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.

# PRICING SUPPLEMENT

dated [23] February 2022

Citigroup Global Markets Funding Luxembourg S.C.A.

**Legal Entity Identifier (LEI):** 

#### 549300EVRWDWFJUNNP53

Issue of 50 Units of Euro 20,000 Memory Coupon Barrier Autocall Certificates Based Upon the Worst Performing of Assicurazioni Generali S.p.A. and Enel S.p.A. to be consolidated and form a single series with the Issue of 500 Units of Euro 20,000 Memory Coupon Barrier Autocall Certificates Based Upon the Worst Performing of Assicurazioni Generali S.p.A. and Enel S.p.A.

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

No prospectus is required in accordance with the EU Prospectus Regulation or UK Prospectus Regulation (each as defined below) in relation to Securities which are the subject of this Pricing Supplement.

The Base Listing Particulars referred to below (as completed by this Pricing Supplement) has been prepared on the basis that:

- (a) any offer of Securities in any Member State of the EEA will be made pursuant to an exemption under the EU Prospectus Regulation from the requirement to publish a prospectus for offers of the Securities. Accordingly any person making or intending to make an offer in that Member State of the Securities may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the EU Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the EU Prospectus Regulation, in each case, in relation to such offer; and
- (b) any offer of Securities in the United Kingdom (**UK**) will be made pursuant to an exemption under the UK Prospectus Regulation from the requirement to publish a prospectus for offers of the Securities. Accordingly any person making or intending to make an offer in the UK of the Securities 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 Financial Services and Markets

Act (as amended, 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 CGMFL Guarantor and any Dealer has authorised, nor do any of them authorise, the making of any offer of Securities in any other circumstances.

For the purposes hereof, the expression "EU Prospectus Regulation" means Regulation (EU) 2017/1129, (as amended) and and UK Prospectus Regulation means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the EUWA).

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

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.

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 Listing Particulars and the Supplement, to the Base Listing Particulars

This document constitutes the Pricing Supplement of the Securities described herein and must be read in conjunction with the Base Listing Particulars as so supplemented. Full information on the Issuer, the CGMFL Guarantor and the offer of the Securities is only available on the basis of the combination of this Pricing Supplement and the Base Listing Particulars as so supplemented.

The Base Listing Particulars and the Supplement are available for viewing at the offices of the Paying Agents and on the website of Euronext Dublin (<a href="www.ise.ie">www.ise.ie</a>).

For the purposes hereof, **Base Listing Particulars** means the CGMFL Underlying Linked Notes Base Listing Particulars relating to the Programme dated 17 December 2021, as supplemented by a Supplement (No.1) dated 1 February 2022 (the "**Supplement No.1**" or the "**Supplement**").

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

(i) Issuer: Citigroup Global Markets Funding Luxembourg S.C.A. 1. (ii) Guarantor: Citigroup Global Markets Limited (i) Type of Security: Italian Listed Certificates 2. (ii) Series Number: CGMFL44695 Tranche Number: (iii) On 24 February 2022, 50 Units of Euro 20,000 Memory Coupon Barrier Autocall Certificates Based Upon the Worst Performing of Assicurazioni Generali S.p.A. and Enel S.p.A. ("**Tranche 2**") will be consolidated and form a single series with, 500 Units of Euro 20,000 Memory Coupon Barrier Autocall Certificates Based Upon the Worst Performing of Assicurazioni Generali S.p.A. and Enel S.p.A. issued on 23 February 2022 ("Tranche 1") (iv) Date on which the Securities Tranche 2 will be consolidated and form a single Series with Tranche 1 on 24 February 2022 will be consolidated and form a single Series: Euro (EUR) 3. Specified Currency or currencies: 4. Aggregate Principal Amount: (i) Series: 550 Units (each Unit being EUR 20,000 in principal amount of the Securities). (ii) Tranche: Tranche 1: 500 Units (each Unit being EUR 20,000 in principal amount of the Securities). Trance 2: 50 Units (each Unit being EUR 20,000 in principal amount of the Securities). The Securities are issued in Units. Accordingly, references herein to a Unit shall be deemed to be references to EUR 20,000 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. **Issue Price:** Tranche 1: Euro 20,000 per Security Tranche 2: Euro 20,000 per Security (i) **Specified Denominations:** 1 Unit 6. Calculation Amount: 1 Unit (ii)

Tranche 1: In respect of each Underlying, 9 February

Trade Date:

7.

(i)

2022

Tranche 2: In respect of each Underlying, 9 February

2022

Tranche 1: 23 February 2022 (ii) Issue Date:

Tranche 2: 24 February 2022

(iii) Premium Commencement

Date:

Not Applicable

Final Termination Date: 14 August 2025, subject to adjustment in accordance

with the Following Business Day Convention

Type of Securities: Fixed Rate Securities and Lookback Securities. The 9.

