, Specified Valuation Date(s), Premium Amount/Rate, IPR, Premium Payment Date(s), Specified Premium Valuation Date(s), Lower Premium Barrier Level, Upper Premium Barrier Level, Premium Barrier Level, Specified Premium Barrier Observation Date:	See Table below
(ii)	Non-Contingent Premium Provisions:	Not Applicable
(iii)	Premium Strike Dates:	Applicable for the purpose of determining whether a Premium Barrier Event has occurred
	Specified Premium Strike Date:	2 August 2024
(iv)	Underlying(s) relevant to premium, Interim Performance Provisions and provisions relating to levels of the Premium Underlying(s):	Applicable
	Underlying(s) relevant to premium:	
(A)	Premium Underlying:	The Underlying specified in item 12 above
(B)	Premium Barrier Underlying(s):	The Premium Underlying
	Interim Performance Provisions:	Not Applicable
(A)	Single Underlying Observation:	Not Applicable

- (B) Weighted Basket Not Applicable  
Observation:
- (C) Best of Basket Not Applicable  
Observation:
- (D) Worst of Basket Not Applicable  
Observation:
- (E) Outperformance Not Applicable  
Observation:
- (F) Arithmetic Mean Not Applicable  
Underlying Return:
- (G) Cliquet: Not Applicable
- (H) Himalaya Interim Not Applicable  
Performance – Asian  
Observation:

Provisions relating to levels of  
the Premium Underlying(s):

- (A) Premium Initial Level: For the purpose of determining whether a Premium  
Barrier Event has occurred: Closing Level on Premium  
Strike Date

- (B) Premium Reference Not Applicable  
Level:

- (v) Provisions relating to a Applicable  
Premium Barrier Event:

- (A) Premium Barrier Premium Barrier Event European Observation  
Event:

- (B) Premium Barrier Not Applicable  
Event Lock-In:

- (vi) Provisions relating to the rate or  
amount of premium due:

- (A) Fixed Rate Security Applicable  
Provisions:

- I. Accrual: Not Applicable

- II. Lookback Securities: Applicable

- III. Multi-Chance Securities: Not Applicable

- (B) Floating Rate Security Not Applicable  
Provisions:

- (C) CMS Rate Security: Not Applicable
- (D) Spread Securities: Not Applicable
- (E) Range Accrual (Expanded) Securities: Not Applicable
- (F) Inflation Rate Security Provisions: Not Applicable
- (G) Interim Performance Premium Provisions: Not Applicable
- (H) Buy the Dip Securities Premium Provisions: Not Applicable
- (I) Rollup Premium: Not Applicable
- (vii) Premium Underlying Valuation Provisions: Applicable
- (A) Valuation Disruption (Scheduled Trading Days): The provisions of Valuation and Settlement Condition 2(c)(i) (*Adjustments to Valuation Dates (Scheduled Trading Days)*) apply
- (B) Valuation Disruption (Disrupted Days): The provisions of Valuation and Settlement Condition 2(d)(i) (*Adjustments to Valuation Dates (Disrupted Days and Underlying Closing Levels)*) apply
- (C) Valuation Roll: Eight

**TABLE**

<b>Premium Barrier Level (%)</b>	<b>Specified Premium Barrier Observation Date</b>	<b>Premium Amount if a Premium Barrier Event occurs in respect of the relevant Premium Payment Date</b>	<b>Premium Payment Date</b>
greater than (or equal to) 65.00% of the Premium Initial Level of the relevant Premium Barrier Underlying	4 November 2024	EUR 25.00	12 November 2024
greater than (or equal to) 65.00% of the Premium Initial Level of the relevant Premium Barrier Underlying	3 February 2025	EUR 25.00	10 February 2025
greater than (or equal to) 65.00% of the Premium Initial Level of the relevant Premium Barrier Underlying	2 May 2025	EUR 25.00	9 May 2025
greater than (or equal to) 65.00% of the Premium Initial Level of the relevant Premium Barrier Underlying	4 August 2025	EUR 25.00	11 August 2025
greater than (or equal to) 65.00% of the Premium Initial Level of the relevant Premium Barrier Underlying	3 November 2025	EUR 25.00	10 November 2025

greater than (or equal to) 65.00%  
of the Premium Initial Level of  
the relevant Premium Barrier  
Underlying

2 February 2026

EUR 25.00

Final Termination  
Date

**14. Termination Provisions:**

- |       |  |                |
|-------|--|----------------|
| (i)   | Issuer Call                            | Not Applicable |
| (ii)  | Investor Put                           | Not Applicable |
| (iii) | Mandatory Early Termination Provisions | Applicable     |

General:

- |     |  |                 |
|-----|--|-----------------|
| (A) | Mandatory Early Termination Strike Level, Specified MER Valuation Date, Specified MER Upper Barrier Event Valuation Date, Lower MER Barrier Level, Upper MER Barrier Level, MER Barrier Level, Specified MER Barrier Observation Date, MER Amount, Upper Mandatory Early Termination Amount and Lower Mandatory Early Termination Amount, MERPR, MERPR Call, MERPR Put, MER Date, MER Coupon, MER Coupon Payment Date (as relevant): | See Table below |
|-----|--|-----------------|

