

**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.

## FINAL TERMS

**Final Terms dated 28 September 2021**

**Citigroup Global Markets Holdings Inc.**

**Legal Entity Identifier (LEI):**

**82VOJDD5PTRDMVVMGV31**

Issue of Up to 2,000 Units of Euro 1,000 Call Certificates Based Upon the EURO STOXX® ESG-X Select Dividend 30 Price EUR

Guaranteed by Citigroup Inc.

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:

- 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.

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.

None of the Issuer, the CGMHI 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) 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**)”.

The Securities and the CGMHI Deed of Guarantee have not been and will not be registered under the United States Securities Act of 1933, as amended (the **Securities Act**) or any state securities law. The Securities and the CGMHI Deed of Guarantee are being offered and sold outside the United States to non-U.S. persons in reliance on Regulation S under the Securities Act (**Regulation S**) and may not be offered or sold within the United States or to, or for the account or benefit of, any U.S. person (as defined in 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 CGMHI Deed of Guarantee do not constitute, and have not been marketed as, contracts of sale of a commodity for future delivery (or options thereon) subject to the United States Commodity Exchange Act, as amended, and trading in the Securities has not been approved by the United States Commodity Futures Trading Commission under the United States Commodity Exchange Act, as amended. For a description of certain restrictions on offers and sales of Securities, see "*General Information relating to the Programme and the Securities - Subscription and Sale and Transfer and Selling Restrictions*" in the Base Prospectus.

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

## **PART A – CONTRACTUAL TERMS**

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

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

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 CGMHI 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 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 Euronext Dublin ([www.ise.ic](http://www.ise.ic)). In addition, this Final Terms is also available on the website of the Issuer (<https://it.citifirst.com/Home>).

For the purposes hereof, **Base Prospectus** means the CGMHI 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**"), 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**") and a Supplement (No.7) dated 23 September 2021 ("**Supplement No.7**" and together with Supplement No.1, Supplement No.2, Supplement No.3, Supplement No.4, Supplement No.5 and Supplement No.6 the "**Supplements**").

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

1. (i) Issuer: Citigroup Global Markets Holdings Inc.
- (ii) Guarantor: Citigroup Inc.
  
2. (i) Type of Security: Italian Listed Certificates
- (ii) Series Number: GMTCH5740
- (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 2,000 Units (each Unit being EUR 1,000 in principal amount of the Securities).
  - (ii) Tranche: Up to 2,000 Units (each Unit being EUR 1,000 in principal amount of the Securities).

The Securities are issued in Units. Accordingly, references herein to Units shall be deemed to be references to EUR 1,000 in principal amount of the Securities and all references in the Conditions to payments and/or deliveries being made in respect of a Security shall be construed to such payments and/or deliveries being made in respect of a Unit
  
5. Issue Price: Euro 1,000 per Security
  
6. (i) Specified Denominations: 1 Unit
  
- (ii) Calculation Amount: 1 Unit
  
7. (i) Issue Date: 15 October 2021
- (ii) Premium Commencement Date: Not Applicable
  
8. Final Termination Date: 16 October 2026, subject to adjustment in accordance with the Modified 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: Not Applicable

11. (i) Status of the Securities: Senior

(ii) Status of the CGMHI Deed of Guarantee: Senior

(iii) Status of the CGMFL Deed of Guarantee: Not Applicable

**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:

(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: Increased Cost of Stock Borrow

	Event(s):	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:	8 October 2021
(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 Not Applicable

(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 the Performance-Linked Termination Amount if a Termination Barrier Event has occurred: 8 October 2026

(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: 8 October 2026

(C) Specified Termination Strike Date: In respect of the Termination Underlying: 8 October 2021

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 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 Performance Percentage:	Final	Not Applicable
II.	Minimum Performance Percentage:	Final	Not Applicable
III.	Maximum Performance Percentage (Barrier Event):	Final	Not Applicable
IV.	Minimum Performance Percentage (Barrier Event):	Final	Not Applicable
V.	Maximum Performance Percentage (Barrier Event Satisfied):	Final	Not Applicable
VI.	Minimum Performance Percentage (Barrier Event Satisfied):	Final	Not Applicable
VII.	Maximum Performance Percentage (Barrier Event Not Satisfied):	Final	Not Applicable
VIII.	Minimum Performance Percentage (Barrier Event Not Satisfied):	Final	Not Applicable
IX.	Final Performance Adjustment Percentage:		Not Applicable
(B)	Weighted Observation:	Basket	Not Applicable
(C)	Best of Basket Observation:		Not Applicable
(D)	Worst of Observation:	Basket	Not Applicable
(E)	Outperformance Observation:		Not Applicable

(F)	Arithmetic Underlying Return:	Mean	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 Initial Level:		For the purpose of determining the Performance-Linked Termination Amount if a Termination Barrier Event has occurred: Closing Level on Termination Strike Date
(B)	Final Reference Level:		For the purpose of determining the Performance-Linked Termination Amount if a Termination Barrier Event has occurred: Closing Level on Final Valuation Date
(C)	Termination Strike Level:		For the purpose of determining whether a Termination Barrier Event has occurred and the Performance-Linked Termination Amount if a Termination Barrier Event has occurred: 90% of the Closing Level on Termination Strike Date
	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:		greater than or equal to the Termination Strike 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		Not Applicable