Securities do not bear or pay any premium if a Premium

Barrier Event does not occur.

Mandatory Early Termination Provisions are applicable

as specified in item 14(iii) below

The Securities are Underlying Linked Securities and the Termination Amount of the Securities is determined in accordance with item 14(iv) and, as the Underlying Linked Securities Termination Provisions are applicable,

item 14(v) below

The Securities are Cash Settled Securities

10. Put/Call Options: Not Applicable

11. (i) Status of the Securities: Senior

Status of the CGMHI Deed Not Applicable (ii)

of Guarantee:

(iii) Status of the CGMFL Deed Senior

of Guarantee:

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

Linked 12. Underlying Securities Applicable – the provisions in the Valuation and Provisions:

Settlement Schedule apply (subject as provided in any

relevant Underlying Schedule)

(i) Underlying:

> (A) Description Underlying specified Each under the heading

"Underlying" in the Table below Underlyings(s):

In respect of an Underlying, the Classification specified Classification: (B)

for such Underlying in the Table below

(C) Electronic Page: In respect of an Underlying, the Electronic Page specified

Underlying	Classification	Electronic Page	Share Company	Exchange
Common stock of the share company (ISIN: IT0000062072)	Share	Bloomberg Page: G IM Equity	Assicurazioni Generali S.p.A.	Borsa Italiana
Common stock of the share company (ISIN: IT0003128367)	Share	Bloomberg Page: ENEL IM Equity	Enel S.p.A.	Borsa Italiana

(ii) Particulars in respect of each Underlying:

Share(s):

(A) Share Company: In respect of an Underlying, the Share Company

specified for such Underlying in the Table above

(B) Exchange(s): In respect of an Underlying, the Exchange specified for

such Underlying in the Table above

(C) Related All Exchanges

Exchange(s):

(D) Stapled Share: Not Applicable

(iii) Elections in respect of each Applicable

type of Underlying:

Share(s):

(A) Additional In respect of each Underlying:

Disruption Event(s): Increased Cost of Stock Borrow

Loss of Stock Borrow

Early Termination Option: Applicable

Early Termination Amount: Fair Market Value

Deduction of Hedge Costs: Applicable

Deduction of Issuer Costs and Hedging and Funding

Costs: Applicable

Pro Rata Issuer Cost Reimbursement: Not Applicable

Additional Costs on account of Early Termination: Not

Applicable

(B) Share Substitution: In respect of each Underlying: Applicable

Share Substitution Criteria: Reference Index

(C) Additional

Adjustment Event(s):

In respect of each Underlying:

Share Condition 4 – Corporate Action: Applicable

Early Termination Option: Applicable

Early Termination Amount: Fair Market Value

Deduction of Hedge Costs: Applicable

Deduction of Issuer Costs and Hedging and Funding

Costs: Applicable

Pro Rata Issuer Cost Reimbursement: Not Applicable

Additional Costs on account of Early Termination: Not

Applicable

Share Condition 4 – Delisting: Applicable

Early Termination Option: Applicable

Early Termination Amount: Fair Market Value

Deduction of Hedge Costs: Applicable

Deduction of Issuer Costs and Hedging and Funding

Costs: Applicable

Pro Rata Issuer Cost Reimbursement: Not Applicable

Additional Costs on account of Early Termination: Not

Applicable

Share Condition 4 – Insolvency: Applicable

Early Termination Option: Applicable

Early Termination Amount: Fair Market Value

Deduction of Hedge Costs: Applicable

Deduction of Issuer Costs and Hedging and Funding

Costs: Applicable

Pro Rata Issuer Cost Reimbursement: Not Applicable

Additional Costs on account of Early Termination: Not

Applicable

Share Condition 4 – Merger Event: Applicable

Early Termination Option: Applicable

Early Termination Amount: Fair Market Value

Deduction of Hedge Costs: Applicable

Deduction of Issuer Costs and Hedging and Funding

Costs: Applicable

Pro Rata Issuer Cost Reimbursement: Not Applicable

Additional Costs on account of Early Termination: Not

Applicable

Share Condition 4 – Nationalisation: Applicable

Early Termination Option: Applicable

Early Termination Amount: Fair Market Value

Deduction of Hedge Costs: Applicable

Deduction of Issuer Costs and Hedging and Funding

Costs: Applicable

Pro Rata Issuer Cost Reimbursement: Not Applicable

Additional Costs on account of Early Termination: Not

Applicable

Share Condition 4 – Tender Offer: Applicable

Early Termination Option: Applicable

Early Termination Amount: Fair Market Value

Deduction of Hedge Costs: Applicable

Deduction of Issuer Costs and Hedging and Funding

Costs: Applicable

Pro Rata Issuer Cost Reimbursement: Not Applicable

Additional Costs on account of Early Termination: Not

Applicable

Share Condition 4 – De-stapling Event: Not Applicable

Share Condition 4 - Component Share Additional

Adjustment Event: Not Applicable

(D) Dividend Adjust Performance:

Adjusted Not Applicable

(iv) Trade Date: Tranche 1: In respect of each Underlying 9 February

2022

Tranche 2: In respect of each Underlying 9 February

2022

(v) Realisation Disruption: Not Applicable

(vi) Hedging Disruption Early Not Applicable

Termination Event:

(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 App 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:** Applicable

(i) Premium Strike Level, Specified See Table below Valuation Date(s), Premium

Amount/Rate, IPR, Premium Payment Date(s), Specified Premium Valuation Date(s), Lower Premium Barrier Level, Upper Premium Barrier Level, Premium Barrier Level, Specified Premium Barrier Observation Date:

(ii) Non-Contingent Premium Provisions where Valuation and Settlement Condition 1.4(a) applies

Not Applicable

(iii) Underlying Linked Premium Provisions where Valuation and Settlement Condition 1.5 applies

Not Applicable

(iv) Premium Strike Dates Applicable for the purpose of determining whether a

Premium Barrier Event has occurred

Specified Premium Strike Date:

In respect of each Premium Underlying: 7 February 2022, 8 February 2022, 9 February 2022, 10

February 2022 and 11 February 2022.

(v) Underlying(s) relevant to premium, Interim Performance Provisions provisions and relating to levels of the Premium Underlying(s) and Premium **Barrier Events** 

Applicable

Underlying(s) relevant to premium:

(A) Premium Underlying: Each Underlying specified in item 12 above

(B) Premium Barrier Underlying(s):

The Interim Performance Underlying

**Interim Performance Provisions:** Applicable

(A) Single Underlying Observation:

Not Applicable

(B) Weighted Basket Observation:

Not Applicable

(C)

of Best Observation:

Basket Not Applicable

(D) Worst of Basket Observation:

Applicable for the purpose of determining whether a Premium Barrier Event has occurred where Nth

means: 1st (i.e., the lowest)

Maximum Interim Not Applicable I.

Performance Percentage:

Minimum Interim Not Applicable

Performance Percentage:

III. Maximum Interim Not Applicable Performance

Percentage (Barrier Event): IV. Minimum Interim Not Applicable Performance Percentage (Barrier Event): Maximum Interim Not Applicable Performance Percentage (Barrier Event Satisfied): VI. Minimum Interim Not Applicable Performance Percentage (Barrier Event Satisfied): VII. Maximum Interim Not Applicable Performance Percentage (Barrier Event Not Satisfied):

VIII. Minimum Interim Not Applicable Performance

Percentage

(Barrier Event Not

Satisfied):

IX. Interim Not Applicable Performance

Adjustment Percentage:

X. Himalaya Interim Not Applicable

Performance European Observation:

(E) Outperformance Not Applicable Observation:

(F) Arithmetic Mean Not Applicable Underlying Return:

(G) Cliquet Not Applicable

(H) Himalaya Interim Not Applicable Performance – Asian

Observation:

Provisions relating to levels of the Premium Underlying(s)

(A) Premium Initial Level: For the purpose of determining whether a Premium

Barrier Event has occurred: Arithmetic Average

Closing Level on Premium Strike Dates

(B) Premium Reference For the purpose of determining whether a Premium Level: Barrier Event has occurred: Closing Level on Premium Valuation Date Provisions relating to a Premium Applicable Barrier Event: (C) Premium Barrier Event: Premium Barrier Event European Performance Observation (D) Premium Barrier Event Not Applicable Lock-In: Provisions relating to the rate or Fixed Rate Securities and Lookback Securities (vi) amount of premium due (A) Fixed Rate Security Applicable **Provisions** I. Accrual: Not Applicable II. Lookback Applicable Securities: Multi-Chance III. Not Applicable Securities: (B) Floating Rate Security Not Applicable **Provisions:** CMS Rate Security: (C) Not Applicable (D) Spread Securities: Not Applicable Not Applicable (E) Accrual (Expanded) Securities: (F) Inflation Rate Security Not Applicable Provisions: (G) Interim Performance Not Applicable **Premium Provisions:** (H) Buy the Dip Securities Not Applicable **Premium Provisions:** (vii) Premium Underlying Valuation Applicable Provisions: (A) Valuation Disruption Move in Block (Scheduled **Trading** Days): Value What You Can (B) Valuation Disruption (Disrupted Days): (C) Valuation Roll: Eight