- |     |  |  |
|-----|--|--|
| (B) | Specified Mandatory Early Termination Strike Date: | For the purpose of determining whether a MER Barrier Event has occurred: 2 August 2024 |
|-----|--|--|

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

- |     |  |  |
|-----|--|--|
| (A) | Mandatory Early Termination Underlying:            | The Underlying specified in item 12 above  |
| (B) | Mandatory Early Termination Barrier Underlying(s): | The Mandatory Early Termination Underlying |

Mandatory Early Termination Performance Provisions:	Not Applicable
Provisions relating to levels of the Mandatory Early Termination Underlying(s)	Applicable
(A) Mandatory Early Termination Initial Level:	For the purpose of determining whether a MER Barrier Event has occurred: Closing Level on Mandatory Early Termination Strike Date
(B) Mandatory Early Termination Reference Level:	Not Applicable
Provisions relating to a Mandatory Early Termination Barrier Event	Applicable
(A) Mandatory Early Termination Barrier Event:	Applicable – Mandatory Early Termination Barrier Event European Observation (for which purpose: Autocall Memory Event: Not Applicable)
Provisions relating to a Mandatory Early Termination Upper Barrier Event:	Not Applicable
Provisions relating to the Mandatory Early Termination Amount	
(A) Mandatory Early Termination Amount due where MER Upper Barrier Percentage is Not Applicable:	See MER Amount in Table below
(B) Mandatory Early Termination Amount due where MER Upper Barrier Percentage is Applicable:	Not Applicable
(C) Performance-Linked Mandatory Early Termination Amount:	Not Applicable
(D) Snowball Accrual Mandatory Early Termination Amount:	Not Applicable
Mandatory Early Termination Underlying Valuation Provisions	Applicable
(A) Valuation Disruption (Scheduled Trading)	The provisions of Valuation and Settlement Condition 2(c)(i) ( <i>Adjustments to Valuation Dates (Scheduled</i>

- Days): *Trading Days*) apply
- (B) Valuation Disruption (Disrupted Days): The provisions of Valuation and Settlement Condition 2(d)(i) (*Adjustments to Valuation Dates (Disrupted Days and Underlying Closing Levels)*) apply
- (C) Valuation Roll: Eight

**TABLE**

MER Barrier Level (%)	Specified MER Barrier Observation Date	MER Amount	MER Date
greater than (or equal to) 100.00% of the MER Initial Level of the relevant MERBU	2 May 2025	EUR 1,000	9 May 2025
greater than (or equal to) 100.00% of the MER Initial Level of the relevant MERBU	4 August 2025	EUR 1,000	11 August 2025
greater than (or equal to) 100.00% of the MER Initial Level of the relevant MERBU	3 November 2025	EUR 1,000	10 November 2025

- (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: 2 February 2026
- (B) Specified Final Valuation Date(s): For the purpose of determining the Performance-Linked Termination Amount if a Termination Barrier Event has occurred: 2 February 2026
- (C) Specified Termination Strike Date: 2 August 2024

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 Termination Underlying

Final Performance Provisions: Applicable

- |     |   |   |
|-----|---|---|
| (A) | Single Underlying Observation:  | Applicable for the purpose of determining the Performance-Linked Termination Amount if a Termination Barrier Event has occurred |
|     | I. Maximum Final Performance Percentage:                                  | Not Applicable  |
|     | II. Minimum Final Performance Percentage:                                 | Not Applicable  |
|     | III. Maximum Final Performance Percentage (Barrier Event):                | Not Applicable  |
|     | IV. Minimum Final Performance Percentage (Barrier Event):                 | Not Applicable  |
|     | V. Maximum Final Performance Percentage (Barrier Event Satisfied):        | Not Applicable  |
|     | VI. Minimum Final Performance Percentage (Barrier Event Satisfied):       | Not Applicable  |
|     | VII. Maximum Final Performance Percentage (Barrier Event Not Satisfied):  | Not Applicable  |
|     | VIII. Minimum Final Performance Percentage (Barrier Event Not Satisfied): | Not Applicable  |
|     | IX. Final Performance Adjustment Percentage:                              | Not Applicable  |
| (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 Underlying Return:	Mean	Not Applicable
(G)	Cliquet:		Not Applicable
(H)	Himalaya Performance - Asian Observation:	Final	Not Applicable
	Provisions relating to levels of the Termination Underlying(s)		Applicable
(A)	Termination Level:	Initial	For the purpose of determining whether a Termination Barrier Event has occurred and the Performance-Linked Termination Amount if a Termination Barrier Event has occurred: Closing Level on Termination Strike Date
(B)	Final Level:	Reference	For the purpose of determining the Performance-Linked Termination Amount if a Termination Barrier Event has occurred: Closing Level on Final Valuation Date
(C)	Termination Level:	Strike	For the purpose of determining the Performance-Linked Termination Amount if a Termination Barrier Event has occurred: Termination Initial Level
	Provisions relating to a Termination Barrier Event:		Applicable
(A)	Termination Barrier Event:	Barrier	Applicable – Termination Barrier Event European Observation
(B)	Final Barrier Level:		Less than or equal to 65.00% 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 Not Applicable  
Barrier Event:
- (C) Termination Amount Applicable – EUR 1,000 per Security  
due where no  
Termination Barrier  
Event has occurred  
and no Termination  
Upper Barrier Event  
is specified:
- (D) Termination Upper Not Applicable  
Barrier Percentage:
- I. Upper Not Applicable  
Termination  
Amount due  
where no  
Termination  
Barrier Event  
has occurred:
- II. Lower Not Applicable  
Termination  
Amount due  
where no  
Termination  
Barrier Event  
has occurred:
- (E) Termination Amount Applicable – the Performance-Linked Termination  
due where a Amount determined in accordance with Put Option  
Termination Barrier Provisions  
Event has occurred  
and no Lower Barrier  
Event is specified:
- (F) Termination Lower Not Applicable  
Barrier Event:
- (G) Termination Amount Not Applicable  
due where a  
Termination Barrier  
Event has occurred  
and a Termination  
Lower Barrier Event  
is specified:
- I. Lower Not Applicable  
Barrier Event  
Termination  
Amount due  
where a  
Termination  
Barrier Event  
has occurred:
- II. Non Lower Not Applicable  
Barrier Event