	Event:		
(C)	Termination Amount due where no Termination Barrier Event has occurred and no Termination Upper Barrier Event is specified:	Applicable – EUR 900 per Security	
(D)	Termination Upper Barrier Percentage:	Not Applicable	
(E)	Termination Amount due where a Termination Barrier Event has occurred:	Applicable - the Performance-Linked Termination Amount determined in accordance with Call Option Provisions	
	Performance-Linked Termination Amount:		
	Put Option	Not Applicable	
	Call Option:	Applicable if a Termination Barrier Event occurs	
I.	Maximum Termination Amount:	Not Applicable	
II.	Minimum Termination Amount:	Not Applicable	
III.	Maximum Termination Amount (Barrier Event Satisfied):	Euro 1.600	
IV.	Minimum Termination Amount (Barrier Event Satisfied):	Euro 900	
V.	Maximum Termination Amount (Barrier Event Not Satisfied):	Not Applicable	
VI.	Minimum Termination Amount (Barrier Event Not Satisfied):	Not Applicable	
VII.	Final Participation Rate (FPR):	90%	
VIII.	Termination Adjustment:	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	
	Termination Underlying Valuation Provisions	Applicable	
(A)	Valuation Disruption	The provisions of Valuation and Settlement Condition 2(c)(i) ( <i>Adjustments to Valuation Dates</i> )	

(Scheduled Trading Days): *(Scheduled Trading Days)* apply

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

(C) Valuation Roll: Eight

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

**FX Provisions:** Not Applicable

**FX Performance:** Not Applicable

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

**Credit Linked Notes:** Not Applicable

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

Index Skew Notes: Not Applicable

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

**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

**New Safekeeping Structure:** Not Applicable

**Business Centre(s):** London, New York City and TARGET 2

**Business Day Jurisdiction(s) or other special provisions relating to payment dates:** London, New York City and TARGET 2

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

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

**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

**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

**Determination Agent:** Calculation Agent

**Determinations:**

(i) Standard: Commercial Determination

(ii) Minimum Amount Adjustment Applicable  
Prohibition:

**Determinations and Exercise of Discretion (BEC):** Not Applicable

**Prohibition of sales to consumers in Belgium:** Applicable

**Additional provisions applicable to Italian Listed Certificates:** Applicable

(i) Expiry Date (*Data di Scadenza*) for the purposes of EuroTLX: 16 October 2026

**Administrator/Benchmark Event:** 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

## 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. (formerly managed by EuroTLX SIM S.p.A.) merged with and into Borsa Italiana S.p.A.) ("EuroTLX") with effect from on or around the Issue Date.

### 2. RATINGS

Ratings: The Securities are not rated.

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

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.2 (*Description of Citigroup Global Markets Holdings Inc.*) of the the CGMHI 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 9,000 (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 AND UK BENCHMARKS REGULATION

EU Benchmarks Regulation: Article 29(2) statement on benchmarks: 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 benchmarks established and maintained by ESMA pursuant to Article 36 of the EU Benchmarks Regulation.

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

## 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.

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### **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 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:	XS1762786686
Common Code:	176278668
CUSIP:	5C025892Z7
WKN:	Not Applicable
Valoren:	Not Applicable
CFI:	DEXXTX
FISN:	CITIGROUP GLOBA/UT 20261016
Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, société anonyme and DTC and the relevant identification number(s) and details relating to the relevant depositary, if applicable:	Not Applicable
Delivery:	Delivery versus payment
Names and address of the Swedish Securities Issuing and Paying Agent (if any):	Not Applicable
Names and address of the Finnish Securities Issuing and Paying Agent (if any):	Not Applicable
Names and address of the French Securities Issuing and Paying Agent (if any):	Not Applicable
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	Not Applicable

## **9. DISTRIBUTION**

- |        |   |   |
|--------|---|---|
| (i)    | Method of distribution:   | Non-syndicated  |
| (ii)   | If syndicated, names and addresses of the Lead Manager and the other Managers and underwriting commitments: | Not Applicable  |
| (iii)  | Date of Subscription Agreement:   | Not Applicable  |
| (iv)   | Stabilisation Manager(s) (if any):  | Not Applicable  |
| (v)    | If non-syndicated, name and address of Dealer:  | Citigroup Global Markets Europe AG at Reuterweg 16, 60323 Frankfurt am Main, Germany  |
| (vi)   | Total commission and concession:  | The distribution fee payable by the Dealer to the Distributor is equal 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.   |
| (vii)  | Non-exempt Offer:   | <p>An offer (The <b>Italian Offer</b>) of the Securities may be made by Cassa Lombarda S.p.A. (the <b>Initial EEA Authorised Offeror(s)</b>) other than pursuant to Article 1(4) of the EU Prospectus Regulation during the period from (and including) 29 September 2021 to (and including) 8 October 2021 (the <b>Italian Offer Period</b>) 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.</p> <p>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</p> <p><b>Initial EEA Authorised Offeror(s)</b> means Cassa Lombarda S.p.A.</p> <p><b>Public Offer Jurisdiction(s)</b> means the Republic of Italy.</p> <p>See further Paragraph 10 below.</p> |
| (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, equal to 2.00 per cent. (2.00%) of the Specified Denomination of the Securities distributed by the Distributor.

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 (<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 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. (formerly organised and managed by EuroTLX SIM S.p.A. merged with and into Borsa Italiana S.p.A.), 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 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) 29 September 2021 to (and including) 8 October 2021, 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) 29 September 2021 to (and including) 7 October 2021, 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.

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:

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 on a delivery versus payment basis.

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.

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/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**):

Cassa Lombarda S.p.A.,

Via Alessandro Manzoni 12/14,

20121 - Milano

Italy

LEI Code: 8156003D79D064FB5360

## **11. UNITED STATES TAX CONSIDERATIONS**

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

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 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.