TABLE									
Premium Strike Level	Specified Premium Valuation Date(s)	Premium Barrier Level (%)	Premium Lock- in Level (%)	Specified Premium Barrier Observation Date	Premium Amount if a Premium Barrier Event occurs in respect of the relevant Premium Payment Date	IPR	Premium Payment Date		
Zero (0)	7 March 2022	Greater than or equal to 65%	Not Applicable	7 March 2022	EUR 116.00	Not Applicable	14 March 2022		
Zero (0)	7 April 2022	Greater than or equal to 65%	Not Applicable	7 April 2022	EUR 116.00	Not Applicable	14 April 2022		
Zero (0)	9 May 2022	Greater than or equal to 65%	Not Applicable	9 May 2022	EUR 116.00	Not Applicable	16 May 2022		
Zero (0)	7 June 2022	Greater than or equal to 65%	Not Applicable	7 June 2022	EUR 116.00	Not Applicable	14 June 2022		
Zero (0)	7 July 2022	Greater than or equal to 65%	Not Applicable	7 July 2022	EUR 116.00	Not Applicable	14 July 2022		
Zero (0)	8 August 2022	Greater than or equal to 65%	Not Applicable	8 August 2022	EUR 116.00	Not Applicable	15 August 2022		
Zero (0)	7 September 2022	Greater than or equal to 65%	Not Applicable	7 September 2022	EUR 116.00	Not Applicable	14 September 2022		
Zero (0)	7 October 2022	Greater than or equal to 65%	Not Applicable	7 October 2022	EUR 116.00	Not Applicable	17 October 2022		
Zero (0)	7 November 2022	Greater than or equal to 65%	Not Applicable	7 November 2022	EUR 116.00	Not Applicable	15 November 2022		
Zero (0)	7 December 2022	Greater than or equal to 65%	Not Applicable	7 December 2022	EUR 116.00	Not Applicable	14 December 2022		
Zero (0)	9 January 2023	Greater than or equal to 65%	Not Applicable	9 January 2023	EUR 116.00	Not Applicable	17 January 2023		
Zero (0)	7 February 2023	Greater than or equal to 65%	Not Applicable	7 February 2023	EUR 116.00	Not Applicable	14 February 2023		
Zero (0)	7 March 2023	Greater than or equal to 65%	Not Applicable	7 March 2023	EUR 116.00	Not Applicable	14 March 2023		
Zero (0)	11 April 2023	Greater than or equal to 65%	Not Applicable	11 April 2023	EUR 116.00	Not Applicable	18 April 2023		
Zero (0)	8 May 2023	Greater than or equal to 65%	Not Applicable	8 May 2023	EUR 116.00	Not Applicable	15 May 2023		
Zero (0)	7 June 2023	Greater than or equal to 65%	Not Applicable	7 June 2023	EUR 116.00	Not Applicable	14 June 2023		
Zero (0)	7 July 2023	Greater than or	Not	7 July 2023	EUR	Not	14 July 2023		

		equal to	Applicable		116.00	Applicable	T
		65%	пррисавис		110.00	пррисавіс	
Zero (0)	7 August 2023	Greater than or equal to 65%	Not Applicable	7 August 2023	EUR 116.00	Not Applicable	14 August 2023
Zero (0)	7 September 2023	Greater than or equal to 65%	Not Applicable	7 September 2023	EUR 116.00	Not Applicable	14 September 2023
Zero (0)	9 October 2023	Greater than or equal to 65%	Not Applicable	9 October 2023	EUR 116.00	Not Applicable	16 October 2023
Zero (0)	7 November 2023	Greater than or equal to 65%	Not Applicable	7 November 2023	EUR 116.00	Not Applicable	14 November 2023
Zero (0)	7 December 2023	Greater than or equal to 65%	Not Applicable	7 December 2023	EUR 116.00	Not Applicable	14 December 2023
Zero (0)	8 January 2024	Greater than or equal to 65%	Not Applicable	8 January 2024	EUR 116.00	Not Applicable	16 January 2024
Zero (0)	7 February 2024	Greater than or equal to 65%	Not Applicable	7 February 2024	EUR 116.00	Not Applicable	14 February 2024
Zero (0)	7 March 2024	Greater than or equal to 65%	Not Applicable	7 March 2024	EUR 116.00	Not Applicable	14 March 2024
Zero (0)	8 April 2024	Greater than or equal to 65%	Not Applicable	8 April 2024	EUR 116.00	Not Applicable	15 April 2024
Zero (0)	7 May 2024	Greater than or equal to 65%	Not Applicable	7 May 2024	EUR 116.00	Not Applicable	14 May 2024
Zero (0)	7 June 2024	Greater than or equal to 65%	Not Applicable	7 June 2024	EUR 116.00	Not Applicable	14 June 2024
Zero (0)	8 July 2024	Greater than or equal to 65%	Not Applicable	8 July 2024	EUR 116.00	Not Applicable	15 July 2024
Zero (0)	7 August 2024	Greater than or equal to 65%	Not Applicable	7 August 2024	EUR 116.00	Not Applicable	14 August 2024
Zero (0)	9 September 2024	Greater than or equal to 65%	Not Applicable	9 September 2024	EUR 116.00	Not Applicable	16 September 2024
Zero (0)	7 October 2024	Greater than or equal to 65%	Not Applicable	7 October 2024	EUR 116.00	Not Applicable	15 October 2024
Zero (0)	7 November 2024	Greater than or equal to 65%	Not Applicable	7 November 2024	EUR 116.00	Not Applicable	15 November 2024
Zero (0)	9 December 2024	Greater than or equal to 65%	Not Applicable	9 December 2024	EUR 116.00	Not Applicable	16 December 2024
Zero (0)	7 January 2025	Greater than or equal to 65%	Not Applicable	7 January 2025	EUR 116.00	Not Applicable	14 January 2025
Zero (0)	7 February 2025	Greater than or equal to 65%	Not Applicable	7 February 2025	EUR 116.00	Not Applicable	14 February 2025
Zero (0)	7 March 2025	Greater than or equal to 65%	Not Applicable	7 March 2025	EUR 116.00	Not Applicable	14 March 2025
Zero (0)	7 April 2025	Greater than or equal to	Not Applicable	7 April 2025	EUR 116.00	Not Applicable	14 April 2025