Termination  
Amount due  
where a  
Termination  
Barrier Event  
has occurred:

Performance-Linked  
Termination Amount:

Put Option		Applicable if a Termination Barrier Event occurs
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):	Not Applicable
VI.	Maximum Termination Amount (Barrier Event Not Satisfied):	Not Applicable
VII.	Minimum Termination Amount (Barrier Event Not Satisfied):	Not Applicable
VIII.	Final Participation Rate ( <b>FPR</b> ):	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
Put Call Sum:	Not Applicable
Swaption:	Not Applicable
Provisions relating to Buy the Dip Securities:	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
15. <b>FX Provisions:</b>	Not Applicable
16. <b>FX Performance:</b>	Not Applicable
<b>PROVISIONS RELATING TO CREDIT LINKED NOTES</b>	
17. <b>Credit Linked Notes:</b>	Not Applicable
<b>PROVISIONS RELATING TO INDEX SKEW NOTES</b>	
18. <b>Index Skew Notes:</b>	Not Applicable
<b>GENERAL PROVISIONS APPLICABLE TO THE SECURITIES</b>	
19. <b>Form of Securities:</b>	Registered Securities  Regulation S Global Registered Security Certificate registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg
20. <b>New Safekeeping Structure:</b>	Not Applicable

21. **Business Centre(s):** New York City and TARGET
22. **Business Day Jurisdiction(s) or other special provisions relating to payment dates:** New York City and TARGET
23. **Redenomination, renominatisation and reconventioning provisions:** Not Applicable
24. **Consolidation provisions:** The provisions of General Condition 14 (*Further Issues*) apply
25. **Substitution provisions:** Applicable: The provisions of General Condition 17 (*Substitution of the Issuer, the CGMHI Guarantor and the CGMFL Guarantor*) apply
- Additional Requirements: Not Applicable
26. **Name and address of Calculation Agent:** 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. **Determination Agent:** Calculation Agent
28. **Determinations:**
- (i) Standard: Commercial Determination
- (ii) Minimum Amount Adjustment Prohibition: Not Applicable
29. **Determinations and Exercise of Discretion (BEC):** Not Applicable
30. **Prohibition of sales to consumers in Belgium:** Applicable
31. **Additional provisions applicable to Italian Listed Certificates:** Applicable
- (i) Expiry Date (*Data di Scadenza*) for the purposes of EuroTLX: 9 February 2026
- (ii) Record Date: Not applicable
- (iii) Minimum Trading Lot: 1
32. **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



## 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. (**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(s), 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 EUR 6,250 (listing fees and legal expenses)

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

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

### 6. EU BENCHMARKS REGULATION

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

### 7. DISCLAIMER

**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 and the CGMFL Guarantor accept responsibility for accurately reproducing such extracts or summaries

and, as far as the Issuer and the CGMFL Guarantor are 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:	XS2828729439
Common Code:	282872943
CUSIP:	5C2E429U4
WKN:	Not Applicable
Valoren:	136392760
CFI:	DEXFRX
FISN:	CITIGROUP GLOBA/10UT 20260209 RESTN
Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, société anonyme and DTC and the relevant identification number(s) and details relating to the relevant depository, if applicable:	Not Applicable
Delivery:	Delivery versus payment
Names and address of the Swedish Securities Issuing and Paying Agent (if any):	Not Applicable
Names and address of the Finnish Securities Issuing and Paying Agent (if any):	Not Applicable
Names and address of the French Securities Issuing and Paying Agent (if any):	Not Applicable
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	Not Applicable

## 9. DISTRIBUTION

(i) Method of distribution:	Non-syndicated
(ii) If syndicated, names and addresses of the Lead Manager and the other Managers and underwriting commitments:	Not Applicable

- (iii) Date of Subscription Agreement: Not Applicable
- (iv) Stabilisation Manager(s) (if any): Not Applicable
- (v) If non-syndicated, name and address of Dealer: Citigroup Global Markets Limited at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom
- (vi) Total commission and concession: The distribution fee payable by the Dealer to the Distributor(s) is up to 1 % per annum of the Aggregate Principal Amount. Investors can obtain more information about the fee by contacting the Distributor(s) 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 Italian Offer Period and Swiss Offer Period on the website of the Issuer and <https://it.citifirst.com> and <https://ch.citifirst.com/EN/Home>