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

**The Securities:** Issue of Up to 2,000 Units of Euro 1,000 Call Certificates Based Upon the Euro STOXX® ESG-X Select Dividend 30 Price EUR (ISIN: XS1762786686)

**The Issuer:** Citigroup Global Markets Holdings Inc. Its principal offices are located at 388 Greenwich Street, New York, NY 10013 and its telephone number is +1 (212) 559-1000. Its Legal Entity Identifier ("LEI") is 82VOJDD5PTRDMVVMGV31.

**The Authorised Offeror(s):** The Authorised Offeror is Cassa Lombarda S.p.A., Via Alessandro Manzoni 12/14, 20121 - Milano, Italy. The authorised offeror is a S.p.A. company incorporated in Italy mainly operating under Italian law. Its LEI is 8156003D79D064FB5360 (the "Authorised Offeror").

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

**KEY INFORMATION ON THE ISSUER**

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

**Domicile and legal form of the Issuer, LEI, law under which the Issuer operates and country of incorporation:** The Issuer was incorporated in New York on 23 February 1977 and exists under the laws of the state of New York in the United States of America. The Issuer is a New York corporation. Its Federal Employee Identification Number issued by the US Internal Revenue Service is 11-2418067. Its LEI is 82VOJDD5PTRDMVVMGV31.

**Issuer's principal activities:** The Issuer, operating through its subsidiaries, engages in full-service investment banking and securities brokerage business. The Issuer operates in the *Institutional Clients Group* business segment of Citigroup Inc.

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

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

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

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

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

Summary information – income statement				
	Year ended 31 December 2020 (audited)	Year ended 31 December 2019 (audited)	Six months ended 30 June 2021 (unaudited)	Six months ended 30 June 2020 (unaudited)
Operating profit/loss or another similar measure of financial performance used by the Issuer in the financial statements (in millions of U.S. dollars)	3,554	732	1,863	2,969
Summary information – balance sheet				
	Year ended 31 December 2020 (audited)	Year ended 31 December 2019 (audited)	Six months ended 30 June 2021 (unaudited)	
Net financial debt (long term debt plus short term debt minus cash) (in millions of U.S. dollars)	129,545	126,645	155,310	

Current ratio (current assets/current liabilities)	1.2	1.2	1.2	
Debt to equity ratio (total liabilities/total shareholder equity)	16.6	14.2	16.9	
Interest cover ratio (operating income/interest expense)	2.1	1.1	3.1	
<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 (in millions of U.S. dollars)	(27,032)	(35,464)	5,793	(53,952)
Net cash flows from financing activities (in millions of U.S. dollars)	82,884	21,293	18,511	88,361
Net cash flows from investing activities (in millions of U.S. dollars)	(52,182)	14,932	(21,459)	(34,193)

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

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

The Issuer is subject to the following key risks:

- The Issuer is a holding company that does not engage in any material amount of business activities that generate revenues. It services its obligations primarily with dividends and advances from its subsidiaries. Its subsidiaries that operate in the securities businesses can only pay dividends if they are in compliance with applicable regulatory requirements imposed on them by federal and state regulatory authorities, and may also be subject to credit agreements that may restrict their ability to pay dividends. If such subsidiaries do not realise sufficient earnings to satisfy applicable regulatory requirements, or if such requirements are changed to further restrict the ability of such subsidiaries to pay dividends to the Issuer, the Issuer's ability to fulfil its obligations under the Securities may be adversely affected, and consequently the value of and return on the Securities may be adversely affected.
- The Issuer may not be able to maintain its current ratings. If a rating agency reduces, suspends or withdraws its rating of the Issuer and/or any affiliate thereof, the liquidity and market value of the Securities are likely to be adversely affected. Ratings downgrades could also have a negative impact on other funding sources, such as secured financing and other margin requirements, for which there are no explicit triggers.
- The COVID-19 pandemic has had, and will likely continue to have, negative impacts on the businesses and overall results of operations and financial condition of Citigroup Inc. and its subsidiaries (the "Group") which could be material. Any such negative impact on the Group (including the Issuer), could adversely affect the ability of the Issuer to fulfil its obligations under the Securities, and consequently the value of and return on the Securities may also be adversely affected.

#### KEY INFORMATION ON THE SECURITIES

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

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

The Securities are derivative securities in the form of Italian listed certificates, and are linked to an underlying security index. 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 15 October 2021. The issue price of the Securities is Euro 1,000 per Security.

Series Number: GMTCH5740; ISIN: XS1762786686; Common Code: 176278668; CFI: DEXXTX; FISN: CITIGROUP GLOBA/UT 20261016; CUSIP: 5C02589Z7

##### **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 2,000 Units (each Unit being EUR 1,000 in principal amount of the Securities).

**Final Termination Date:** 16 October 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 16 October 2026 and the expiry date (*Data di Scadenza*) of the Securities is 16 October 2026.

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

The Securities do not pay any premium.

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 900; 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 sum of (a) the Calculation Amount and (b) the product of (1) the Calculation Amount and (2) the Final Performance of the Underlying and (3) the Final Participation Rate. Expressed as a formula:

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

subject to a minimum of EUR 900 and a maximum of EUR 1.600.

Where:

Calculation Amount or CA: EUR 1,000.

Final Barrier Level: 90% of the Termination Initial Level of the Underlying.

Final Participation Rate or FPR: 90%

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: 8 October 2026, subject to adjustment.

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

Termination Barrier Observation Date: 8 October 2026, subject to adjustment.

Termination Initial Level: the underlying closing level for the Underlying on the Termination Strike Date;

Termination Strike Date: 8 October 2021, subject to adjustment.

Termination Strike Level: in respect of the Underlying, 90% of the Termination Initial Level of such Underlying.