		65%					
Zero (0)	7 May 2025	Greater than or equal to 65%	Not Applicable	7 May 2025	EUR 116.00	Not Applicable	14 May 2025
Zero (0)	9 June 2025	Greater than or equal to 65%	Not Applicable	9 June 2025	EUR 116.00	Not Applicable	16 June 2025
Zero (0)	7 July 2025	Greater than or equal to 65%	Not Applicable	7 July 2025	EUR 116.00	Not Applicable	14 July 2025
Zero (0)	7 August 2025	Greater than or equal to 65%	Not Applicable	7 August 2025	EUR 116.00	Not Applicable	Final Termination Date

## 14. **Termination Provisions:**

(i) Issuer Call Not Applicable

(ii) Investor Put Not Applicable

(iii) Mandatory Early Termination Applicable

Provisions

Mandatory Early Termination Not Applicable

Event:

Mandatory Early Termination Applicable

Barrier Event:

## General:

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

relevant):

(B) Specified Mandatory Early Termination Strike Date:

For the purpose of determining whether a MER Barrier Event has occurred: 7 February 2022, 8 February 2022, 9 February 2022, 10 February 2022, 11 February 2022.

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

Applicable

(A) Mandatory

Termination Underlying:

Each Underlying specified in item 12 above

(B) Mandatory Early Termination Barrier Underlying(s):

Mandatory Termination Performance The Early

Underlying

Early

Mandatory Early Termination

Performance Provisions:

Applicable

(A) Single Underlying Not Applicable

Basket

Observation:

(B) Weighted

Not Applicable

Observation:

(C)Best of Basket Observation:

Not Applicable

(D) Worst Basket of Observation:

Applicable for the purpose of determining whether a MER Barrier Event has occurred where Nth means: 1st

(i.e., the lowest)

I. Maximum Mandatory Early Redemption

Not Applicable

Performance Percentage:

Minimum Mandatory Early Redemption

Not Applicable

Performance Percentage:

III. Maximum Mandatory Early Redemption

Not Applicable

Performance

Percentage (Barrier

Event):

IV. Minimum Mandatory Early Redemption

Not Applicable

Performance

Percentage (Barrier

Event):

V. Maximum Mandatory Not Applicable
Early Redemption
Performance
Percentage (Barrier
Event Satisfied):

VI. Minimum Mandatory Not Applicable
Early Redemption
Performance
Percentage (Barrier
Event Satisfied):

VII. Maximum Mandatory Not Applicable
Early Redemption
Performance Percentage
(Barrier Event Not
Satisfied):

(E) Outperformance Not Applicable Observation:

Provisions relating to levels of the Mandatory Early Termination Underlying(s) Applicable

(A) Mandatory Early Termination Initial Level:

For the purpose of determining whether a MER Barrier Event has occurred: Arithmetic Average Closing Level on Mandatory Early Termination Strike Dates

(B) Mandatory Early
Termination Reference
Level:

For the purpose of determining whether a MER Barrier Event has occurred: Closing Level on Mandatory Early Termination Valuation Date

Provisions relating to a Mandatory Early Termination Barrier Event Applicable

(A) Mandatory Early
Termination Barrier
Event:

Applicable – Mandatory Early Termination Barrier Event European Observation

Provisions relating to a Mandatory Early Termination Upper Barrier Event:

Not Applicable

Provisions relating to the Mandatory Early Termination Amount

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

See MER Amount in Table below

(B) Mandatory Early
Termination Amount
due where MER Upper
Barrier Percentage is
Applicable:

Not Applicable

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

(D) Snowball Accrual Not Applicable Mandatory Early Termination Amount:

Mandatory Early Termination Applicable Underlying Valuation Provisions

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

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

(C) Valuation Roll: Eight

MER Strike Level	Specified MER Valuation Date(s)	Specified MER Upper Barrier Event Valuation Date	MER Barrier Level (%)	Specified MER Barrier Observation Date	MER Amount	MERPR (%)	MER Date
MER Initial Level	7 November 2022	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	7 November 2022	EUR 20,000	Not Applicable	15 November 2022
MER Initial Level	7 December 2022	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	7 December 2022	EUR 20,000	Not Applicable	14 December 2022
MER Initial Level	9 January 2023	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	9 January 2023	EUR 20,000	Not Applicable	17 January 2023
MER Initial Level	7 February 2023	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	7 February 2023	EUR 20,000	Not Applicable	14 February 2023
MER Initial Level	7 March 2023	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	7 March 2023	EUR 20,000	Not Applicable	14 March 2023
MER Initial Level	11 April 2023	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	11 April 2023	EUR 20,000	Not Applicable	18 April 2023
MER Initial Level	8 May 2023	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	8 May 2023	EUR 20,000	Not Applicable	15 May 2023
MER Initial Level	7 June 2023	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	7 June 2023	EUR 20,000	Not Applicable	14 June 2023
MER Initial Level	7 July 2023	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	7 July 2023	EUR 20,000	Not Applicable	14 July 2023
MER Initial Level	7 August 2023	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	7 August 2023	EUR 20,000	Not Applicable	14 August 2023
MER Initial	7 September 2023	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the	7 September 2023	EUR 20,000	Not Applicable	14 September 2023

Level			Mandatory Early Redemption				
			Performance Underlying Greater than or equal to 100%				
MER Initial Level	9 October 2023	Not Applicable	of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	9 October 2023	EUR 20,000	Not Applicable	16 October 2023
MER Initial Level	7 November 2023	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	7 November 2023	EUR 20,000	Not Applicable	14 November 2023
MER Initial Level	7 December 2023	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	7 December 2023	EUR 20,000	Not Applicable	14 December 2023
MER Initial Level	8 January 2024	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	8 January 2024	EUR 20,000	Not Applicable	16 January 2024
MER Initial Level	7 February 2024	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	7 February 2024	EUR 20,000	Not Applicable	14 February 2024
MER Initial Level	7 March 2024	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	7 March 2024	EUR 20,000	Not Applicable	14 March 2024
MER Initial Level	8 April 2024	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	8 April 2024	EUR 20,000	Not Applicable	15 April 2024
MER Initial Level	7 May 2024	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	7 May 2024	EUR 20,000	Not Applicable	14 May 2024
MER Initial Level	7 June 2024	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	7 June 2024	EUR 20,000	Not Applicable	14 June 2024
MER Initial Level	8 July 2024	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	8 July 2024	EUR 20,000	Not Applicable	15 July 2024
MER Initial Level	7 August 2024	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	7 August 2024	EUR 20,000	Not Applicable	14 August 2024
MER Initial Level	9 September 2024	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	9 September 2024	EUR 20,000	Not Applicable	16 September 2024
MER Initial Level	7 October 2024	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	7 October 2024	EUR 20,000	Not Applicable	15 October 2024
MER Initial Level	7 November 2024	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	7 November 2024	EUR 20,000	Not Applicable	15 November 2024
MER Initial Level	9 December 2024	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	9 December 2024	EUR 20,000	Not Applicable	16 December 2024
MER Initial Level	7 January 2025	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	7 January 2025	EUR 20,000	Not Applicable	14 January 2025
MER Initial Level	7 February 2025	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	7 February 2025	EUR 20,000	Not Applicable	14 February 2025
MER Initial Level	7 March 2025	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	7 March 2025	EUR 20,000	Not Applicable	14 March 2025
MER Initial Level	7 April 2025	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	7 April 2025	EUR 20,000	Not Applicable	14 April 2025
MER Initial Level	7 May 2025	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	7 May 2025	EUR 20,000	Not Applicable	14 May 2025
MER	9 June 2025	Not	Greater than or equal to 100%	9 June 2025	EUR	Not	16 June 2025

Initial Level		Applicable	of the MER Initial Level of the Mandatory Early Redemption Performance Underlying		20,000	Applicable	
MER Initial Level	7 July 2025	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	7 July 2025	EUR 20,000	Not Applicable	14 July 2025

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

(v) Underlying Linked Securities

**Termination Provisions** 

Applicable

Other Termination Not Applicable Amount/Entitlement

Dates

(A) Specified Termination
Barrier Observation
Date:

For the purpose of determining whether a Termination Barrier Event has occurred and the Performance-Linked Termination Amount if a Termination Barrier Event

has occurred: 7 August 2025

(B) Specified Final Valuation Date(s):

For the purpose of determining whether a Termination Barrier Event has occurred and the Performance-Linked Termination Amount if a Termination Barrier Event

has occurred: 7 August 2025

(C) Specified Termination Strike Date:

In respect of each Termination Underlying: 7 February 2022, 8 February 2022, 9 February 2022, 10 February 2022, 11 February 2022.