- (vii) Prohibition of Offer to Private Clients in Switzerland: Not Applicable
- (viii) Non-exempt Offer: An offer (the **Italian Offer**) of the Securities may be made by Credit Suisse (italy) S.p.a. (the **Italian Initial Authorised Offeror(s)**) other than pursuant to Article 1(4) and/or 3(2) of the EU Prospectus Regulation during the period from (and including) 22 July 2024 to (and including) 31 July 2024 (until 15:00 CET) (the **Italian Offer Period**) in the Republic of Italy (**Italy**) subject to any early closing or extension of the Italian Offer Period or cancellation of the Italian Offer, as described below

An offer (the **Swiss Offer**) of the Securities may be made by Credit Suisse AG (the **Swiss Initial Authorised Offeror(s)**) other than pursuant to Article 36(1) FinSA during the period from (and including) 22 July 2024 to (and including) 31 July 2024 (until 15:00 CET) (the **Swiss Offer Period**) in Switzerland subject to any early closing or extension of the Swiss Offer Period or cancellation of the Swiss Offer, as described below

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

**Authorised Offeror(s)** means the Initial Authorised Offeror(s)

**Initial Authorised Offeror(s)** means the Italian

Initial Authorised Offeror(s) and the Swiss Initial Authorised Offeror(s)

**Public Offer Jurisdiction(s)** means Italy and Switzerland

See further paragraph 10 below

- |        |  |  |
|--------|--|--|
| (ix)   | General Consent:   | Not Applicable   |
| (x)    | Other conditions to consent:   | Not Applicable   |
| (xi)   | Withdrawal right according to Article 63(5) of the Swiss Financial Services Ordinance (FinSO): | Applicable. If an obligation to prepare a supplement to the Base Prospectus according to Article 56(1) FinSA is triggered during the Swiss Offer Period, investors who have already subscribed or agreed to purchase or subscribe for Securities before any such supplement to the Base Prospectus is published have the right to withdraw their subscriptions and acceptances within a period of two days from the publication of such supplement regardless of whether the Swiss Offer Period closes prior to the expiry of such two day period. |
| (xii)  | Prohibition of Sales to EEA Retail Investors:  | Not Applicable   |
| (xiii) | Prohibition of Sales to UK Retail Investors:   | Applicable   |

## 10. TERMS AND CONDITIONS OF THE OFFER

- |   |  |
|---|--|
| Offer Price:                              | Issue Price, equal to EUR 1,000 per Security   |
|   | The Offer Price includes a distribution fee paid by the Dealer to the Distributor(s), equal to up to 1% per annum of the Aggregate Principal Amount of the Securities distributed by the Distributor(s).   |
|   | The exact amount of the distribution fee will be published not later than five Business Days after close of the Italian Offer Period and Swiss Offer Period on the website of the Issuer ( <a href="https://it.citifirst.com">https://it.citifirst.com</a> and <a href="https://ch.citifirst.com/EN/Home">https://ch.citifirst.com/EN/Home</a> ) |
|   | Investors should take into account that if the Securities are sold on the secondary market after the Italian Offer Period and/or Swiss Offer Period, the above mentioned fee included in the Offer Price is not taken into consideration in determining the price at which such Securities may be sold on 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 and/or Swiss Offer Period terminate early   |

the Italian Offer Period and/or Swiss Offer Period and immediately suspend the acceptance of additional orders without any prior notice. If the Italian Offer Period and/or Swiss 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(s) and on the website of the Issuer (<https://it.citifirst.com> and <https://ch.citifirst.com/EN/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(s) and on the website of the Issuer (<https://it.citifirst.com> and <https://ch.citifirst.com/EN/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(s), to extend the Italian Offer Period and/or Swiss Offer Period. If the Italian Offer Period and/or Swiss Offer Period is extended, a notice to that effect will be made available during normal business hours at the registered office of the Distributor(s) and on the website of the Issuer (<https://it.citifirst.com> and <https://ch.citifirst.com/EN/Home>)

The Issuer reserves the right, in agreement with the Distributor(s), to increase the Aggregate Principal Amount of Securities to be issued during the Italian Offer Period and/or Swiss 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> and <https://ch.citifirst.com/EN/Home>)

The effectiveness of the offer of the Securities is conditional upon the admission to trading of the Securities on the EuroTLX, 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(s) 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 of the Issuer (<https://it.citifirst.com> and <https://ch.citifirst.com/EN/Home>)

The Distributor(s) are 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:

In respect of the Italian Offer, investors may apply for the subscription of the Securities during normal Italian banking hours at the offices (*filiali*) of the Italian Initial Authorised Offeror(s) from (and including) 22 July 2024 to (and including) 31 July 2024 (until 15:00 CET), subject to early termination or extension of the Italian Offer Period as described above under "Terms and Conditions of the Offer—Conditions to which the Offer is subject"

In respect of the Italian Offer, the Securities may be placed in Italy outside the premises of the Italian Initial Authorised Offeror(s) (**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 (**Financial Services Act**) from (and including) 22 July 2024 to (and including) 31 July 2024, subject to early termination or extension as described above under "Terms and Conditions of the Offer—Conditions to which the Offer is subject".