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

Description	The Underlying(s)			Electronic page
	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	
The 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 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.

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

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

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

**Brief description of the Guarantor:** Citigroup Inc. (the "**Guarantor**") was established as a corporation incorporated in Delaware on 8 March 1988, registered at the Delaware Division of Corporations with perpetual duration pursuant to the Delaware General Corporation Law with file number 2154254. The principal offices for the Guarantor are located at 388 Greenwich Street, New York, NY 10013, and its telephone number is + 1 212 559-1000. Its LEI is 6SHG14ZSSLCXXQSB395. The Guarantor is a global diversified financial services holding company whose businesses provide consumers, corporations, governments and institutions with a broad, yet focused, range of financial products and services.

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

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

Summary information – income statement						
	Year ended 31 December 2020 (audited)	Year ended 31 December 2019 (audited)	Six months ended 30 June 2021 (unaudited)	Six months ended 30 June 2020 (unaudited)	Three months ended 30 June 2021 (unaudited)	Three months ended 30 June 2020 (unaudited)
Operating profit/loss or another similar measure of financial performance used by the Guarantor in the financial statements (in millions of U.S. dollars)	11,107	19,471	14,170	3,605	6,193	1,057
Summary information – balance sheet						
	Year ended 31 December 2020 (audited)	Year ended 31 December 2019 (audited)	Six months ended 30 June 2021 (unaudited)			
Net financial debt (long term debt plus short term debt minus cash) (in millions of U.S. dollars)	274,851	269,842	268,920			
Debt to equity ratio (total liabilities/total shareholder equity)	10.33	9.09	10.51			
Summary information – cash flow statement						
	Year ended 31 December 2020 (audited)	Year ended 31 December 2019 (audited)	Six months ended 30 June 2021 (unaudited)	Six months ended 30 June 2020 (unaudited)		
Net cash flows from operating activities (in millions of U.S. dollars)	(20,621)	(12,837)	23,563	(19,208)		
Net cash flows from financing activities (in millions of U.S. dollars)	233,595	42,933	44,614	227,723		
Net cash flows from investing activities (in millions of U.S. dollars)	(95,312)	(23,374)	(78,111)	(91,689)		

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

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

The Guarantor is subject to the following key risks:

- The Guarantor is a holding company that does not engage in any material amount of business activities that generate revenues. It services its obligations primarily with dividends and advances from its subsidiaries. Its subsidiaries that operate in the banking, insurance and securities businesses can only pay

dividends if they are in compliance with applicable regulatory requirements imposed on them by federal and state regulatory authorities, and may also be subject to credit agreements that may restrict their ability to pay dividends. If such subsidiaries do not realise sufficient earnings to satisfy applicable regulatory requirements, or if such requirements are changed to further restrict the ability of such subsidiaries to pay dividends to the Guarantor, the Guarantor's ability to fulfil its obligations under the Securities may be adversely affected, and consequently the value of and return on the Securities may be adversely affected.

- The Guarantor is expected to act as a source of financial strength for its subsidiary banks and to commit resources to support such banks. As a result, the Guarantor may be required to commit resources (in the form of investments or loans) to its subsidiary banks in amounts or at times that could adversely affect its ability to also fulfil its obligations under the Securities, and consequently 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. In addition, ratings downgrades could have a significant and immediate impact on the Guarantor's funding and liquidity through cash obligations, reduced funding capacity and derivative triggers and additional margin requirements. Ratings downgrades could also have a negative impact on other funding sources, such as secured financing and other margin requirements, for which there are no explicit triggers. A reduction in the Guarantor's or its subsidiaries' credit ratings could also widen the Guarantor's credit spreads or otherwise increase its borrowing costs and limit its access to the capital markets. Any of the foregoing factors may negatively impact the value of and return on the Securities.
- Adequate liquidity and sources of funding are essential to the Guarantor's businesses, and can be significantly and negatively impacted by factors the Guarantor cannot control, such as general disruptions in the financial markets, governmental fiscal and monetary policies, regulatory changes or negative investor perceptions of the Guarantor's creditworthiness. The Guarantor's ability to obtain funding may be impaired if other market participants are seeking to access the markets at the same time, or if market appetite declines, as is likely to occur in a liquidity stress event or other market crisis. A sudden drop in market liquidity could also cause a temporary or lengthier dislocation of underwriting and capital markets activity. In addition, clearing organisations, central banks, clients and financial institutions with which the Guarantor interacts may exercise the right to require additional collateral based on their perceptions or the market conditions, which could further impair the Guarantor's access to and cost of funding. These factors may negatively impact the market value of the Securities.

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

The Securities are subject to the following key risks:

- The Securities may be traded in the secondary market (if any), and if so, the price for which a Security may be sold may be less than the principal amount of such Security and/or your initial investment in such Securities. 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 and volatility of the Underlying and any changes in interim interest rates and dividend yields 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, (i) a Termination Barrier Event has not occurred or (ii) a Termination Barrier Event has occurred and the Final Reference Level of the Underlying is less than its Termination Initial Level, the Securities may be terminated for less than your initial investment. Further, you will receive no coupon during the terms 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, 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, 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 termination 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 terminated, 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 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) 29 September 2021 to (and including) 8 October 2021 (the "**Offer Period**").

Investors may apply for the subscription of the Securities during normal Italian banking hours at the offices (*filiali*) of Cassa Lombarda S.p.A. (the "**Distributor**") from (and including) 29 September 2021 to (and including) 8 October 2021, 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) 29 September to (and including) 7 October 2021, subject to early termination or extension of the Offer Period.