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

(A) Termination Underlying(s):

Each Underlying specified in the Table in

item 12 above

(B) Termination Barrier

Underlying(s):

The Final Performance Underlying

Final Performance Provisions: Applicable

(A) Single Underlying Observation:

Not Applicable

(B) Weighted Baske

Basket Not Applicable

Observation:

(C) Best of Basket Not Applicable

Observation:

(D) Worst of Basket Applicable for the purpose of determining Observation: whether a Termination Barrier Event has occurred and the Performance-Linked Termination Amount if a Termination Barrier Event has occurred where Nth means: 1st (i.e. lowest) I. Maximum Not Applicable Final Performance Percentage: II. Minimum Final Not Applicable Performance Percentage: III. Maximum Final Not Applicable Performance Percentage (Barrier Event): IV. Minimum Not Applicable Final Performance Percentage (Barrier Event): V. Maximum Not Applicable Final Performance Percentage (Barrier Event Satisfied): VI. Minimum Not Applicable Final Performance Percentage (Barrier Event Satisfied): VII. Maximum Final Not Applicable Performance Percentage (Barrier Event Not Satisfied): (E) Outperformance Not Applicable Observation: (F) Arithmetic Mean Not Applicable Underlying Return: (G) Cliquet: Not Applicable (H) Himalaya Not Applicable Final

(A) Termination Initial For the put

Asian

Performance

Observation:

Level:

Provisions relating to levels of the Termination Underlying(s)

> itial For the purpose of determining whether a Termination Barrier Event has occurred and the Performance-Linked Termination

Applicable

Amount if a Termination Barrier Event has occurred: Arithmetic Average Closing Level on Termination Strike Dates

(B) Final Reference Level: For the purpose of determining whether a Termination Barrier Event has occurred and the Performance-Linked Termination Amount if a Termination Barrier Event has occurred: Closing Level on Final

Valuation Date

(C) Termination 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: Termination Initial Level

Provisions relating to Applicable **Termination Barrier Event** 

(A) Termination Barrier Event:

In respect of the Termination Barrier Underlying: Applicable - Termination Barrier Event European Observation

(B) Final Barrier Level: less than or equal to 65% of the Termination Initial Level of Termination Barrier Underlying

Provisions relating to the termination amount due or

Applicable

Provisions applicable where Termination Barrier Event is Not

Applicable and the Termination Amount is a Performance-Linked

Termination Amount:

entitlement deliverable

Not Applicable

Provisions applicable Termination Barrier Event is Applicable

(A) Provisions applicable to Physical Delivery:

Not Applicable

(B) Termination Not Applicable Upper Barrier Event:

(C) Amount Termination due where no Termination Barrier Event has occurred and no Termination Upper Barrier Event specified:

Applicable – Euro 20,000 per Security

(D) Termination Upper Not Applicable Barrier Percentage:

I. Upper Not Applicable
Termination
Amount due
where no
Termination

Barrier Event has occurred.

II. Lower Not Applicable Termination

Amount due where no Termination Barrier Event has occurred.

(E) Termination Amount due where a Termination Barrier Event has occurred and no Termination Lower Barrier Event is specified:

Applicable - the Performance-Linked Termination Amount determined in accordance with Put Option Provisions

(F) Termination Lower Barrier Event:

Not Applicable

(G) Termination Amount due where a Termination Barrier Event has occurred and a Termination Lower Barrier Event is specified

Not Applicable

I. Lower Barrier Event
Termination Amount
due where a
Termination Barrier
Event has occurred:

Not Applicable

II. Non Lower Barrier
Event Termination
Amount due where a
Termination Barrier
Event has occurred:

Not Applicable

Performance-Linked Termination Amount:

Put Option Applicable if a Termination Barrier Event

occurs

I. Relevant Percentage: 100%

II. Maximum Termination Not Applicable

Amount:

III. Minimum Termination Not Applicable

Amount:

IV. Maximum Termination Not Applicable Amount (Barrier Event Satisfied): V. Minimum Termination Not Applicable Amount (Barrier Event Satisfied): VI. Not Applicable Maximum Termination Amount (Barrier Event Not Satisfied): VII. Minimum Termination Not Applicable Amount (Barrier Event Not Satisfied): VIII. Final Participation Rate Not Applicable **(FPR)**: IX. Termination Not Applicable Adjustment: Call Option: Not Applicable Call Spread - Put Spread Option: Not Applicable Twin Win Option: Not Applicable Market Timer: Not Applicable Put Call Sum Not Applicable Swaption: Not Applicable Provisions relating to Buy the Not Applicable Dip Securities Termination Underlying Applicable Valuation Provisions (A) Valuation Disruption Move in Block (Scheduled Trading Days): (B) Valuation Disruption Value What You Can (Disrupted Days): (C) Valuation Roll: Eight relating **Provisions** Not Applicable to the Preference Share-Linked Termination Amount in respect of Preference Share Linked Securities **Split Payment Conditions** Not Applicable **FX Provisions:** Not Applicable

24

Not Applicable

15.

16.

**FX Performance:** 

## PROVISIONS RELATING TO CREDIT LINKED NOTES

17. Credit Linked Notes: Not Applicable

## PROVISIONS RELATING TO INDEX SKEW NOTES

18. Index Skew Notes: Not Applicable

## GENERAL PROVISIONS APPLICABLE TO THE SECURITIES

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

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

20. New Safekeeping Structure: Not Applicable

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

22. Business Day Jurisdiction(s) or other special provisions relating to payment

dates:

New York City and TARGET2

23. Redenomination, renominalisation and

reconventioning provisions:

Not Applicable

24. **Consolidation provisions:** The provisions of General Condition 14

(Further Issues) apply

25. **Substitution provisions:** Applicable: The provisions of General

Condition 17 (Substitution of the Issuer, the CGMHI Guarantor and the CGMFL

Guarantor) apply

Additional Requirements: Not Applicable

26. Name and address of Calculation

Agent:

Citigroup Global Markets Limited (acting through its EMEA Equity Stocks Exotic Trading Desk (or any successor department/group) at Citigroup Centre, Canada Square, Canary Wharf, London

E14 5LB, United Kingdom

27. **Determination Agent:** Calculation Agent

28. **Determinations:** 

(i) Standard: Commercial Determination

(ii) Minimum Amount Adjustment

Prohibition:

Applicable

29. **Determinations and Exercise of** Not Applicable

**Discretion (BEC):** 

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

31. Other final terms: Not Applicable

32. Additional provisions applicable to Applicable Italian Listed Certificates:

(i) Expiry Date (*Data di Scadenza*) 14 August 2025 for the purposes of EuroTLX:

33. Details relating to Instalment
Securities: amount of each Instalment
Amount (including any maximum or minimum Instalment Amount), date on which each payment is to be made:

26

#### 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 Tranche 1 Securities to be admitted to trading on the multilateral trading facility of EuroTLX managed by Borsa Italiana S.p.A. ("EuroTLX") with effect from on or around the Issue Date of the Tranche 1 Securities

Application has been made by the Issuer (or on its behalf) for the Tranche 2 Securities to be admitted to trading on the multilateral trading facility of EuroTLX managed by Borsa Italiana S.p.A. ("EuroTLX") with effect from on or around the Issue Date of the Tranche 2 Securities.

#### 2. RATINGS

Ratings: The Securities are not rated.

# 3. 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

# 4. EU BENCHMARKS REGULATION

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

### 5. **DISCLAIMER**

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## 6. **OPERATIONAL INFORMATION**

ISIN Code: XS2336359794

Common Code: 233635979

CUSIP: 5C02G89Y8

WKN: Not Applicable

Valoren: Not Applicable

CFI: DEXFTX

FISN: CITIGROUP GLOBA/6.96UT 20250814 [Citi

please confirm]

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 Not Applicable Securities Issuing and Paying Agent (if any):

Names and address of the Finnish Securities Not Applicable Issuing and Paying Agent (if any):

Names and address of the French Securities Not Applicable Issuing and Paying Agent (if any):

Names and addresses of additional Paying Not Applicable Agent(s) (if any):

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

## 7. **DISTRIBUTION**

(i) Method of distribution: Non-syndicated

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

(iii) Date of Subscription Agreement: Not Applicable

(iv) Stabilisation Manager(s) (if any): Not Applicable

(v) If non-syndicated, name and Citigroup Global Markets Europe AG at address of Dealer: Reuterweg 16, 60323 Frankfurt am Main, Germany

(vi) Total commission and concession: None

(vii) Prohibition of Sales to EEA Retail Not Applicable Investors:

(viii) Prohibition of Sales to UK Retail Applicable Investors:

## 8. UNITED STATES TAX CONSIDERATIONS

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

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

purpose of Section 871(m)