In respect of the Italian Offer, 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 Italian Initial Authorised Offeror(s)

In respect of the Swiss Offer, applications for the purchase of Securities may be made by a prospective investor in Switzerland to the Swiss Initial Authorised Offeror(s), subject to early termination or extension of the Swiss Offer Period as described above under "Terms and Conditions of the Offer—Conditions to which the Offer is subject"

Pursuant to anti-money laundering laws and regulations in force in the relevant jurisdictions, the Issuer, the Dealer or any of their authorised agents may require evidence in connection with any application for Securities, including further identification of the applicant(s), before any Securities are issued

A prospective investor in the Securities should contact the Distributor(s) for details of the application process in order to subscribe the Securities during the Italian Offer Period and/or

Swiss Offer Period. A prospective investor in the Securities will invest in accordance with the arrangements existing between the Distributor(s) and its customers relating to the placement and subscription of securities generally, including when the Distributor(s) will require receipt of cleared funds in respect of applications for the purchase of any Securities and the manner in which payment should be made to the Distributor(s)

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:

The minimum amount of application per investor will be one Security

The maximum amount of application will be subject only to availability at the time of application

Details of the method and time limits for paying up and delivering the Securities:

Securities will be available to the Distributor(s) on a delivery versus payment basis

Each investor will be notified by the Distributor(s) 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(s) in accordance with arrangements existing between the Distributor(s) and its customers relating to the subscription of securities generally

The Issuer estimates that the Securities will be delivered to the subscribers' respective book-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> and <https://ch.citifirst.com/EN/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(s)

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(s) 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

In relation to the Italian Offer, please refer to "Italian Taxation" in the section entitled "Taxation of Securities" in the Base Prospectus

In relation to the Swiss Offer, please refer to "Swiss 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:

In respect of the Italian Offer, the following entity has agreed to place the Securities:

Credit Suisse (italy) S.p.a.

Via Santa Margherita 3

Milan IT-MI IT 20121

549300DBGOP8UBMF1L65

Credit Suisse (italy) S.p.a. is an S.p.a. company incorporated in Italy operating under Italian law

In respect of the Swiss Offer, the following entity has agreed to place the Securities:

Credit Suisse AG

Paradeplatz 8, CH-8001, Zurich, Switzerland

ANGGYXNX0JLX3X63JN86

Credit Suisse AG is a corporation (*Aktiengesellschaft*) incorporated in Switzerland operating under Swiss law

The above entities, the **Distributor(s)**

## 11. UNITED STATES TAX CONSIDERATIONS

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

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

## ANNEX

### SUMMARY OF THE SECURITIES

INTRODUCTION AND WARNINGS											
<p>The Summary should be read as an introduction to the Base Prospectus. Any decision to invest in the Securities should be based on a consideration of the Base Prospectus as a whole by the investor. In certain circumstances, the investor could lose all or part of the invested capital. Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the Summary, including any translation thereof, but only where the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Securities.</p> <p><b><i>You are about to purchase a product that is not simple and may be difficult to understand.</i></b></p>											
<p><b>The Securities:</b> Issue of Up to 20,000 Units of EUR 1,000 Memory Coupon Barrier Autocall Certificates Based Upon A.P. Moller - Maersk A/S due February 2026 (ISIN: XS2828729439)</p>											
<p><b>The Issuer:</b> Citigroup Global Markets Funding Luxembourg S.C.A. Its registered office is at 31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg and its telephone number is +352 45 14 14 447. Its Legal Entity Identifier ("LEI") is 549300EVRWDWFJUNNP53.</p>											
<p><b>The Authorised Offeror(s):</b> The Authorised Offerors are (a) in respect of the offer of the Securities in Italy, Credit Suisse (italy) S.p.a., at Via Santa Margherita 3, Milan IT-MI IT 20121 (LEI: 549300DBGOP8UBMF1L65) (the "<b>Italian Authorised Offeror</b>"), and (b) in respect of the offer of the Securities in Switzerland, Credit Suisse AG at Paradeplatz 8, CH-8001, Zurich, Switzerland (LEI: ANGGYXNX0JLX3X63JN86) (the "<b>Swiss Authorised Offeror</b>" and the Italian Authorised Offeror together, the "<b>Distributor(s)</b>").</p>											
<p><b>Competent authority:</b> The Base Prospectus was approved on 15 December 2023 by the Central Bank of Ireland of New Wapping Street, North Wall Quay, Dublin 1, D01 F7X3, Ireland (Telephone number: +353 1 224 6000).</p>											
KEY INFORMATION ON THE ISSUER											
Who is the Issuer of the Securities?											
<p><b>Domicile and legal form of the Issuer, LEI, law under which the Issuer operates and country of incorporation:</b> The Issuer was incorporated as a corporate partnership limited by shares (<i>société en commandite par actions</i>) 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 (<i>Registre de commerce et des sociétés, Luxembourg</i>) under number B 169.199. Its LEI is 549300EVRWDWFJUNNP53.</p>											
<p><b>Issuer's principal activities:</b> The Issuer grants loans and other forms of funding to Citigroup Inc. and its subsidiaries (the "<b>Group</b>"), 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.</p>											
<p><b>Major shareholders, including whether it is directly or indirectly owned or controlled and by whom:</b> The shares of the Issuer are held by Citigroup Global Markets Funding Luxembourg GP S.à r.l. and Citigroup Global Markets Limited ("<b>CGML</b>" or the "<b>Guarantor</b>"). 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.</p>											
<p><b>Key managing directors:</b> The Issuer is managed by Citigroup Global Markets Funding Luxembourg GP S.à r.l. in its capacity as manager (the "<b>Corporate Manager</b>"). The members of the board of managers of the Corporate Manager are Mr. Eduardo Gramuglia Pallavicino, Ms. Silvia Carpitella, Mr. Vincent Mazzoli, Ms. Milka Krasteva and Mr. Dimba Kier.</p>											
<p><b>Statutory auditors:</b> The Issuer's approved statutory auditor (<i>réviseur d'entreprises agréé</i>) is KPMG Audit S.à.r.l. (formerly KPMG Luxembourg Société Coopérative) of 39, avenue J.F. Kennedy, L-1855, Luxembourg.</p>											
What is the key financial information regarding the Issuer?											
<p>The following key financial information has been extracted from the audited non-consolidated financial statements of the Issuer for the years ended 31 December 2023 and 2022.</p>											
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="3" style="text-align: left; padding: 5px;">Summary information – income statement</th> </tr> <tr> <th style="width: 40%;"></th> <th style="width: 30%; text-align: center; padding: 5px;">Year ended 31 December 2023 (audited)</th> <th style="width: 30%; text-align: center; padding: 5px;">Year ended 31 December 2022 (audited)</th> </tr> </thead> <tbody> <tr> <td style="padding: 5px;">Profit before income tax (<i>in thousands of U.S. dollars</i>)</td> <td style="text-align: center; padding: 5px;">227</td> <td style="text-align: center; padding: 5px;">203</td> </tr> </tbody> </table>			Summary information – income statement				Year ended 31 December 2023 (audited)	Year ended 31 December 2022 (audited)	Profit before income tax ( <i>in thousands of U.S. dollars</i> )	227	203
Summary information – income statement											
	Year ended 31 December 2023 (audited)	Year ended 31 December 2022 (audited)									
Profit before income tax ( <i>in thousands of U.S. dollars</i> )	227	203									
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="3" style="text-align: left; padding: 5px;">Summary information – balance sheet</th> </tr> </thead> <tbody> <tr> <td colspan="3" style="height: 20px;"></td> </tr> </tbody> </table>			Summary information – balance sheet								
Summary information – balance sheet											