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. (formerly organised and managed by EuroTLX SIM S.p.A. merged with and into Borsa Italiana S.p.A.), occurring by the issue date, being 15 October 2021. 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 equal to 2.00 per cent. (2.00%) of the Issue Price paid by the Dealer to the Distributor.

### 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*

The net proceeds of the issue of the Securities will be used by the Issuer and/or its subsidiaries for general corporate purposes, which include making a profit. 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, Citigroup Inc. 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. The Issuer, Citigroup Inc. 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.

**NOTA DI SINTESI**

**INTRODUZIONE E AVVERTENZE**

La Nota di Sintesi deve essere letta come una introduzione al Prospetto di Base. Qualsiasi decisione da parte dell'investitore di investire negli Strumenti Finanziari deve essere effettuata considerando il 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 nel Prospetto di Base dinanzi un tribunale, l'investitore ricorrente potrebbe, ai sensi di legge, essere tenuto a sostenere i costi di traduzione del Prospetto di Base prima che l'azione legale abbia inizio. La responsabilità civile ricade unicamente sulle persone che hanno presentato la presente nota di sintesi, comprese eventuali traduzioni, unicamente nel caso in cui la Nota di Sintesi risulti fuorviante, inesatta o incoerente, se letta congiuntamente alle altre parti del Prospetto di Base oppure se letta insieme con le altre parti del Prospetto di Base, non contenga informazioni chiave che possano aiutare l'investitore a decidere se investire o meno negli Strumenti Finanziari.

**Stare per acquistare un prodotto che non è semplice e che potrebbe essere di difficile comprensione.**

**Strumenti Finanziari:** Emissione fino a 2.000 Unità di Euro 1.000 Certificati *Call* legati all'indice EURO STOXX® ESG – X Select Dividend 30 Price EUR (ISIN: XS1762786686).

**Emittente:** Citigroup Global Markets Holdings Inc. La sede principale della società è in 388 Greenwich Street, New York, NY 10013 e il suo numero di telefono è +1 (212) 559-1000. Il suo codice LEI ("LEI") è 82VOJDD5PTRDMVVMGV31

**L'Offerente(i) Autorizzato(i):** L'offerente autorizzato è Cassa Lombarda S.p.A., Via Alessandro Manzoni 12/14, 20121 Milano 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 8156003D79D064FB5360 (l'"Offerente Autorizzato").

**Autorità Competente:** Il Prospetto di Base è stato approvato in data 18 dicembre 2020 dalla Central Bank of Ireland sita in New Wapping Street, North Wall Quay, Dublin 1, D01 F7X3, Irlanda (Contatto telefonico: +353 1 224 6000)

**INFORMAZIONI CHIAVE RIGUARDANTI L'EMITTENTE**

**Chi è l'Emittente degli Strumenti Finanziari?**

**Domicilio e forma giuridica dell'Emittente, codice LEI, ordinamento giuridico in base al quale l'Emittente opera e Paese di costituzione:** L'Emittente è stato costituito a New York il 23 febbraio 1977 secondo il diritto dello stato di New York negli Stati Uniti d'America. L'Emittente è una società di capitali dello Stato del New York. Il suo numero federale di identificazione (*Federal Employee Identification Number*) emesso dall'Internal Revenue Service statunitense è 11-2418067. Codice LEI: 82VOJDD5PTRDMVVMGV31.

**Attività principali dell'Emittente:** L'Emittente, che opera attraverso le sue controllate, svolge attività di investment banking e brokeraggio di titoli. L'Emittente opera nell'ambito della divisione aziendale *Institutional Clients Group* di Citigroup Inc.

**Principali azionisti, incluse le partecipazioni dirette o indirette o di controllo e di chi:** Il capitale azionario emesso dall'Emittente è di 1.000 Azioni ordinarie interamente pagate e detenute da Citigroup Inc.

**Direttori principali:** I funzionari dell'emittente sono Shawn K. Feeney, Daniel S. Palomaki, Charles Marquardt, Gonzalo Martin, Victor Spadafora, Alexia Breuvar, Donald Bendernagel, Sarah Blotner, Robert F. Klein, Stacey Berg Keller, Myongsu Kong, Moshe Malina, Anne E. Moses, Rachel Stine, Ronny Ostrow, Sofia Rahman ed Elizabeth Zidones. I membri del *Notes Committee* dell'Emittente sono Colin Brennan, Stuart Crouch, Gonzalo Martin, Mark Mason, Johnbull Okpara, Daniel S. Palomaki, Victor Spadafora, Elissa Steinberg e Michael Verdeschi.

**Società di revisione legale:** La società di revisione dell'Emittente è KPMG LLP, revisori contabili accreditati indipendenti, 345 Park Avenue, New York, New York 10154, Stati Uniti

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

Le seguenti informazioni finanziarie chiave sono state estratte dal bilancio consolidato certificato dell'Emittente per gli esercizi chiusi il 31 dicembre 2020 e 2019 e dal bilancio consolidato non certificato dell'Emittente per il semestre chiuso il 30 giugno 2020.