	As at 31 December 2023 (audited)	As at 31 December 2022 (audited)
Net financial debt (long term debt plus short term debt minus cash) (in thousands of U.S. dollars)	24,823,075	27,115,261
Current ratio (current assets/current liabilities)	100%	100%
Debt to equity ratio (total liabilities/total shareholder equity)	17422%	21422%
Interest cover ratio (operating income/interest expense)*	Not Applicable	Not Applicable
<b>Summary information – cash flow statement</b>		
	Year ended 31 December 2023 (audited)	Year ended 31 December 2022 (audited)
Net cash flows from operating activities (in thousands of U.S. dollars)	157,770	(101,533)
Net cash flows from financing activities (in thousands of U.S. dollars)	(2,899,312)	6,764,831
Net cash flows from investing activities (in thousands of U.S. dollars)	2,899,305	(6,764,800)

\*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.

#### KEY INFORMATION ON THE SECURITIES

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

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

The Securities are derivative securities in the form of 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 9 August 2024. The issue price of the Securities is EUR 1,000 per Security.

Series Number: CGMFL81696; ISIN: XS2828729439; Common Code: 282872943; CFI: DEXFRX; FISN: CITIGROUP  
GLOBA/10UT 20260209 RESTN; CUSIP: 5C2E429U4; Valoren: 136392760

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

The Securities are denominated in Euro ("EUR"). 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 (each unit being EUR 1,000 in principal amount of the Securities). The aggregate principal amount of the Securities to be issued is up to 20,000 units (each unit being EUR 1,000 in principal amount of the Securities).

**Final Termination Date:** 9 February 2026. 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 9 February 2026 and the expiry date (*Data di Scadenza*) of the Securities is 9 February 2026.

**Rights attached to the Securities**

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

**Premium Amount:** If, in respect of a Premium Payment Date:

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

Where:

**Premium Barrier Event:** in respect of a Premium Payment Date, if on the related Premium Barrier Observation Date, the underlying closing level of the Underlying is greater than or equal to the relevant Premium Barrier Level.

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

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

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

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

**Premium Strike Date:** 2 August 2024, subject to adjustment.

Premium Barrier Level (%)	Premium Barrier Observation Date	Amount if a Premium Barrier Event occurs in respect of the Premium Payment Date	Premium Payment Date
65.00% of the Premium Initial Level of the Underlying	4 November 2024	EUR 25.00	12 November 2024
65.00% of the Premium Initial Level of the Underlying	3 February 2025	EUR 25.00	10 February 2025
65.00% of the Premium Initial Level of the Underlying	2 May 2025	EUR 25.00	9 May 2025
65.00% of the Premium Initial Level of the Underlying	4 August 2025	EUR 25.00	11 August 2025
65.00% of the Premium Initial Level of the Underlying	3 November 2025	EUR 25.00	10 November 2025
65.00% of the Premium Initial Level of the Underlying	2 February 2026	EUR 25.00	Final Termination Date

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

Where:

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

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

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

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

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

**Mandatory Early Termination Strike Date:** 2 August 2024, subject to adjustment.

Mandatory Early Termination Barrier Level	Mandatory Early Termination Barrier Observation Date	Mandatory Early Termination Amount	Mandatory Early Termination Date
100.00% of the MER Initial Level of the Underlying	2 May 2025	EUR 1,000	9 May 2025
100.00% of the MER Initial Level of the Underlying	4 August 2025	EUR 1,000	11 August 2025
100.00% of the MER Initial Level of the Underlying	3 November 2025	EUR 1,000	10 November 2025

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

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

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

Where:

**Calculation Amount or CA:** EUR 1,000.

**Final Barrier Level:** 65.00% of the Termination Initial Level of the Underlying.

**Final Performance:** in respect of the Underlying, an amount expressed as a percentage equal to such 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 Reference Level:** in respect of the Underlying, the underlying closing level for such Underlying on the Final Valuation Date.

**Final Valuation Date(s):** 2 February 2026, subject to adjustment.

**Termination Barrier Event:** if on the related Termination Barrier Observation Date, the underlying closing level of the Underlying is less than or equal to the Final Barrier Level.

**Termination Barrier Observation Date:** 2 February 2026, subject to adjustment.

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

**Termination Strike Date:** 2 August 2024, subject to adjustment.

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

The Underlying(s)	
Description	Electronic page
Common stock of the share company (ISIN: DK0010244508)	Bloomberg Page: MAERSKB DC EQUITY

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

**Adjustments:** The terms and conditions of the Securities contain provisions, including provisions relating to events affecting the Underlying(s) or hedging arrangements in respect of the Securities, market disruption provisions and provisions relating to subsequent corrections of the price of the Underlying(s) and details of the consequences of such events. Such provisions may where applicable permit adjustments to be made to the terms and conditions of the Securities. The terms and conditions of the Securities also permit the adjustment of payment 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:** Any exercise of any bail-in power or other action taken by a relevant resolution authority in respect of 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. ("**EuroTLX**") with effect from on or around the issue date.

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

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

**Brief description of the Guarantor:** CGML is a private company limited by shares and was incorporated in England and Wales on 21 October 1983. CGML operates under the laws of England and Wales and is domiciled in England. Its registered office is at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB and its telephone number is +44 (0)207 986 4000. The registration number of CGML is 01763297 on the register maintained by Companies House. Its LEI is 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 2023 and 2022.

<b>Summary information – income statement</b>		
	<b>Year ended 31 December 2023 (audited)</b>	<b>Year ended 31 December 2022 (audited)</b>
Profit after taxation ( <i>in millions of U.S. dollars</i> )	190	278
<b>Summary information – balance sheet</b>		
	<b>As at 31 December 2023 (audited)</b>	<b>As at 31 December 2022 (audited)</b>
Net financial debt (long term debt plus short term debt minus cash) ( <i>in millions of U.S. dollars</i> )	6,460	14,668
Debt to equity ratio (total liabilities/total shareholder equity)	16.2	15.7
<b>Summary information – cash flow statement</b>		
	<b>Year ended 31 December 2023 (audited)</b>	<b>Year ended 31 December 2022 (audited)</b>
Net cash flows from operating activities ( <i>in millions of U.S. dollars</i> )	724	(2,689)
Net cash flows from financing activities ( <i>in millions of U.S. dollars</i> )	653	2,237

Net cash flows from investing activities ( <i>in millions of U.S. dollars</i> )	(1,095)	(586)	
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**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 and the military action by Russia in Ukraine (and related sanctions, export controls and similar actions or laws) 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 termination 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 termination 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, the Securities may be terminated for less than your initial investment or even zero. Further you may receive no premium if a Premium Barrier Event does not occur.
- The Issuer's obligations under the Securities and the Guarantor's obligations under the deed of guarantee represent general contractual obligations of each respective entity and of no other person. Accordingly, payments under the Securities are subject to the credit risk of the Issuer and the Guarantor. Securityholders will not have recourse to any secured assets of the Issuer and Guarantor in the event that the Issuer or Guarantor is unable to meet its obligations under the Securities, including in the event of an insolvency, and therefore risk losing some or all of their investment.
- Securities may have no established trading market when issued, and one may never develop, so investors should be prepared to hold the Securities until maturity. If a market does develop, it may not be very liquid. Consequently, you may not be able to sell your Securities easily or at all or at prices equal to or higher than your initial investment and in fact any such price may be substantially less than the original purchase price. Illiquidity may have a severely adverse effect on the market value of Securities.
- Amounts due in respect of the Securities are linked to the performance of the Underlying(s), which is a share. The value of a share may go down as well as up and the value of a share on any date may not reflect its performance in any prior period. The value and price volatility of a share, may affect the value of and return on the Securities.
- The Securities do not create an actual interest in, or ownership of, an Underlying and accordingly you will not have voting rights or rights to receive dividends or distributions or any other rights with respect to an Underlying. A Security will not represent a claim against an Underlying and, in the event that the amount paid on redemption of the Securities is less than your investment, you will not have recourse under any relevant Security to an Underlying in respect of such Securities. You will have no legal or beneficial interest in an Underlying. You may receive a lower return on the Securities than you would have received had you invested directly in an Underlying or through another product.
- The terms and conditions of Securities include provisions dealing with the postponement of dates on which the price of an Underlying is scheduled to be taken. Such postponement or alternative provisions for valuation provided in the terms and conditions of the Securities may have an adverse effect on the value of such Securities.
- The calculation agent may make adjustments to the terms of the Securities to account for the effect of certain adjustment events occurring in respect of the Securities or an Underlying and/or hedging arrangements, or may replace an Underlying with a new share. Any such adjustments may have an adverse effect on the value of such Securities.
- In certain circumstances (for example, if the calculation agent determines that no calculation, adjustment or substitution can reasonably be made, following an event of default or certain events affecting an Underlying or the Issuer's hedging arrangements, or for reasons relating to taxation or illegality), the Securities may be early terminated. If the Securities are terminated early, the amount paid may be less than your initial investment and you may therefore sustain a loss.
- Following the occurrence of a Mandatory Early Termination Barrier Event, the Securities will be terminated on the relevant Mandatory Early Termination Date at the relevant Mandatory Early Termination Amount. No further amount shall be payable in respect of the Securities after the Mandatory Early Termination Date. In this case, you are subject to a reinvestment risk, as you may not be able to replace your investment in the Securities with an investment that has a similar profile of chances and risks as the Securities.
- The effectiveness of the offer of Securities will be conditional upon admission to trading by the issue date. In the event such

<p>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.</p>
<p><b>KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND/OR ADMISSION TO TRADING ON A REGULATED MARKET</b></p>
<p><b>Under which conditions and timetable can I invest in the Securities?</b></p>
<p><b>Terms and conditions of the offer</b></p> <p>An offer of the Securities may be made by the Italian Authorised Offeror in Italy (the "<b>Italian Offer</b>") and by the Swiss Authorised Offeror in Switzerland (the "<b>Swiss Offer</b>") during the period from (and including) 22 July 2024 to (and including) 31 July 2024 (until 15:00 CET) (the "<b>Offer Period</b>"). Such period may be adjusted by the Issuer. The Issuer reserves the right to cancel the offer of the Securities.</p> <p>In respect of the Italian Offer, investors may apply for the subscription of the Securities during normal Italian banking hours at the offices (<i>filiati</i>) of the Italian Authorised Offeror during the period from (and including) 22 July 2024 to (and including) 31 July 2024 (until 15:00 CET), subject to early termination or extension of the Offer Period.</p> <p>In respect of the Italian Offer, the Securities may be placed in Italy outside the premises of the Italian Authorised Offeror (door-to-door), by means of financial advisors authorised to make off-premises offers (<i>consulenti finanziari abilitati all'offerta fuori sede</i>) pursuant to Article 30 of Legislative Decree No. 58 of February 24, 1998, as amended (the Financial Services Act) during the period from (and including) 22 July 2024 to (and including) 31 July 2024, subject to early termination or extension.</p> <p>In respect of the Swiss Offer, applications for the purchase of Securities may be made by a prospective investor in Switzerland to the Swiss Authorised Offeror, subject to early termination or extension of the Offer Period.</p> <p>The offer price is EUR 1,000 per Security, and the minimum subscription amount is one Security.</p> <p>The Issuer reserves the right, in agreement with the Distributor(s), to increase the aggregate principal amount of Securities to be issued during the Offer Period.</p> <p>The effectiveness of the offer of the Securities is conditional upon the admission to trading of the Securities on the EuroTLX, occurring by the issue date.</p> <p>Securities will be available to the Distributor(s) on a delivery versus payment basis. The Issuer estimates that the Securities will be delivered to the subscribers' respective book-entry securities accounts on or around the issue date.</p> <p>The results of the offer will be available on the website of the Issuer (<a href="https://it.citifirst.com">https://it.citifirst.com</a> and <a href="https://ch.citifirst.com/EN/Home">https://ch.citifirst.com/EN/Home</a>) on or around the issue date.</p>
<p><b>Estimated expenses or taxes charged to investor by issuer/offeror</b></p> <p>The offer price includes a distribution fee paid by the dealer to the Distributor(s), equal to up to 1 % per annum of the aggregate principal amount of the Securities distributed by the Distributor(s).</p> <p>The exact amount of the distribution fee will be published not later than five business days after close of the Offer Period on the website of the Issuer (<a href="https://it.citifirst.com">https://it.citifirst.com</a> and <a href="https://ch.citifirst.com/EN/Home">https://ch.citifirst.com/EN/Home</a>).</p>
<p><b>Who is the offeror and/or the person asking for admission to trading?</b></p>
<p>The Issuer is the entity requesting for the admission to trading of the Securities.</p> <p><b>Authorised Offeror(s):</b> The Italian Authorised Offeror is an S.p.a. company incorporated in Italy operating under Italian law, and the Swiss Authorised Offeror is a corporation (<i>Aktiengesellschaft</i>) incorporated in Switzerland operating under Swiss law.</p>
<p><b>Why is the Prospectus being produced?</b></p>
<p><b>Use and estimated net amount of proceeds</b></p> <p>The net proceeds of the issue of 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 aggregate principal amount of the Securities issued on the issue date.</p>
<p><b>Underwriting agreement on a firm commitment basis:</b> The offer of the Securities is not subject to an underwriting agreement on a firm commitment basis.</p>
<p><b>Description of any interest material to the issue/offer, including conflicting interests</b></p> <p>Fees are payable to the Distributor(s). 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.</p>