<b>Informazioni riepilogative – conto economico</b>				
	<b>Esercizio chiuso il 31 dicembre 2020 (certificato)</b>	<b>Esercizio chiuso il 31 dicembre 2019 (certificato)</b>	<b>Semestre chiuso il 30 giugno 2021 (non certificato)</b>	<b>Semestre chiuso il 30 giugno 2020 (non certificato)</b>
Utile/perdita di esercizio o altra misura analoga della performance finanziaria utilizzata dall'Emittente nel bilancio ( <i>in milioni di USD</i> )	3.554	732	1.863	2.969
<b>Informazioni riepilogative – stato patrimoniale</b>				
	<b>Esercizio chiuso il 31 dicembre 2020 (certificato)</b>	<b>Esercizio chiuso il 31 dicembre 2019 (certificato)</b>	<b>Semestre chiuso il 30 giugno 2021 (non certificato)</b>	
Indebitamento finanziario netto (debito a lungo termine più debito a breve termine meno liquidità) ( <i>in milioni di USD</i> )	129.545	126.645	155.310	
Indice di liquidità totale (attività correnti/passività correnti)	1,2	1,2	1,2	
Rapporto di indebitamento (passività totali/patrimonio netto totale)	16,6	14,2	16,9	
Tasso di copertura degli oneri finanziari (reddito operativo/interessi passivi)	2,1	1,1	3,1	
<b>Informazioni riepilogative – rendiconto finanziario</b>				

	Esercizio chiuso il 31 dicembre 2020 (certificato)	Esercizio chiuso il 31 dicembre 2019 (certificato)	Semestre chiuso il 30 giugno 2021 (non certificato)	Semestre chiuso il 30 giugno 2020 (non certificato)
Flussi di cassa netti da attività operative (in milioni di USD)	(27.032)	(35.464)	5.793	(53.952)
Flussi di cassa netti da attività di finanziamento (in milioni di USD)	82.884	21.293	18.511	88.361
Flussi di cassa netti da attività di investimento (in milioni di USD)	(52.182)	14.932	(21.459)	(34.193)

**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 esposto ai seguenti fattori di rischio principali:

- L'Emittente è una holding che non svolge alcuna attività commerciale rilevante che genera ricavi. Adempie alle proprie obbligazioni principalmente con dividendi e anticipi che riceve dalle proprie controllate. Le controllate che svolgono operazioni su titoli possono pagare i dividendi solo se sono conformi ai requisiti regolamentari a loro applicabili imposti dalle autorità regolamentari federali o statali e possono inoltre essere soggette a contratti di credito che possono limitarne la capacità di pagamento dei dividendi. Nel caso in cui tali controllate non realizzino utili sufficienti per soddisfare i requisiti regolamentari applicabili, o se tali requisiti sono cambiati limitando ulteriormente la capacità di tali controllate di pagare i dividendi all'Emittente, la capacità dell'Emittente di adempiere agli obblighi che gli competono ai sensi degli Strumenti Finanziari potrebbe risentirne negativamente e di conseguenza anche il valore e il rendimento degli Strumenti Finanziari potrebbero risentirne negativamente.
- L'Emittente potrebbe non essere in grado di mantenere il proprio rating attuale. Qualora un'agenzia di rating riduca, sospenda o ritiri il rating assegnato all'Emittente e/o a una qualunque delle sue collegate, è probabile che la liquidità e il valore di mercato 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.
- La pandemia di COVID-19 ha prodotto, e probabilmente continuerà a produrre, impatti negativi sulle attività e i risultati complessivi delle operazioni e sulle condizioni finanziarie di Citigroup Inc. e sue relative controllate (il "Gruppo"). Qualsiasi impatto negativo di questo tipo sul Gruppo (Emittente incluso) potrebbe influire negativamente sulla capacità dell'Emittente di adempiere agli obblighi che gli competono ai sensi degli Strumenti Finanziari e, di conseguenza, anche il valore e il rendimento degli Strumenti Finanziari potrebbero esserne negativamente influenzati.

#### 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 indice sottostante. 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 15 ottobre 2021. Il prezzo di emissione degli Strumenti Finanziari è pari a EUR 1.000 per Strumento Finanziario.

Numero di serie: GMTCH5740; ISIN: XS1762786686; Common Code: 176278668; CFI: DEXXTX; FISN: CITIGROUP GLOBA/UT 20261016; CUSIP: 5C02589Z7.

**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 2.000 Unità (ogni Unità equivale ad EUR 1,000 in importo nozionale degli Strumenti Finanziari).

**Data di Regolamento Finale:** 16 ottobre 2026. 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 il 16 ottobre 2026 e la data di scadenza (Data di Scadenza) degli Strumenti Finanziari è il 16 ottobre 2026.

##### Rendimenti connessi agli Strumenti Finanziari:

Gli Strumenti Finanziari non pagano alcun interesse.

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

- a) non si è verificato un Evento Barriera di Regolamento, l'Emittente regolerà ogni Strumento Finanziario alla Data di Regolamento Finale per un importo pari ad Euro 900;
- b) si è verificato un Evento Barriera di Regolamento, l'Emittente regolerà ogni Strumento Finanziario alla Data di Regolamento Finale con un importo pari alla somma tra (a) l'Importo di Calcolo e (b) il prodotto tra (1) Importo di Calcolo e (2) la Performance Finale del Sottostante e (3) il Tasso di Partecipazione Finale. Espresso con la seguente formula:

$$CA + (CA \times \text{Performance Finale del Sottostante} \times \text{TPF}),$$

soggetto ad un minimo di Euro 900 e ad un massimo di Euro 1,600.

Dove:

Importo di Calcolo o CA: Euro 1.000.

Livello Finale di Barriera: 90% del Livello Iniziale di Regolamento del Sottostante.

Tasso di partecipazione finale o TPF: 90%

Performance Finale: in relazione al Sottostante, un importo espresso come percentuale pari al Livello di Riferimento Finale di tale Sottostante 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

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

Data(e) di Valutazione Finale: 8 ottobre 2026, soggetta ad aggiustamenti.

Evento Barriera di Regolamento: se alla relativa Data di Osservazione della Barriera di Regolamento, il livello di chiusura sottostante del Sottostante è maggiore di o uguale al Livello Finale di Barriera.

Data di Osservazione della Barriera di Regolamento: 8 ottobre 2026, soggetta ad aggiustamenti.

Livello Iniziale di Regolamento: il livello di chiusura del sottostante per il Sottostante alla Data Strike di Regolamento.

Data Strike di Regolamento: 8 ottobre 2021, soggetta ad aggiustamenti.

Livello Strike di Regolamento: in relazione al Sottostante, il 90% del Livello Iniziale di Regolamento di tale Sottostante.

Sottostante: 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.

**Riconoscimento dei regimi di risoluzione speciale degli Stati Uniti:** Gli Strumenti Finanziari contengono un esplicito riconoscimento contrattuale in base

al quale, qualora l'Emittente o il Garante diventino oggetto di un'azione legale ai sensi di un regime di risoluzione speciale degli Stati Uniti, il trasferimento degli Strumenti Finanziari a cui si applica la legislazione statunitense pertinente, e (in relazione a tali Strumenti Finanziari) l'atto di garanzia (e il trasferimento di qualsiasi interesse e obbligo inerente a o derivante da tali Strumenti Finanziari o atto di garanzia) fornito dall'Emittente o dal Garante, a seconda del caso, sarà efficace solo nella misura in cui in cui tale trasferimento sarebbe efficace ai sensi di tale regime di risoluzione speciale degli Stati Uniti. Inoltre, gli Strumenti Finanziari contengono un esplicito riconoscimento contrattuale in base al quale, qualora l'Emittente o il Garante e qualsiasi delle relative affiliate diventino oggetto di un'azione ai sensi di un regime di risoluzione speciale degli Stati Uniti, determinati diritti per inadempimento nei confronti dell'Emittente o del Garante, nella misura applicabile in relazione a tali Strumenti Finanziari o atto di garanzia, possono essere esercitati solo nella misura consentita ai sensi di tale regime di risoluzione speciale degli Stati Uniti. L'esercizio di qualsiasi facoltà ai sensi dei regimi di risoluzione speciale degli Stati Uniti potrebbe influire in misura significativamente negativa sui diritti dei portatori di tali Strumenti Finanziari e, di conseguenza, sul prezzo o sul valore del loro investimento in tali 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. (in precedenza gestito da EuroTLX SIM S.p.A. fusa per incorporazione in Borsa Italiana S.p.A.) ("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:** Citigroup Inc. (il "Garante") è stata costituita come società di capitali del Delaware l'8 marzo 1988 e registrata presso la *Delaware Division of Corporations* con durata perpetua ai sensi della *Delaware General Corporation Law* (Legge generale sulle società del Delaware) con il numero 2154254. La sede principale del Garante è in 388 di Greenwich Street, New York, NY 10013 e il suo numero di telefono è +1 212 559-1000. Codice LEI: 6SHG14ZSSLCXXQSB395. Il Garante è una holding di servizi finanziari diversificati a livello globale le cui attività offrono a consumatori, società, governi e istituzioni una gamma vasta e mirata di prodotti e servizi finanziari.

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

**Informazioni finanziarie principali del Garante:** Le seguenti informazioni finanziarie chiave sono state estratte dal bilancio consolidato certificato del Garante per gli esercizi chiusi il 31 dicembre 2020 e 2019 e dal bilancio consolidato non certificato del Garante per il periodo chiuso il 30 giugno 2021.

Informazioni riepilogative – conto economico						
	Esercizio chiuso il 31 dicembre 2020 (certificato)	Esercizio chiuso il 31 dicembre 2019 (certificato)	Semestre chiuso il 30 giugno 2021 (non certificato)	Semestre chiuso il 30 giugno 2020 (non certificato)	Trimestre chiuso il 30 giugno 2021 (non certificato)	Trimestre chiuso il 30 giugno 2020 (non certificato)
Utile/perdita di esercizio o altra misura analoga della performance finanziaria utilizzata dal Garante nel bilancio (in milioni di USD)	11.107	19.471	14.170	3.605	6.193	1.057
Informazioni riepilogative – stato patrimoniale						
	Esercizio chiuso il 31 dicembre 2020 (certificato)	Esercizio chiuso il 31 dicembre 2019 (certificato)	Semestre chiuso al 30 giugno 2021 (non certificato)			
Indebitamento finanziario netto (debito a lungo termine più debito a breve termine meno liquidità) (in milioni di USD)	274.851	269.842	268.920			
Rapporto di indebitamento (passività totali/patrimonio netto totale)	10,33	9,09	10,51			
Informazioni riepilogative – rendiconto finanziario						
	Esercizio chiuso il 31 dicembre 2020 (certificato)	Esercizio chiuso il 31 dicembre 2019 (certificato)	Semestre chiuso al 30 giugno 2021 (non certificato)	Trimestre chiuso al 31 marzo 2020 (non certificato)		
Flussi di cassa netti da attività operative (in milioni di USD)	(20.621)	(12.837)	23.563	(19.208)		

Flussi di cassa netti da attività di finanziamento (in milioni di USD)	233.595	42.933	44.614	227,723
Flussi di cassa netti da attività di investimento (in milioni di USD)	(95.312)	(23.374)	(78.111)	(91,689)

**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 una holding che non svolge alcuna attività commerciale rilevante che genera ricavi. Adempie alle proprie obbligazioni principalmente con dividendi e anticipi che riceve dalle proprie controllate. Le controllate che operano nel settore bancario, assicurativo e finanziario possono pagare i dividendi solo se sono conformi ai requisiti regolamentari a loro applicabili imposti dalle autorità regolamentari federali o statali e possono inoltre essere soggette a contratti di credito che possono limitarne la capacità di pagamento dei dividendi. Nel caso in cui tali controllate non realizzino utili sufficienti per soddisfare i requisiti regolamentari applicabili, o se tali requisiti sono cambiati limitando ulteriormente la capacità di tali controllate di pagare i dividendi al Garante, la capacità del Garante di adempiere agli obblighi che gli competono ai sensi degli Strumenti Finanziari potrebbe risentirne negativamente e di conseguenza anche il valore e il rendimento degli Strumenti Finanziari potrebbero risentirne negativamente.
- Il Garante è tenuto a conferire solidità finanziaria alle proprie banche controllate e ad impegnare risorse per sostenere tali banche. Di conseguenza, il Garante potrebbe essere tenuto a impegnare risorse (sotto forma di investimenti o prestiti) in favore delle sue banche controllate per importi o in momenti tali da incidere negativamente anche sulla sua capacità di adempiere agli obblighi che gli competono ai sensi degli Strumenti Finanziari e, di conseguenza, 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. Inoltre, i declassamenti del rating potrebbero avere un impatto significativo e immediato sulla capacità del garante di raccogliere fondi e liquidità, ponendo in essere obblighi di liquidità, riducendo la capacità di finanziamento, attivando trigger su derivati e imponendo requisiti di margine aggiuntivi. 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. Una riduzione dei rating creditizi del Garante o delle relative controllate potrebbe inoltre ampliare gli spread creditizi del Garante o comunque aumentarne gli oneri di finanziamento e limitarne l'accesso ai mercati dei capitali. Qualunque fattore sopramenzionato può influire negativamente sul valore e sul rendimento degli Strumenti Finanziari.
- Liquidità e fonti di finanziamento adeguate sono essenziali per le attività del Garante e possono risentire in misura estremamente negativa di fattori che ricadono fuori del controllo del Garante, come eventi di turbativa generale dei mercati finanziari, adozione di politiche fiscali e monetarie da parte delle autorità, cambiamenti normativi o percezioni negative degli investitori dell'affidabilità creditizia del Garante. La capacità del Garante di ottenere finanziamenti può risultare compromessa se altri operatori di mercato cercano di accedere ai mercati allo stesso tempo o se la propensione del mercato diminuisce, come è probabile in caso di tensioni di liquidità o altra crisi di mercato. Inoltre, un improvviso calo della liquidità di mercato potrebbe causare una dislocazione più o meno lunga dell'attività di sottoscrizione e dei mercati dei capitali. Inoltre, le organizzazioni di compensazione, le banche centrali, i clienti e gli istituti finanziari con cui il Garante interagisce possono esercitare il diritto di richiedere garanzie collaterali aggiuntive in base alle loro percezioni o alle condizioni di mercato, che potrebbero ulteriormente compromettere l'accesso del Garante ai finanziamenti e il costo degli stessi. Questi fattori possono influire negativamente sul valore di mercato degli Strumenti Finanziari.

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

Gli Strumenti Finanziari sono soggetti ai seguenti principali rischi:

- Gli Strumenti Finanziari possono essere negoziati sul mercato secondario (se presente) e, in tal caso, il prezzo per il quale un titolo può essere venduto potrebbe essere inferiore all'importo nominale di tale titolo e/o al vostro investimento iniziale in tali Strumenti Finanziari. 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 e la volatilità del Sottostante e qualsiasi cambiamento nei tassi di interesse provvisori e nei rendimenti dei dividendi, se applicabili, e una vendita di Strumenti Finanziari prima del loro rimborso programmato può avvenire ad uno sconto sostanziale dal prezzo di acquisto originale e si può perdere parte o tutto il proprio investimento. Se, alla scadenza, (i) non si è verificato un Evento Barriera di Regolamento o (ii) si è verificato un Evento Barriera di Regolamento ed il Livello di Riferimento Finale del Sottostante è inferiore al suo Livello Iniziale di Regolamento, gli Strumenti Finanziari potrebbero essere rimborsati inferiormente rispetto al vostro investimento iniziale. Inoltre, non riceverete alcun coupon per tutta la vita 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 Sottostante, 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, 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 degli Strumenti Finanziari.
- 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.
- 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 29 settembre 2021 (incluso) e termina l' 8 ottobre 2021 (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 Cassa Lombarda S.p.A. (il "**Collocatore**") dal 29 settembre 2021 (incluso) all' 8 ottobre 2021 (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 29 settembre 2021 (incluso) e termina il 7 ottobre 2021 (incluso), salvo chiusura anticipata o estensione del Periodo di Offerta.

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. (in precedenza organizzato e gestito da EuroTLX SIM S.p.A. fusa per incorporazione in Borsa Italiana S.p.A.), entro la data di emissione, ossia il 15 ottobre 2021. 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 pari al 2,00 per cento (2,00%) del Prezzo di Emissione pagata dall'Emittente al Collocatore.

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

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

Finanziari sul mercato EuroTLX.

#### **Perché viene prodotto il Prospetto?**

**Uso e stima dei proventi netti:** I proventi netti dell'emissione degli Strumenti Finanziari saranno utilizzati dall'Emittente e/o dalle relative controllate per scopi societari generali, che includono la realizzazione di un profitto.

L'importo netto stimato dei proventi è un importo pari al numero finale di Strumenti Finanziari emessi alla data di emissione moltiplicato per il prezzo di emissione di ciascuno Strumento Finanziario.

**Accordo di sottoscrizione su una base di sottoscrizione vincolata:** L'offerta degli Strumenti Finanziari non è soggetta a un accordo di sottoscrizione sulla base di una sottoscrizione vincolata.

#### **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, Citigroup Inc. 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, Citigroup Inc. 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.